

**ASSOCIATION FOR
SERVICES TO TORTURE &
TRAUMA SURVIVORS
(ASeTTS) INC.
(ABN 83 460 231 835)**

An Incorporated Association

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PART 1 - PRELIMINARY MATTERS

1. NAME OF ASSOCIATION

The name of the Association for Services to Torture & Trauma Survivors Inc. (ABN: 83 460 231 835).

2. TYPE OF ENTITY

The Association is a not-for-profit association incorporated under the *Associations Incorporation Act 2015 (WA)*.

3. DEFINITIONS

In this Constitution, unless the contrary intention appears, words and phrases have the following meaning:

ACNC means the Australian Charities and Not-for-profits Commission.

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

Association means the Association for Services to Torture & Trauma Survivors (ASeTTS) Inc. (ABN: 83 460 231 835).

Association's books means the Association's registers, Minutes, documents, securities, Financial records, Financial statements and Financial reports as defined in section 62 of the Act, however compiled, stored or recorded.

Board means the group of people, called Board Members, who are responsible for the management of the affairs of the Association.

Circular Resolution, which may be a Members' Circular Resolution or a Board Circular Resolution, means a resolution that is passed without a face-to-face general meeting or Board meeting being held. Separate copies of the Circular Resolution may be used for signing by Members or Board Members provided the wording of the Circular Resolution and statement is identical in each copy. The Circular Resolution is passed when the last Member or Board Member signs the Circular Resolution.

Commissioner means the person designated as the Commissioner from time to time under the Act, currently the Executive Officer of the Western Australian Department of Commerce.

Constitution means this document as amended from time to time.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Financial records means:

- (1) Invoices, receipts, orders for the payment of money, bills of exchange, cheques,
- (2) Promissory notes and vouchers,

- (3) Documents of prime entry such as sales day books, purchase day books, sales returns day books, purchases returns day books, bank books, cash receipts books, cash payments books, petty cash receipts books, petty cash payments books and journals, and
- (4) Working papers and other documents needed to explain:
 - (a) The methods by which financial statements are prepared, and
 - (b) Adjustments to be made in preparing financial statements.

Financial report refers to the financial report for a financial year of a tier 1, 2 or 3 association and comprises:

- (1) The financial statements for the financial year of a tier 1, 2 or 3 association,
- (2) The notes to the financial statements for the financial year of a tier 1, 2 or 3 association, and
- (3) The declaration about the financial statements and notes made by the board of a tier 1, 2 or 3 association.

Financial statements means:

- (1) If the Association uses the cash basis of accounting:
 - (a) A statement of receipts and payments for the financial year,
 - (b) A reconciled statement of bank account balances as at the end of the financial year, and
 - (c) A statement of assets and liabilities as at the end of the financial year.
- (2) If the Association uses the accrual basis of accounting:
 - (a) A statement of income and expenditure for the financial year, and
 - (b) A balance sheet.

Financial year means:

- (1) In relation to the Association's first financial year, the period ending twelve (12) months from the date of incorporation of the Association, and
- (2) After the Association's first financial year, a period of twelve (12) months commencing on 1 July and ending on 30 June each year.

Member means a person (including a body corporate) who is an ordinary Member or an associate Member or a life Member of the Association, and "**Members**" means more than one Member;

Minutes means a permanent and detailed record of the deliberations of, and resolutions adopted at general meetings and Board meetings and may include a hardcopy or an authorised softcopy documentation of those deliberations and resolutions.

SAT means the State Administrative Tribunal of Western Australia.

Special Resolution means a resolution proposed at a meeting and passed in accordance with section 51 of the Act, which requires the resolution to be passed by the votes of not less than seventy-five (75) % of the persons who are entitled to cast a vote at that meeting.

Tier 3 Association means an association that, in a financial year, has revenue of \$1,000,000 or more or such other amount that is prescribed from time to time under section 64(3) of the Act.

3.1. Relationship between Constitution and Act

The Act overrides any provision in this Constitution, which is inconsistent with the Act.

3.2. Interpretation

In this Constitution:

- (1) The words '**including**', '**for example**', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (2) Reference to an '**Act**' includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act.

PART 2 – GOALS, OBJECTIVES AND POWERS OF ASSOCIATION

4. OBJECTIVES OF THE ASSOCIATION

The objectives of the Association are:

- (1) To ensure the right to rehabilitation with the delivery of services, research, training and advocacy and in doing so:
 - (a) To establish, develop and maintain services:
 - (i) which respond to the specific cultural and spiritual needs, as well as the gender-related, linguistic and age specific needs of torture and trauma survivors (who are often refugees and may be from culturally and linguistically diverse (CALD) populations) and their families living in Australia;
 - (ii) which facilitate the ability of torture and trauma survivors to heal themselves;
 - (iii) which promote overall well-being of all torture and trauma survivors in whatever way is appropriate to the individuals concerned;
 - (iv) of a professional standard which are affordable and accessible to all torture and trauma survivors and their families regardless of age, sex, race, religion, political beliefs or lifestyle; and
 - (v) guided by the expressed needs of the service users arising out of the constitution as identified by the service users themselves and developed with input from those service users.
- (2) To carry out training, advocacy and raising awareness and in doing so:
 - (a) work with other organisations to carry out and encourage research and collect information, based on sound ethical guidelines, about the needs of torture and trauma survivors and their families in the community;
 - (b) educate, train and sensitise service providers and promote public awareness on the needs of and difficulties experienced by torture and trauma survivors and their families;
 - (c) inform and to reinforce the rights of the service users as Members of Australian society; and
 - (d) act as a human and material resource.
- (3) To do all things as the Association deems incidental and/or conducive to the attainment of accessible services for torture and trauma survivors and their families.

5. GOAL OF THE ASSOCIATION

- (1) The goal of the Association is to promote and provide a culturally sensitive service

that responds to the psychosocial and physical needs of torture and trauma survivors and their families living in Western Australia.

6. POWERS

- (1) Subject to the Act, and the rules set out in this Constitution, the Association may do all things necessary or convenient to lawfully pursue:
 - (a) its objectives;
 - (b) charitable purposes;
 - (c) to raise, aid or contribute in the raising of funds for the use and benefit of the Association;
 - (d) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (e) appoint agents to transact business on its behalf;
 - (f) acquire, hold, deal with and dispose of any real or personal property or any rights or privileges;
 - (g) join, subscribe to, or found associations having objects wholly or in part relating to the welfare of the community;
 - (h) invest any monies of the Association not immediately required in any security in which trust monies may lawfully be invested;
 - (i) open and operate accounts with financial institutions;
 - (j) give, any money or personal property of the Association and provide benefits in furtherance of the objects of the Association provided that the Association does not have the power to provide any benefit to entities which are not public benevolent institutions within the meaning of section 78(1)(a) of the *Income Tax Assessment Act 1936* (Cth).
 - (k) enter into any contracts it considers necessary or desirable;
 - (l) do any other things as may be necessary, incidental or conducive to the attainment of the objects of the Association; and
 - (m) the Association may only exercise its powers and use its income and assets (including any surplus) for its purposes and objectives.

7. NOT-FOR-PROFIT

7.1. Property and income

- (1) The property and income of the Association shall be applied solely to promoting its objectives and purposes and no part of that property or income may be paid or otherwise

distributed, directly or indirectly, to any Member, except in good faith in promoting such object and purposes.

- (2) A payment may be made to a Member out of the funds of the Association only if it is authorised under sub rule (3).
- (3) A payment to a Member out of the funds of the Association is authorised if it is:
 - (a) a payment in good faith to the Member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Association from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the Member for premises leased by the Member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association,

provided that any payment out of the funds of the Association must be compliant with any guide published by the ACNC.

PART 3 - MEMBERSHIP OF THE ASSOCIATION

8. MEMBERSHIP

8.1. Eligibility for membership

- (1) Membership of the Association is open to any person, firm association or body corporate.
- (2) Any person or organisation who supports the objectives of the Association is eligible to apply for membership.
- (3) The Association must comply with all legal and regulatory obligations that apply to the Association when assessing eligibility of an applicant to become a Member.
- (4) A person under the age of eighteen (18) years cannot belong to a class of Members that confers full voting rights.

8.2. Liability

- (1) Members are to pay any membership fees set by the Association.
- (2) Members are not liable to pay, by reason of the person's membership, any other debts incurred by or on behalf of the Association, including the costs of winding up of the Association.

8.3. Classes of Membership

- (1) There shall be four categories of members:
 - (a) **Ordinary Members**, who shall be individuals 18 years or over who have agreed to accept the objects of the Association;
 - (b) **Corporate Members**, who shall be organisations interested in promoting the objects of the Association. Each corporate member may nominate a representative under the provisions of Rule 20 who shall be entitled to vote on behalf of the corporate member;
 - (c) **Associate Members (Friends of ASeTTS)**, who shall be individuals or organisations who are not entitled to or do not wish to take up ordinary or corporate membership;
 - (d) **Life Members**, The Board may elect any member to be a life Member who, is eligible for membership pursuant to rule 8.1 and in the opinion of the Board, has rendered outstanding service to the Association.

- (2) An individual who has not reached the age of 18 years is only eligible to be an associate member (Friends of ASeTTS).
- (1) A person can only be an ordinary Member or belong to one class of associate membership (Friends of ASeTTS).
- (2) An ordinary Member, including a life member has full voting rights and any other rights conferred on Members by these rules or approved by resolution at a general meeting or determined by the Board.
- (3) Associate members (Friends of ASeTTS) have the rights referred to in sub rule 8.3(c).
- (4) The number of Members of any class is not limited unless otherwise approved by resolution at a general meeting.

8.4 The association will have a minimum of six members with full voting rights.

9. APPLYING FOR MEMBERSHIP

9.1. Application

- (1) A person who wishes to become a Member shall:
 - (a) apply in writing to the Association in the membership application form set out in schedule 1 to this Constitution;
 - (b) be nominated for membership by a current Member;
 - (c) the membership application form must be signed by the applicant and the Member nominating the applicant; and
 - (d) If the Association has more than one class of Members, the membership application form must specify the class of membership.

9.2. Consideration of membership application

- (1) The Board shall consider and decide whether to approve or reject a membership application.
- (2) Subject to rule 9.2, the Board must consider membership applications in the order in which they are received by the Association.
- (3) 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.
- (4) The Board shall not approve a membership application unless the applicant:
 - (a) meets all the membership qualifications under rule 8.1, and
 - (b) makes a written membership application under rule 9.1(1)(a),
- (5) The Board may refuse to accept a membership application even if the applicant has applied in writing and meets all membership eligibility requirements under rule

8.1.

- (6) As soon as is practicable after a decision is made under rule 9.2(1) the Board shall give written notification to the applicant of the outcome of the membership application.
- (7) The Board is not obliged to provide reasons to the applicant or to any other person for its decision to accept or reject a membership application.
- (8) If the applicant's membership application is rejected by the Board, the applicant may request that their membership application, accompanied by a brief document prepared by the applicant in support of their membership application, be reviewed by the Board. However, the Board's decision on member applications will be final once due consideration is given to this. This would not preclude an individual from reapplying for membership at a later date.
- (9) An applicant becomes a Member if:
 - (a) the Board accepts the application, and
 - (b) the applicant pays any membership fees due under rule 10.9.

An applicant will not be accepted as an ordinary Member if:

- (c) they are a current employee of the Association or have been an employee within 2 years of post-employment;
- (d) the applicant is a current client of the organisation.

10. TERMINATION OF MEMBERSHIP

10.1. Circumstances when membership terminates

- (1) A Member's membership terminates if the Member:
 - (a) a member does not renew their membership at the time of annual renewal;
 - (b) resigns as a Member under rule 10.2;
 - (c) is expelled as a Member under rule 10.3;
 - (d) is a body corporate and the body corporate is wound up; or
 - (e) is an individual and the individual dies.
- (2) The Association shall keep a record of:
 - (a) the date on which Member's membership terminates under rule 10.1(1); and
 - (b) the reason the Member's membership terminates within twenty-eight (28) days after the change occurs and retain this information for a period of one year after a person's membership terminates.

10.2. Resignation of Member

- (1) A Member may resign as a Member by giving written notice of their resignation to

the secretary.

- (2) The Member's resignation is effective as at:
 - (a) the time of receipt by the secretary of the person's written notice of resignation; or
 - (b) if a later time is stated in the notice, at that later time.
- (3) Despite their resignation, any Member who resigns from the Association remains liable to pay any outstanding annual membership fees to the Association.
- (4) The outstanding annual membership fees referred to in rule 10.2(3) may be recovered as a debt due by the Member to the Association.

10.3. Suspension or expulsion of Member

- (1) The Association may, by Board resolution, suspend or expel a Member from membership if:
 - (a) the Member refuses or neglects to comply with this Constitution; or
 - (b) the Member's conduct or behaviour is detrimental to the interests of the Association.
- (2) The secretary shall, not less than twenty-eight (28) days before the Board meeting at which the suspension or expulsion resolution is to be considered, give written notice to the Member:
 - (a) of the proposed suspension or expulsion and the grounds on which it is based;
 - (b) of the date, place and time of the Board meeting at which the suspension or expulsion resolution is to be considered;
 - (c) that the Member, or the Member's representative, may attend the Board meeting at which the suspension or expulsion resolution is to be considered; and
 - (d) that the Member, or the Member's representative, may address the Board at the Board meeting at which the suspension or expulsion resolution is to be considered and shall be given a full and fair opportunity to state the Member's case orally, in writing, or both.
- (3) At the Board meeting at which the suspension or expulsion resolution is to be considered the Board shall:
 - (a) give the Member, or the Member's representative, a full and fair opportunity to state the Member's case orally;
 - (b) give due consideration to any written statement submitted by the Member; and
 - (c) determine whether the Member should be:
 - (i) expelled as a Member; or
 - (ii) suspended as a Member, and if so, the period of the Member's suspension.

- (4) Once the Board has decided to suspend or expel a Member, the Member is immediately suspended or expelled.
- (5) Within seven (7) days of the Board meeting at which the suspension or expulsion resolution is considered, the secretary shall ensure that the Member is informed in writing of the Board's decision and the reasons for the Board's decision.

10.4. Consequences of suspension of membership

- (1) During the period a Member's membership is suspended, the Member:
 - (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (2) When a Member's membership is suspended, the secretary must record in the register of Members:
 - (a) that the Member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) 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.

10.5. After suspension of Member

- (1) If a Member's membership is suspended under rule 10.3 the secretary shall record in the Members register within twenty-eight (28) days of the date of suspension:
 - (a) the suspended Member's name;
 - (b) the date on which the Member's suspension takes effect; and
 - (c) the length of the suspension determined by the Board under rule 10.3(3)(c)(ii)
- (2) A suspended Member cannot exercise any rights or privileges of a Member, including voting rights, during the period of suspension.
- (3) Upon the expiry of the suspension period, the secretary shall record in the Members register that the Member is no longer suspended within twenty-eight (28) days of that expiration date.

10.6. Member's right of appeal against suspension or expulsion

Within fourteen (14) days of receiving notice of the Board's decision under rule 10.3(2), an expelled or suspended Member may appeal the Board's suspension or expulsion decision by giving written notice of the expelled or suspended Member's intention to seek:

- (1) an appeal of the Board's suspension or expulsion decision; and
- (2) the appointment of a mediator under rule 24.

10.7. Reinstatement of Member

If the Board's decision to suspend or expel a Member is revoked, any act performed by the Board or Members in a general meeting during the period that the Member was suspended or expelled from membership under rule 10.3, is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of a Member, including the right to vote, during that suspension period.

10.8. Rights not transferable

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

10.9. Membership fees

- (1) The Board must determine the annual membership fee (if any) to be paid for membership of the Association.
- (2) The fees determined under sub rule (1) may be different for different classes of membership.
- (3) A Member must pay the annual membership fee to the treasurer, or another person authorised by the Board to accept payments, by the date ("**Due Date**") determined by the Board.
- (4) If a Member has not paid the annual membership fee within the period of 3 months after the Due Date, the Member ceases to be a Member on the expiry of that period.
- (5) If a person who has ceased to be a Member under sub rule (4) offers to pay the annual membership fee after the period referred to in that sub rule has expired:
 - (a) The Board may, at its discretion, accept that payment; and
 - (b) If the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

11. REGISTER OF MEMBERS

11.1. Content of Members register

- (1) The Association shall maintain and keep updated a register of Members shall contain the:
 - (a) full names of each Member,
 - (b) contact postal, residential or email addresses of each Member,
 - (c) class of membership held by each Member, and
 - (d) date upon which a person became a Member.
- (2) Within twenty-eight (28) days after a change in membership of the Association, the secretary or other person authorised by the Board, shall ensure that a membership change is recorded in the register of Members.

- (3) The secretary or other person authorised by the Board, shall ensure that the register of Members is kept and maintained at such place as the Board decides.

11.2. Inspection of register of Members

- (1) A Member shall be entitled to inspect the Members register of Members free of charge, at such time and place as is mutually convenient to the Association and the Member.
- (2) A Member shall contact the secretary in writing to request an inspection of the register of Members.
- (3) A Member may copy details or make a copy from the Members register of Members but has no right to remove the register of Members.
- (4) A Member may make a request in writing to the secretary for a copy of the register of Members for which the Association may charge a reasonable fee, which is to be determined by the Board from time to time.
- (5) The Board may require a Member who requests a copy of the register of Members under rule 11.2(2) to provide a statutory declaration to the secretary setting out the purpose of the request and declaring that the purpose is connected with the Association's affairs.

11.3. Prohibited use of information on register of Members

A Member shall not use or disclose the information Member contained in the register of Members;

- (1) to gain access to information that a Member has deliberately denied to them (for example, in relation to a social, family or legal difference or dispute involving the latter Member),
- (2) to contact, send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes, or
- (3) for any other purpose unless the use of the information:
 - (a) Is approved by the Board; and
 - (b) for a purpose directly connected to:
 - (i) the Association's affairs, or
 - (ii) the provision of information to the Commissioner under the Act.

PART 4 - THE BOARD OF THE ASSOCIATION

12. ROLE AND POWERS

- (1) The Board Members are the persons who, as the Board of the Association, have the power to strategically direct the affairs of the Association.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

13. BOARD MEMBERS

13.1. Composition of Board

- (1) The Board Members consist of:
 - (a) the office holders of the Association;
 - (b) up to five ordinary Members; and
 - (c) one client reference group representative who is not elected at the annual general meeting but is nominated by the client reference group.
- (2) The following are the office holders of the Association:
 - (a) the chairperson;
 - (b) the deputy chairperson;
 - (c) the secretary;
 - (d) the treasurer.
- (3) A person may be a Board Member if the person is:
 - (a) an individual who has reached 18 years of age; and
 - (b) an ordinary Member.
- (4) A person must not hold 2 or more of the offices mentioned in sub rule (2) at the same time.
- (5) Board members must have completed governance training before commencing as a member of the Board or within six months of being appointed.
- (6) A person cannot be a Board Member if:
 - (a) they are a current employee of the Association or within 5 years of post-employment;

- (b) they are a client of the organisation or has been a client in the last 2 years.
 - (c) they have been dismissed for reasons of incompetence or inappropriate behaviour by an employer in the past 5 years
 - (d) they have a conflict of interest due to relationships with staff or stakeholders of the organisation.
 - (e) In the previous five years, they have been convicted of, or imprisoned for:
 - (i) An indictable offence under the laws of any state or territory of the Commonwealth of Australia in relation to the promotion, formation or management of a body corporate; or
 - (ii) An offence involving fraud or dishonesty punishable by imprisonment for a period of three (3) months or more under the laws of any state or territory of the Commonwealth of Australia.
 - (f) They are:
 - (iii) Bankrupt, or
 - (iv) Unless the person has obtained the consent of the Commissioner, a person whose affairs are under insolvency laws.
 - (g) Unless they have obtained the consent of the Commissioner, a person who has committed a breach of their Director's duties pursuant to the Act and the *Corporations Act*.
- (7) A Board Member who has been suspended as a Member under rule 10.3 cannot act in the position of Board Member or officer of the Association, until their period of suspension as a Member has expired.

14. DUTIES OF BOARD MEMBERS AND OFFICERS

14.1. General duties

Board Members and officers (as defined in Section 3 of the Act) must comply with the following duties:

- (1) Exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Board Member of the Association.
- (2) Act in good faith in the best interests of the Association.
- (3) Act for a proper purpose.
- (4) Act to further the objectives of the Association.
- (5) Act in the best interests of the Association.
- (6) Disclose any perceived or actual material conflicts of interest.
- (7) Ensure that the financial affairs of the Association are managed responsibly;

- (8) Not allow the Association to operate while insolvent; and
- (9) Not improperly use:
 - (a) Information obtained because in their role as Board Member or officer; or
 - (b) Their position of Board Member, to:
 - (i) gain an advantage for themselves or another person, or
 - (ii) cause detriment to the Association.

14.2. Conflict of interest

- (1) A Board Member or officer shall disclose to all the Board Members present at the Board meeting the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at the Board meeting.
- (2) A Board Member or officer shall disclose the nature and extent of the interest at the next general meeting of the Association.
- (3) The disclosure of a conflict of interest by a Board Member or officer shall be recorded in the Minutes of the Board meeting.
- (4) Each Board Member or officer who has a material personal interest in a matter that is being considered at a Board meeting (or that is proposed in a Board Circular Resolution) shall not, except as provided under rule 14.2(5):
 - (a) be present at the Board meeting while the matter is being discussed, or
 - (b) vote on the matter.
- (5) A Board Member or officer may still be present and vote if:
 - (a) their interest relates to an insurance contract that insures, or would insure, the Board Member or officer against liabilities incurred by the Board Member or officer as a Board Member or officer;
 - (b) the Board Member or officer who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the nature and extent of the Board Member or officer's interest in the matter and how it relates to the Association's affairs, and
 - (ii) states that those Board Member or officer who do not have a material personal interest in the matter are satisfied that the Board Member or officer's material personal interest in the matter should not prevent the Board Member or officer from being present at the Board meeting while the matter is being discussed or from voting on the matter.

14.3. Chairperson

- (1) 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.

- (2) The chairperson has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules.

14.4. Secretary

- (1) The secretary has the following duties:
 - (a) dealing with the Association's correspondence;
 - (b) consulting with the chairperson regarding the business to be conducted at each Board meeting and general meeting;
 - (c) preparing the notices required for meetings and for the business to be conducted at meetings;
 - (d) unless another Member is authorised by the Board to do so, maintaining on behalf of the Association the register of Members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
 - (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
 - (f) 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;
 - (g) ensuring the safe custody of the books of the Association, other than the Financial records, Financial statements and Financial reports, as applicable to the Association;
 - (h) maintaining full and accurate Minutes of Board meetings and general meetings;
 - (i) carrying out any other duty given to the secretary under these rules or by the Board.

14.5. Treasurer

- (1) 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 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 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;

- (g) 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;
- (h) carrying out any other duty given to the treasurer under these rules or by the Board.

PART 5 - ELECTION TO THE BOARD

15. APPOINTMENT OF BOARD MEMBERS

15.1. How Members become Board Members

- (1) A Member becomes a Board Member if the Member —
 - (a) is elected to the Board at a general meeting; or
 - (b) is appointed to the Board by the Board to fill a casual vacancy under rule 15.8.

15.2. Nomination of Board Members

- (1) At least 42 days before an annual general meeting, the secretary must send written notice to all the Members:
 - (a) calling for nominations for election to the Board; and
 - (b) stating the date by which nominations must be received by the secretary to comply with sub rule (2).
- (2) A Member who wishes to be considered for election to the Board at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 28 days before the annual general meeting.
- (3) The written notice must include a statement by another Member in support of the nomination.
- (4) A Member may nominate for one specified position of office holder of the Association or to be an ordinary Board Member.
- (5) A Member whose nomination does not comply with this rule is not eligible for election to the Board unless the Member is nominated under rule 15.3(2) or 15.4(2)(b).

15.3. Election of office holders

- (1) At the annual general meeting, a separate election must be held for each position of office holder of the Association.
- (2) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary Members at the meeting.
- (3) If only one Member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.

- (4) If more than one Member has nominated for a position, the ordinary Members at the meeting must vote in accordance with procedures that have been determined by the Board to decide who is to be elected to the position.
- (5) Each ordinary Member present at the meeting may vote for one Member who has nominated for the position.
- (6) A Member who has nominated for the position may vote for himself or herself.
- (7) On the Member's election, the new chairperson of the Association may take over as the chairperson of the meeting.

15.4. Election of ordinary Board Members

- (1) At the annual general meeting, the Association must decide by resolution the number of ordinary Board Members (if any) to hold office for the next year.
- (2) If the number of Members nominating for the position of ordinary Board Member is not greater than the number to be elected, the chairperson of the meeting:
 - (a) must declare each of those Members to be elected to the position; and
 - (b) may call for further nominations from the ordinary Members at the meeting to fill any positions remaining unfilled after the elections under sub rule 2(a).
- (3) If —
 - (a) the number of Members nominating for the position of ordinary Board Member is greater than the number to be elected; or
 - (b) the number of Members nominating under sub rule (2)(b) is greater than the number of positions remaining unfilled,

the ordinary Members at the meeting must vote in accordance with procedures that have been determined by the Board to decide the Members who are to be elected to the position of ordinary Board Member.

- (4) A Member who has nominated for the position of ordinary Board Member may vote in accordance with that nomination.

15.5. Term of office

- (1) The term of office of a Board Member begins when the Member is elected at an annual general meeting or under sub rule 15.4 or is appointed to fill a casual vacancy under rule 15.8.
- (2) The term of office of each member of the Board shall commence on the date of the annual general meeting at which they were elected and expire on the third successive annual general meeting thereafter. Board members shall be eligible for re-election for one further term with the exception of the Chairperson who may sit for one further term if they have not completed one term as Chairperson subject to the discussion and debate of the Board. The exception set out in this subclause (b) is for the purposes of Board stability and best practice succession planning for the Board.

15.6. Resignation and removal from office

- (1) 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.
- (2) The resignation takes effect:
 - (a) when the notice is received by the secretary or chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution:
 - (a) remove a Board Member from office; and
 - (b) elect a Member who is eligible under rule 13.1(3) to fill the vacant position.
- (4) A Board Member who is the subject of a proposed resolution under sub rule (3)(a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the Members.
- (5) The secretary or chairperson may give a copy of the representations to each Member or, if they are not so given, the Board Member may require them to be read out at the general meeting at which the resolution is to be considered.

15.7. When membership of Board ceases

- (1) A person ceases to be a Board Member if the person:
 - (a) dies or otherwise ceases to be a Member; or
 - (b) resigns from the Board or is removed from office under rule 15.6; or
 - (c) becomes ineligible to accept an appointment or act as a Board Member under section 15.9 of the Act;
 - (d) becomes permanently unable to act as a Board Member because of a mental or physical disability; or
 - (e) fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

15.8. Filling casual vacancies

- (1) The Board may appoint a Member who is eligible under rule 13.1(4) to fill a position on the Board that:
 - (a) has become vacant under rule 15.7; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 15.6(3)(b).
- (2) If the position of secretary becomes vacant, the Board must appoint a Member who is eligible under rule 13.1(3) to fill the position within 14 days after the vacancy arises.

- (3) Subject to the requirement for a quorum under rule 16.5, the Board may continue to act despite any vacancy in its membership.
- (4) If there are fewer Board Members than required for a quorum under rule 16.5, the Board may act only for the purpose of:
 - (a) appointing Board Members under this rule; or
 - (b) convening a general meeting.

15.9. Validity of acts

The acts of a 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.

15.10. Payments to Board Members

- (1) In this rule:
 - Board Member** includes a Member of a subcommittee; and
 - Board meeting** includes a meeting of a subcommittee.
- (2) A Board Member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred:
 - (a) in attending a Board meeting or
 - (b) in attending a general meeting; or
 - (c) otherwise in connection with the Association's business.

PART 6 - BOARD MEETINGS

16. BOARD MEETINGS

- (1) The Board must meet at least 3 times in each year on the dates and at the times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the Board Members as soon as practicable after the annual general meeting at which the Board Members are elected.
- (3) Special Board meetings may be convened by the chairperson or any 2 Board Members.

16.2. Notice of Board Meetings

- (1) Notice of each Board meeting must be given to each Board Member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless sub rule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Board Members at the meeting unanimously agree to treat that business as urgent.

16.3. Procedure and order of business

- (1) The chairperson or, in the chairperson's absence, the deputy-chairperson must preside as chairperson of each Board meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the Board Members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (4) The order of business at a Board meeting may be determined by the Board Members at the meeting.
- (5) A Member or other person who is not a Board Member may attend a Board meeting if invited to do so by the Board.
- (6) A person invited under sub rule (5) to attend a Board meeting:
 - (a) has no right to any agenda, Minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

16.4. Use of Technology to be present at Board meetings

- (1) The presence of a Board Member at a Board meeting need not be by attendance in person but may be by that Board Member and each other Board Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A Member who participates in a Board meeting as allowed under sub rule (1) 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.

16.5. Quorum for Board meetings

- (1) Subject to rule 15.8(4), no business is to be conducted at a Board meeting unless a quorum is present.
- (2) A quorum for a Board meeting shall be a majority (more than 50%) of the total Directors.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting:
 - (a) in the case of a special meeting, the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (4) If:
 - (c) a quorum is not present within 30 minutes after the commencement time of a Board meeting held under sub rule (3)(b); and
 - (d) at least 2 Board Members are present at the meeting,
those members present are taken to constitute a quorum.

16.6. Voting at Board meetings

- (1) Each Board Member present at a Board meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Board Members present at the Board meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) A vote may take place by the Board Members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a question.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

16.7. Minutes of Board meetings

- (1) The Board must ensure that Minutes are taken and kept of each Board meeting.
- (2) The Minutes must record the following:
 - (a) the names of the Board Members present at the meeting;
 - (b) the name of any person attending the meeting under rule 16.3(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The Minutes of a Board meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (4) The chairperson must ensure that the Minutes of a Board meeting are reviewed and signed as correct by:
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next Board meeting.
- (5) When the Minutes of a Board meeting have been signed as correct, they are, until the contrary is proved, evidence that:
 - (a) the meeting to which the Minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

PART 7 - GENERAL MEETINGS OF THE ASSOCIATION

17. GENERAL MEETING

There are two types of general meetings, namely:

- (a) a general meeting; and
- (b) a special general meeting.

17.2. Purpose of annual general meeting

- (1) An annual general meeting shall be held on a date, and at a time and place, decided by the Board.
- (2) The Association shall hold an annual general meeting each calendar year:
 - (a) within six (6) months after the end of the financial year; or
 - (b) within a longer period if the Commissioner so allows.
- (3) If the Association requires the approval from the Commissioner to hold its annual general meeting within a longer period under rule 17.1(2)(b) the secretary shall ensure that application is made to the Commissioner for such approval no later than four (4) months after the end of the financial year.
- (4) The ordinary business of the annual general meeting is as follows:
 - (a) To confirm the minute of the previous annual general meeting and of any special general meeting held since the previous annual general meeting (if the Minutes of that special general meeting have not yet been confirmed),
 - (b) To receive and consider:
 - (i) the Board's annual report on the Association's activities during the preceding financial year; and
 - (ii) the review report on the Financial statements for the previous financial year (if any); or
 - (iii) the auditor's report on the Financial statements for the previous financial year (if any).
 - (c) Elect office holders of the Association and other Board Members;
 - (d) If applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act,
 - (e) To confirm or vary the membership fees (if any) to be paid by members;
 - (f) Any other business of which notice has been given in accordance with these rules may be conducted at an annual general meeting.
- (5) As a Tier 3 Association:
 - (a) Within six (6) months from the end of a financial year the Association shall prepare a Financial report for the financial year; and

- (b) The Association shall ensure that:
 - (i) the Financial report is audited and that an audit report is prepared, and
 - (ii) copies of the auditor's report are submitted to the annual general meeting.
- (c) As required by the Association's regulations and/or the ACNC, lodge the annual return with the Commissioner and/or the ACNC.

17.3. Special general meeting

- (1) The Board may convene a special general meeting.
- (2) The Board must convene a special general meeting if at least 20% of the Members require a special general meeting to be convened.
- (3) The Members requiring a special general meeting to be convened must:
 - (a) make the requirement by written notice given to the secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under sub rule (3)(a).
- (5) If the Board does not convene a special general meeting within that 28-day period, the Members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by Members under sub rule (5):
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
 - (c) may only consider matters relevant to the members and only in alignment with the powers and responsibilities outlined in section 4.
- (7) The Association must reimburse any reasonable expenses incurred by the Members convening a special general meeting under sub rule (5).

17.4. Notice of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 17.2(5), the Members convening the meeting, must give to each Member:
 - (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.

- (2) The notice must:
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the annual general meeting, include the names of the Members who have nominated for election to the Board under rule 15.2; and
 - (d) if a Special Resolution is proposed:
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a Special Resolution; and
 - (iii) comply with rule 17.4(7).

17.5. Proxies

- (1) Subject to sub rule (2), 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.
- (2) An ordinary Member may be appointed the proxy for not more than 2 other members.
- (3) The appointment of a proxy must be in writing, in the form as set out in **Schedule 2 to this Constitution ("Proxy Form")**, and shall be signed by the appointing Member and shall contain the:
 - (a) appointing Member's name and address;
 - (b) Association's name;
 - (c) proxy's name or the name of the office held by the proxy; and
 - (d) annual general meeting(s) and special general meeting(s) at which the appointment may be used by the proxy.
- (4) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) 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.
- (6) If the Board has approved a form for the appointment of a proxy, the Member may use that form or any other form:
 - (a) that clearly identifies the person appointed as the Member's proxy; and
 - (b) that has been signed by the Member.

- (7) Notice of a general meeting given to an ordinary Member under rule 17.3 must:
 - (a) state that the Member may appoint an individual who is an ordinary Member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (9) 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.

17.6. Use of technology to be present at general meetings

- (1) 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.
- (2) A Member who participates in a general meeting as allowed under sub rule (1) 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.

17.7. Presiding Member and quorum for general meetings

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the Board Members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present.
- (4) A quorum means the presence of at least 20% of Members, including at least two Board Members, at the general meeting in person or by proxy who can evidence their current membership of the Association.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - (a) in the case of a special general meeting - the meeting lapses; or
 - (b) in the case of the annual general meeting - the meeting is adjourned to:
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the Members before the day to which the meeting is adjourned.

- (6) If:
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under sub rule (4)(b); and
 - (b) at least 2 ordinary Members are present at the meeting, those Members present are taken to constitute a quorum.

17.8. Adjournment of general meeting

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), 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.
- (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.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 17.3.

17.9. Voting at general meeting

- (1) On any question arising at a general meeting:
 - (a) subject to sub rule (6), each ordinary Member has one vote unless the Member may also vote on behalf of a body corporate under sub rule (2); and
 - (b) ordinary Members may vote personally or by proxy.
- (2) An ordinary Member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a Member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- (3) A copy of the document by which the appointment is made must be given to the secretary before any general meeting to which the appointment applies.
- (4) The appointment has effect until:
 - (a) the end of any general meeting to which the appointment applies; or
 - (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the secretary.
- (5) Except in the case of a Special Resolution, a motion is carried if a majority of the ordinary Members present at a general meeting vote in favour of the motion.
- (6) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

- (7) If the question is whether to confirm the Minutes of a previous general meeting, only Members who were present at that meeting may vote.
- (8) For a person to be eligible to vote at a general meeting as an ordinary Member, or on behalf of an ordinary Member that is a body corporate under sub rule (2), the ordinary Member:
 - (a) must have been an ordinary Member at the time notice of the meeting was given under rule 17.3; and
 - (b) must have paid any fee or other money payable to the Association by the Member.

17.10. When Special Resolutions are required

- (1) A Special Resolution is required if it is proposed at a general meeting:
 - (a) to affiliate the Association with another body; or
 - (b) to request the Commissioner to apply to the SAT under section 109 of the Act for the appointment of a statutory manager.
- (2) Sub rule (1) does not limit the matters in relation to which a Special Resolution may be proposed.

17.11. Determining whether resolution carried

- (1) In this rule —

poll means the process of voting in relation to a matter that is conducted in writing.

- (2) Subject to sub rule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by 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.
- (3) If the resolution is a Special Resolution, the declaration under sub rule (2) must identify the resolution as a Special Resolution.
- (4) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary Members present in person or by proxy:
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.

- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (7) A declaration under sub rule (2) or (4) must be entered in the Minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

17.12. Minutes of general meeting

- (1) The secretary, or a person authorised by the Board from time to time, must take and keep Minutes of each general meeting.
- (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.
- (3) In addition, the Minutes of each annual general meeting must record:
 - (a) the names of the ordinary Members attending the meeting; and
 - (b) any proxy forms given to the chairperson of the meeting under rule 17.4(9); and
 - (c) the Financial statements or Financial report presented at the meeting, as referred to in rule 17.1(4)(b)(i) or (ii); and
 - (d) any report of the review or auditor's report on the Financial statements or Financial report presented at the meeting, as referred to in rule 17.1(4)(b)(iii).
- (4) The Minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (5) The chairperson must ensure that the Minutes of a general meeting are reviewed and signed as correct by:
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next general meeting.
- (6) When the Minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
 - (a) the meeting to which the Minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

18. MEMBERS CIRCULAR RESOLUTIONS

- (1) The Board may put a Circular resolution to the Members ("**Members' Circular Resolution**").
- (2) A Members' Circular Resolution cannot be used:

- (a) to remove an Auditor;
 - (b) to appoint or remove a Board Member; or
 - (c) where the Act or this Constitution requires an annual general meeting or special general meeting to be held.
- (3) The secretary may arrange for a Members' Circular Resolution to be sent by email to Members and Members may agree to the Members' Circular Resolution by sending a reply email to the secretary including the text of the Members' Circular Resolution in their reply.
- (4) A Members' Circular Resolution is passed if all the Members entitled to vote on the resolution sign or agree to the Members' Circular Resolution by:
- (a) signing a single document setting out the Member's Circular Resolution and containing a statement that the Members agree to the Members' Circular Resolution; or
 - (b) signing separate copies of the document setting out the Members' Circular Resolution and containing a statement that the Members agree to the Members' Circular Resolution, provided that the wording in each copy of the document is identical, or forwarding an email referred to in rule 18(3).
- (5) The secretary shall ensure that the Association's Auditor is:
- (a) Notified as soon as possible that a Members' Circular Resolution has or is to be put to Members; and
 - (b) Provided with a copy of the Members' Circular Resolution.

PART 8 – SUBCOMMITTEES, DELEGATION, PAYMENTS AND FUNDS

19. SUBCOMMITTEES AND DELEGATION

19.1. Establishment

- (1) The Board may establish subcommittee from time to time to assist with the conduct of the Association's object [and charitable] purposes.
- (2) Subcommittee may comprise (in such numbers as the Board determines) Members and non-Members.
- (3) Subject to this Constitution, subcommittee Members shall determine the procedure to be followed at subcommittee meetings.

19.2. Delegation

- (1) The Board may delegate, in writing, to any or all the subcommittee, any authority, power or functions, and may cancel any authority, powers or functions, as the Board sees fit from time to time.
- (2) Despite any delegation under rule 19.2(1), the Board may continue to exercise all its functions, including any function that has been delegated to a subcommittee and remains responsible for the exercise of those functions at all times.

19.3. Delegation to others

- (1) The Board may delegate, in writing, to any person any authority, power or function and may cancel any authority, powers or functions, as the Board sees fit from time to time.
- (2) Despite a delegation under this rule, the Board may continue to exercise all its functions, including any delegated functions, and at all times remains responsible for the exercise of those functions.

20. FUNDS

20.1. Source of funds

- (1) The funds of the Association may be derived from:
 - (a) Entrance fees;
 - (b) Annual membership fees;
 - (c) Donations;
 - (d) Fundraising activities;
 - (e) Grants;
 - (f) Interest; and
 - (g) Any other sources approved by the Board.

- (2) The Association shall, as soon as practicable:
 - (a) deposit all money received to the credit of the Association's bank account, without deduction; and
 - (b) after receiving any money, issue an appropriate receipt.

20.2. Control of funds

- (1) The funds of the Association shall be kept in an account in the name of the Association in a financial institution determined by the Board.
- (2) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) The Association shall use its funds in carrying out the Association's purposes.
- (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association shall be signed by:
 - (a) two (2) Board Members; or
 - (b) one Board Member and a person authorised by the Board.
- (6) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.
- (7) Any expenditure above the maximum amount set by the Board from time to time shall be approved or ratified at a Board meeting.

20.3. Financial records

- (1) The Association shall keep Financial records that:
 - (a) correctly record and explain its transactions, financial position and performance, and
 - (b) enable true and fair Financial statements to be prepared.
- (2) The Association shall retain its Financial records for at least seven (7) years after the transactions covered by the Financial records are completed.

PART 9 - GENERAL MATTERS

21. GENERAL MATTERS

21.1. By-laws

- (1) The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) By-laws may:
 - (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 8.3(2); and
 - (b) impose restrictions on the committee's powers, including the power to dispose of the Association's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association's accounts; and
 - (d) provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting sub rule (3), a by-law made for the purposes of sub rule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a Member, the Association must make a copy of the by-laws available for inspection by the Member.

21.2. Use of common seal

- (1) The Association shall have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Association shall not be used without the authority of the Board and every use of that common seal shall be reported to the next meeting of the Board.
- (3) The affixing of the common seal of the Association shall be witnessed by:
 - (a) any two (2) Board Members, or
 - (b) one Board Member and another person authorised by the Board.
- (4) The secretary shall ensure that every use of the common seal is recorded in the Minutes.

21.3. Giving notices to Members

- (1) In this rule:

recorded means recorded in the register of Members.

- (2) A notice or other document that is to be given to a Member under these rules is taken not to have been given to the Member unless it is in writing and:
 - (a) delivered by hand to the recorded address of the Member; or
 - (b) sent by prepaid post to the recorded postal address of the Member; or
 - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the Member.

21.4. Custody of books and securities

- (1) Subject to sub rule (2), the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
- (2) The Financial records and, as applicable, the Financial statements or Financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.
- (3) Sub rules (1) and (2) have effect except as otherwise decided by the committee.
- (4) The books of the Association must be retained for at least 7 years.

21.5. Distribution of surplus property on cancellation of incorporation or winding up

- (1) In this rule:

surplus property, in relation to the Association, means property remaining after satisfaction of:

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

- (2) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by Special Resolution by reference to the persons mentioned in section 24(1) of the Act.

21.6. Alteration of the rules

If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by Special Resolution and by otherwise complying with Part 3 Division 2 of the Act.

22. RECORDS

22.1. Inspecting record of Officeholders

- (1) Any Member can inspect the record of Officeholders free of charge, at such time and place as is mutually convenient to the Association and the Member.

- (2) The Member may make a copy of details from the record of Officeholders but has no right to remove the record of Officeholders for that purpose.

22.2. Record of office holders

The record of committee members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control.

22.3. Inspecting Association's books

- (1) Subject to this Constitution, a Member can inspect the Association's books free of charge at such time and place as is mutually convenient to the Association and the Member.
- (2) A Member shall contact the secretary to request to inspect the Association's books.
- (3) The Member may copy details from the Association's books but has no right to remove the Association's books for that purpose.
- (4) A Member has the right to inspect a document that records the Minutes of a Board meeting.

22.4. Prohibition on use of information in Association's books and record of Officeholders

A Member shall not use or disclose information in the Association's books and record of Officeholders except for a purpose:

- (1) That is directly connected with the affairs of the Association, or
- (2) Related to a requirement of the Association to provide information to the Commissioner; and
- (3) A Board Member must not publish or cause to be published, any statement about the business conducted by the Association at a general meeting unless the:
 - (a) Board Member has been authorised to do so at a Board meeting; and
 - (b) authority given to the Board Member has been recorded in the Minutes of the Board meeting at which it was given.

22.5. Returning the Association's books

Outgoing Board Members are responsible for transferring all relevant assets and Association's books to the new Board within fourteen (14) days of ceasing to be a Board Member.

PART 10 - DISCIPLINARY ACTION, DISPUTES AND MEDIATION

23. DISPUTES ARISING UNDER CONSTITUTION

23.1. Resolving disputes

- (1) In this part the following terms are used:
 - (a) ***grievance procedure*** means the procedures set out in this Division;
 - (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.
- (2) The procedure set out in this Division (the grievance procedure) applies to disputes:
 - (a) between Members; or
 - (b) between one or more Members and the Association.

23.2. Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

23.3. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 23.2, any party to the dispute may start the grievance procedure by giving written notice to the secretary of:
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- (3) 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.
- (4) The notice given to each party to the dispute must state:
 - (a) when and where the Board meeting is to be held; and
 - (b) 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 committee about the dispute.
- (5) If:
 - (a) the dispute is between one or more Members and the Association; and

- (b) any party to the dispute gives written notice to the secretary stating that the party:
 - (i) does not agree to the dispute being determined by the Board; and
 - (ii) requests the appointment of a mediator under rule 25.2, the Board must not determine the dispute.

23.4. Determination of dispute by Board

- (1) At the Board meeting at which a dispute is to be considered and determined, the Board must:
 - (a) 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
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) 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.
- (3) A party to the dispute may, within 14 days after receiving notice of the Board's determination under sub rule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 24.2.
- (4) If notice is given under sub rule (3), each party to the dispute is a party to the mediation.

24. MEDIATION

24.1. Commencing mediation process

- (1) This rule applies if written notice has been given to the secretary requesting the appointment of a mediator by:
 - (a) a Member; and
 - (b) a party to a dispute under rule 23.3(5) or 23.4(3).
- (2) If this rule 24 applies a mediator must be chosen or appointed under rule 24.2.

24.2. Appointment of mediator

- (1) The mediator must be a person chosen:
 - (a) if the appointment of a mediator was requested by a Member under rule 24.1(1)(a) by agreement between the Member and the committee; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 24.1(b) by agreement between the parties to the dispute.

- (2) If there is no agreement for the purposes of sub rule (1)(a) or (b), then, subject to sub rules (3) and (4), the committee must appoint the mediator.
- (3) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
 - (a) a Member under; or
 - (b) a party to a dispute under rule 23.3(5)(ii); or
 - (c) a party to a dispute under rule 23.4(3) and the dispute is between one or more Members and the Association.
- (4) The person appointed as mediator by the committee may be a Member or former Member of the Association but must not:
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

24.3. Mediation process

- (1) The parties to the dispute shall attempt to settle the dispute by mediation in good faith.
- (2) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least five (5) days before the date of the mediation.
- (3) The mediator, in conducting the mediation, shall:
 - (a) Give the parties to the mediation every opportunity to be heard;
 - (b) Allow all parties to consider any written statement submitted by any party; and
 - (c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation shall be confidential.
- (6) Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.
- (7) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

24.4. Inability to resolve the dispute

If a dispute cannot be resolved under the procedures set out in rules 23 and 24, any party to the dispute may apply to the SAT to determine the dispute in accordance with the Act or otherwise at law.

24.5. If mediation results in decision to suspend or expel being revoked

(1) If:

- (a) mediation takes place because a Member whose membership is suspended or who is expelled from the Association gives notice under rule 10.6(2); and
- (b) as the result of the mediation, the decision to suspend the Member's membership or expel the Member is revoked;

the revocation does not affect the validity of any decision made at a Board meeting or general meeting during the period of suspension or expulsion.

PART 11 – OTHER MATTERS

25. SERVICE ON MEMBERS

Any notice given to a Member under this Constitution shall be sent to the Member's address as recorded in the Members register.

26. INDEMNITY

- (1) The Association shall indemnify each Board Member out of the assets of the Association against all losses and liabilities (including costs, expenses and charges) incurred by that person as a Board Member:
 - (a) when the Association is not prevented by law from doing so; and
 - (b) for an amount for which the Board Member is not entitled to indemnity from another party (including an insurer under an insurance policy).
 - (2) The indemnity in rule 26(1) is a continuing obligation and is enforceable by a Board Member even though that person is no longer a Board Member of the Association.
-

27. BOARD MEMBER'S INSURANCE

To the extent permitted by law, and if the Board consider it appropriate, the Association may pay or agree to pay a premium for a contract insuring a person who is or has been a Board Member against any liability incurred by the Board Member.

28. INSURANCE COVERING WORKERS, CONTRACTORS, VOLUNTEERS AND VISITORS

The Association shall ensure that appropriate insurance is obtained for:

- (1) The Association's workers,
 - (2) The Association's contractors,
 - (3) The Association's volunteers, and
 - (4) The Association's visitors.
-

29. CONSTITUTION

29.1. Binding

This Constitution imposes a legally binding obligation upon the Association and upon each Member to observe all its rules.

29.2. Amendment

- (1) The Association may amend the Constitution or replace it with a new Constitution by passing a Special Resolution.

or

(a) The Association shall not pass a Special Resolution amending the Constitution if passing it causes the Association to no longer be a charity.

(2) An amendment to the Constitution changing:

(a) The Association's name, or

(b) The Association's object or purposes,

does not become effective until:

(c) The required documents are lodged with the Commissioner, and

(d) The Commissioner's written approval to the changes is received by the Association.

29.3. Copies

(1) The Association shall always maintain a current copy of the Constitution.

(2) The Association shall provide, free of charge, a copy of the Constitution then in force, to each Member at the time their membership commences.

SCHEDULE 1 – MEMBERSHIP APPLICATION

A. Application

I, of
[Applicant's full name]

.....
[Applicant's residential address]

..... [Applicant's date of birth] [Applicant's telephone number]

..... [Applicant's occupation] [Applicant's email address]

Hereby apply to become a Member of the above-named incorporated Association. In the event of my admission as a Member, I agree to be bound by the Constitution of the Association as amended from time to time. I also understand the acceptance of my membership application does not necessarily provide guarantee any nomination for a Board Member's position in accordance with this Constitution.

.....
Signature of applicant Date

B. Nomination by a current Member of the Association

I,
[Nominating Member's full name]

being a current Member of the Association and entitled to nominate persons for membership, hereby nominate the Applicant for membership of the Association.

.....
Signature of Member Date

SCHEDULE 2 – PROXY VOTING FORM

(For use by Member who is unable to attend annual general meeting or special general meeting)

A. Appointing a Proxy

I, of
[Member's full name]

.....
[Member's residential address]

.....
[Member's telephone number]

.....
[Member's email address]

being a Member of the above named incorporated Association (**Association**) and authorised to vote at a general meeting, hereby appoint:

Please Tick [✓] ONLY ONE (1) of the following:

1. Chairperson of general meeting OR
2. Secretary of Association OR
3. Proxy identified below

I, of
[Proxy's full name]

.....
[Proxy's residential address]

to vote on my behalf at the annual/special (strike out '**annual**' OR '**special**') General meeting (**General meeting**) of the Association to be held on:

.....
Date of general meeting

.....
Address of general meeting

And at any adjournment of the general meeting.

B. Proxy's Voting Directions

My proxy is authorised to vote:

Please Tick [✓] ONLY ONE (1) of the following:

1. As the proxy deems fit OR
2. According to the specific directions to my proxy identified below

Specific directions to proxy (please add further page if needed)

.....
Signature of Member

.....
Date