

# **Constitution of Gender Equity West (GenWest) Incorporated**



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# Contents

<b>Preliminary</b> .....	<b>5</b>
1. Definitions.....	5
2. Interpretation .....	7
3. Powers of Association.....	8
4. Enforcement.....	8
<b>Purposes</b> .....	<b>9</b>
5. Purposes of the Association .....	9
<b>Membership</b> .....	<b>10</b>
6. Classes .....	10
7. Eligibility and entitlements .....	10
8. Applications.....	11
9. No transfers.....	11
<b>Cessation of membership</b> .....	<b>11</b>
10. Resignation of a Member .....	11
11. Expulsion of a Member .....	11
12. Conduct at Disciplinary Meeting .....	12
13. Appeal .....	13
14. Other cessation events .....	13
15. Effect of cessation.....	13
<b>Entrance Fees</b> .....	<b>14</b>
16. Setting of Entrance Fees .....	14
17. Notice of Entrance Fees .....	14
18. Payment of Entrance Fees.....	14
<b>Grievance Procedure</b> .....	<b>15</b>
19. Disputes and mediation .....	15
<b>Proceedings of Members</b> .....	<b>15</b>
20. Written resolutions of Members.....	15
21. Annual General Meeting.....	16
22. General Meeting .....	16
23. Calling a Meeting of Members .....	17
24. Holding a Meeting of Members .....	17
25. Quorum .....	18
26. Chair of Meetings of Members.....	19
27. Conduct of Meetings of Members.....	19
28. Participation at a Meeting of Members.....	20



29. Authority of Participating Members .....	21
30. Multiple appointments .....	22
31. Voting by Members .....	22
32. Voting by Corporate Representatives.....	23
33. Direct Votes .....	23
34. Restrictions on voting rights .....	25
35. Polls .....	25
36. Proxies.....	26
37. Receipt of appointments.....	26
38. Adjournments .....	27
39. Changes to a Meeting of Members .....	27
40. Minutes of a Meeting of Members .....	28
<b>Directors .....</b>	<b>28</b>
41. Appointment of Directors .....	28
42. Cessation of office.....	29
43. Filling casual vacancies .....	30
<b>Office Holders .....</b>	<b>30</b>
44. Office Bearers .....	30
45. Secretary .....	30
46. Chair and Deputy Chair.....	31
47. Treasurer .....	31
48. Duties of Office Holders .....	32
49. Indemnity and insurance.....	32
<b>Governance of the Association .....</b>	<b>33</b>
50. General powers of the Board.....	33
51. Composition of the Board .....	33
52. Execution of documents .....	34
53. Committees and delegates .....	34
54. Attorney or agent .....	34
<b>Proceedings of Directors .....</b>	<b>34</b>
55. Written resolutions of Directors.....	35
56. Board Meetings .....	35
57. Board resolutions.....	37
58. Valid proceedings .....	37
<b>Notices .....</b>	<b>37</b>
59. Notices to Members.....	37
60. Notices to Directors.....	38



61. Notice to the Association.....	38
62. Time of service.....	39
63. Notice requirements.....	39
<b>Financial matters.....</b>	<b>39</b>
64. Finances.....	39
65. Funds .....	40
66. Auditor .....	40
67. Financial records .....	40
68. Financial statements .....	40
<b>Winding up .....</b>	<b>41</b>
69. Winding up.....	41
70. Distribution of assets.....	41
<b>Income and property .....</b>	<b>41</b>
71. Application of income and property.....	41
<b>General matters.....</b>	<b>42</b>
72. Annual reports .....	42
73. Alteration of name, Constitution, and statement of purposes .....	43
<b>Transitional.....</b>	<b>43</b>
74. Transitional provisions.....	43



# Gender Equity West (GenWest) Incorporated Constitution

## Preliminary

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### 1. Definitions

In this Constitution:

**ACNC** means the Australian Charities and Not-for-profits Commission Act 2012 (Commonwealth).

**Annual General Meeting** means an annual general meeting of Members convened in accordance with Clause 21.

**Associate Member** has the meaning given in Clause 7(e).

**Association** means Gender Equity West (GenWest) Incorporated.

**Board** means the Board of the Association elected in accordance with the provisions of this Constitution.

**Business Day** means a day except a Saturday, Sunday or public holiday in the state or territory in which the Association is taken to be registered.

**Chair** means in respect of a Meeting of Members (or part of such meeting), the person authorised to chair that meeting (or part of that meeting) in accordance with Clause 26.

**Client** means individuals who are victim-survivors of family violence; have experienced oppression, violence and discrimination as a result of their gender; and individuals or groups seeking to redress and dismantle gender oppressive systems.

**Community** means the immediate communities of Clients, including their families, friends, neighbours and colleagues, as well as disadvantaged and diverse social groups living in the Region.

**Corporate Representative** means a person authorised in accordance with the Corporations Act (or a corresponding previous law) by a Member which is a body corporate to act as its representative at a Meeting of Members.

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

**Department** means the Secretary or the Regional Director(s) of the Department of Families, Fairness and Housing (DFFH) or its successors.

**Deputy Chair** means the deputy chairperson of the Board.

**Direct Vote** means a notice of a Member's voting intention delivered to the Association by post, fax, electronic or other means approved by the Board and otherwise in accordance with this Constitution and the Direct Voting Rules.

**Direct Voting Rules** means any rules determined by the Board pursuant to Clause 33(a).

**Director** means a Member appointed or elected to the office of director of the Association in accordance with this Constitution.

**Disciplinary Meeting** has the same meaning given in Clause 11(c)(iii).

**Financial year** means a period of 12 months beginning on 1 July and ending on 30 June.

**General Meeting** has the same meaning given in Clause 23(a).

**Legal Costs** of a person means legal costs calculated on a solicitor-and-client basis incurred by that person in defending or resisting any proceedings (whether criminal, civil, administrative or judicial), appearing before or responding to actions taken by any court, tribunal, government authority or agency, other body or commission, a liquidator, an administrator, a trustee in bankruptcy or other authorised official, where that proceeding, appearance or response relates to a Liability of that person.

**Liability** of a person means any liability including negligence (except a liability for legal costs) incurred by that person in or arising out of the discharge of duties as an officer of the Association or in or arising out of the conduct of the business of the Association.

**Meeting of Members** means an Annual General Meeting or other General Meeting of Members convened in accordance with the terms of this Constitution.

**Member** means the individuals and groups granted Membership of the Association under this Constitution.

**Membership** means membership of the Association.

**Notice** means a notice or document given pursuant to, or for the purposes of, this Constitution.

**Office Holder** means a:

- (a) Director;
- (b) Secretary; or
- (c) person, including an employee of the Association, who is involved in key decisions that affect the operations of the Association or who is influential in the affairs (financial or otherwise) of the Association.

**Participating Member** means in respect of a meeting of Members:

- (a) a Member present at the meeting in person, by proxy, attorney or Corporate Representative;
- (b) a Member who has duly lodged a valid Direct Vote in relation to the meeting pursuant to Clause 33; and
- (c) a Member who participates in the meeting using any one or more of the Virtual Meeting Technologies by which the meeting is being held.

**Purposes** means the purposes of the Association as set out in Clause 5.

**Reform Act** means the Associations Incorporation Reform Act 2012 (Victoria) and includes regulations made under the Associations Incorporation Reform Act 2021 (Victoria).

**Region** means the geographic regions within the North Western Melbourne Primary Health Network catchment of Melbourne, and such other regions as the Board of the Association may nominate (in its discretion) from time to time.

**Register** means the register of Members the Secretary (or their delegate) will keep and maintain, in which will be entered the full name, address and date of entry of each Member, and their Membership status.

**Registrar** means the Registrar of Incorporated Associations.

**Relevant Officer** means a person who is, or has been, a Director or Secretary.

**Secretary** means:

- (a) a person who is appointed to the paid office of Secretary; or
- (b) in the case of no paid office, a person who holds office under this Constitution as Chief Executive Officer of the Association.

**Standard Conditions of Funding** are terms that are agreed in such contracts between the Association and the Government in relation to funding, as may be entered into from time to time.

**Tax Act** means the Income Tax Assessment Act 1936 (Commonwealth).

**Virtual Meeting Technology** means any technology (including online platforms) that allows a person to clearly and simultaneously communicate and participate in a meeting without being physically present at the meeting.

**Woman** or **Women** are representative of all women, including cisgender (cis) women, transgender (trans) women and gender diverse people who identify as a woman and/or align to womanhood.

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## 2. Interpretation

Headings are for convenience only and do not affect interpretation. Unless the context indicates a contrary intention, in this Constitution:

- (a) a reference to a Clause is a reference to a clause of this Constitution;
- (b) "person" includes an individual, the estate of an individual, a corporation, an authority, an association or a joint venture (whether incorporated or unincorporated), a partnership and a trust, in each case whether or not comprising a separate legal entity;
- (c) a reference to a document is to that document as varied, novated, ratified or replaced from time to time;
- (d) a word importing the singular includes the plural (and vice versa);
- (e) a word indicating a gender includes all other genders;
- (f) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (g) the word "includes" in any form is not a word of limitation;
- (h) a reference to something being "written" or "in writing" includes that thing being represented or reproduced in any mode in a visible form;
- (i) a reference to a document being 'signed' or to 'signature' includes that document being executed or execution, under hand or under seal or by any other method permitted by applicable law, and in the case of an electronic copy of the document or a

communication of the document in electronic form, includes the document being authenticated in accordance with applicable law or any other method the Board resolves;

- (j) a reference to a party, schedule, exhibit, attachment or annexure is a reference to a party, schedule, exhibit, attachment or annexure to or of this Constitution, and a reference to this Constitution includes all schedules, exhibits, attachments and annexures to it;
- (k) a reference to a statute includes its delegated legislation and a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements;
- (l) a reference to a person being "present" at a meeting includes participating in the meeting using a Virtual Meeting Technology by which the meeting is being held; and
- (m) a reference to a "venue" of a meeting may be, but need not be, a physical place.

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### **3. Powers of Association**

- (a) Subject to the Reform Act, the Association has power to do all things incidental or conducive to achieve the Purposes.
- (b) Without limiting Clause 3(a), and subject to Clause 3(c), the Association may:
  - (i) acquire, hold and dispose of real or personal property;
  - (ii) open and operate accounts with financial institutions;
  - (iii) invest its money in any security in which trust monies may lawfully be invested;
  - (iv) raise and borrow money on any terms and in any manner as it thinks fit;
  - (v) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (vi) appoint agents to transact business on its behalf; and
  - (vii) enter into any other contract it considers necessary or desirable.
- (c) The Association may only exercise its powers and use its income and assets (including any surplus) for the Purposes and no portion of such income and assets shall be paid, transferred or otherwise distributed, directly or indirectly, by way of dividend, bonus or otherwise to Members or Directors except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

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### **4. Enforcement**

- (a) Each Member submits to the non-exclusive jurisdiction of the courts of Victoria, the Federal Court of Australia and the courts competent to determine appeals from those courts with respect to any proceedings that may be brought at any time relating to this Constitution.
- (b) If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect pursuant to the law of any jurisdiction, then that does not affect or impair:



- (i) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
- (ii) the legality, validity or enforceability pursuant to the law of any other jurisdiction of that or any other provision of this Constitution.

## Purposes

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### 5. Purposes of the Association

The Purposes of the Association are to:

- (a) provide direct assistance to:
  - (i) individuals who are victim-survivors of family violence;
  - (ii) individuals who have experienced oppression, violence and discrimination as a result of their gender; and
  - (iii) individuals or groups seeking to redress and dismantle gender-oppressive systems;
- (b) provide a service that validates and acknowledges the social context of gender in Client's lives and encourages active involvement by and consultation with the Community in the Region, to ensure that service delivery and public policy reflect the Community's needs, priorities and aspirations;
- (c) undertake direct service provision, health promotion actions and any other activity that is consistent with the Purposes to improve the health, safety and wellbeing of the Community in the Region;
- (d) engage in activities including collaborative action, research, organisational capacity building, direct service delivery and community development to enhance access to resources and services for Women, Clients and others experiencing gender inequity in the Region as well as in the Community;
- (e) focus on the priority health and safety needs of Women, Communities and population groups who experience the most significant gender inequity in the Region;
- (f) provide Women, Communities and population groups with information and resources that support control over decision-making and assist them to make informed choices about their health, safety and wellbeing;
- (g) promote and engage in activities designed to bring about change to the social, political and economic factors that cause and maintain gender inequity, with a particular focus on violence and discrimination;
- (h) work in collaboration with individuals, organisations and communities in the Region, and more broadly where appropriate, to meet the strategic goals of the Association; and
- (i) engage in charitable and/or benevolent activities that are consistent with these Purposes.

# Membership

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## 6. Classes

The Association will have two Membership classes:

- (a) Members; and
  - (b) Associate Members.
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## 7. Eligibility and entitlements

### Membership

- (a) Eligibility to be a Member under a Membership extends to:
  - (i) an individual who is no less than 18 years of age and who lives, works and/or studies in the Region, with a commitment to the Purposes, or as otherwise agreed by the Board;
  - (ii) staff of the Association are eligible for Membership and will have the rights and responsibilities of Members, with the exception of eligibility to stand for election to the Board; and/or
  - (iii) any group, agency or community-led organisation that furthers the Purposes, either located in or targeting the Region that shares the vision and goals of the Association.
- (b) Members will be entitled to one Corporate Representative and one vote.
- (c) Members are entitled to request to inspect the Register. The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of individual Members or the Association.
- (d) An application for Membership of an individual or group who has at any time been expelled from the Association under this Constitution will be referred to the Board and the Board will determine (in its absolute discretion) whether to accept or reject the application.

### Associate Membership

- (e) An individual with an interest in and commitment to gender equity who does not meet the criteria for Membership is eligible to become an Associate Member.
- (f) Associate Members are ineligible to vote or become Directors.
- (g) Associate Members of the Association will at all times comply with this Constitution and must not do, or permit anything to be done, that is inconsistent with the Purposes.
- (h) An application for Associate Membership of an individual or group who has at any time been expelled from the Association under this Constitution will be referred to the Board and the Board will determine (in its absolute discretion) whether to accept or reject the application.

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## 8. Applications

- (a) A person eligible for Membership may submit an application for Membership, which must be completed and submitted online using the prescribed form on the Association's website (available at: [genwest.org.au/support-us/membership](http://genwest.org.au/support-us/membership)).
- (b) The Board determines in their absolute discretion whether an applicant may become a Member. The Board is not required to give any reason for the rejection of any application to become a Member.
- (c) If an application to become a Member is accepted by the Board, the Secretary must:
  - (i) enter the applicant's name in the Register; and
  - (ii) give written notice of the acceptance to the applicant, and the date that their Membership started.
- (d) Failure by the Association to comply with any notice requirement in Clause 8(c)(ii) does not invalidate the decision regarding an application.
- (e) All Memberships will last for 3 years.

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## 9. No transfers

The rights of being a Member are not transferable whether by operation of law or otherwise.

## Cessation of membership

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## 10. Resignation of a Member

- (a) Subject to Clause 10(b), a Member may at any time resign as a member of the Association by giving the Secretary one month's notice in writing. Unless the notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that notice to the Secretary.
- (b) If there is only one Member and the Member gives proper notice of resignation or on the same day all of the Members give proper notice of resignation, the notice or notices will be ineffective and the Member or Members cannot resign until either another person is appointed as a Member or the Association is wound up.
- (c) If a Member resigns, the Secretary must, as soon as practicable, remove the Member's name from the Register.

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## 11. Expulsion of a Member

- (a) If:

- (i) a Member is in breach of a provision of this Constitution or any by-law of the Association;
- (ii) any act or omission of a Member is, in the opinion of the Board, unbecoming of a Member, or prejudicial to the interests or reputation of the Association;
- (iii) a Member no longer complies with the Membership requirements of the Association as set out in this Constitution;
- (iv) a Member is, or any step is taken for that Member to become, either an insolvent under administration or an externally administered body corporate; or
- (v) there is a succession by another body corporate or entity to the assets and liabilities of the Member,

the Board may expel or suspend the Member by a resolution of the Board and remove the Member's name from the Register.

- (b) There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith by the Board.
- (c) The Association must not expel a Member pursuant to Clause 11(a) unless written notice is given to the Member:
  - (i) stating that the Association proposes to take disciplinary action against the Member;
  - (ii) stating the grounds for the proposed disciplinary action;
  - (iii) specifying the date, place and time of the meeting at which the Board intends to consider the disciplinary action (the **Disciplinary Meeting**);
  - (iv) advising the Member that they may do one or both of the following:
    - A. attend the Disciplinary Meeting, or attend part of the Disciplinary Meeting as may be determined by the Board (in its discretion), and address the Board at the Disciplinary Meeting; and
    - B. give a written statement to the Board at any time before the Disciplinary Meeting.
  - (v) setting out the Member's appeal rights under Clause 13.
- (d) The Member must be given written notice of at least 14 days, but not more than 28 days, of the Disciplinary Meeting.

## 12. Conduct at Disciplinary Meeting

- (a) At the Disciplinary Meeting held by the Board in accordance with Clause 11(c)(iii), the Board will:
  - (i) give to the Member an opportunity to be heard; and
  - (ii) give due consideration to any written statement submitted by the Member.
- (b) After complying with Clause 12(a), the Board may, by resolution, determine whether to confirm or to revoke the resolution that was made as referred to in Clause 11(a).

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## 13. Appeal

- (a) A person whose Membership rights have been suspended or who has been expelled from the Association under Clause 11 may give written notice to the Secretary no later than 48 hours after the Disciplinary Meeting ends, to the effect that they wish to appeal against the suspension or expulsion.
- (b) Where the Secretary receives such notice, the Secretary will notify the Board and the Board will convene a General Meeting to be held within 21 days after the date on which the Secretary received the notice.
- (c) At a General Meeting convened under Clause 13(b):
  - (i) no business other than the question of the appeal may be conducted;
  - (ii) the Board must state the details of the grounds for the resolution and the reasons for passing of the resolution;
  - (iii) the Member will be given the opportunity to be heard; and
  - (iv) the Members present and entitled to vote must vote by a show of hands or a poll (as applicable) on the question of whether the resolution should be upheld or revoked.

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## 14. Other cessation events

If a Member:

- (a) being an individual, dies or becomes bankrupt; or
- (b) being a body corporate, is deregistered pursuant to the laws of the jurisdiction in which the Member is incorporated,

the Member ceases to be a member of the Association and the Secretary may remove the Member's name from the Register.

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## 15. Effect of cessation

- (a) A person who ceases to be a Member:
  - (i) remains liable to pay, and must immediately pay, to the Association all amounts that at date of cessation were payable by the person to the Association as a Member; and
  - (ii) must pay to the Association interest at the rate the Board resolves on those amounts from the date of cessation until and including the date of payment of those amounts.

The Association may by resolution of the Board waive any or all of its rights pursuant to this Clause 15.

# Entrance Fees

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## 16. Setting of Entrance Fees

- (a) The Board may, by approval at an Annual General Meeting, require the payment of an Entrance Fee by Members of any amount, on any terms and at any times as approved at an Annual General Meeting, including payment by instalments.
  - (b) The Board may when admitting Members make Entrance Fees payable for one or more Members for different amounts and at different times as approved at an Annual General Meeting.
  - (c) The Board may, by approval at an Annual General Meeting, revoke or postpone an Entrance Fee or extend the time for payment of an Entrance Fee, at any time prior to the due date for payment of that Entrance Fee.
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## 17. Notice of Entrance Fees

- (a) If the Board requires the payment of an Entrance Fee by Members in accordance with Clause 16, the Board must give notice of Entrance Fees to the Members who are required to pay the Entrance Fees at least 10 Business Days before the due date for payment. The notice must specify the amount of the Entrance Fee, the due date for payment, the details for making the payment and any other information as approved at an Annual General Meeting.
  - (b) The non-receipt of a notice of an Entrance Fee by, or the accidental omission to give notice of an Entrance Fee to, any Member does not invalidate the Entrance Fee.
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## 18. Payment of Entrance Fees

- (a) If the Board requires the payment of an Entrance Fee by Members in accordance with Clause 16, each Member must pay to the Association the applicable Entrance Fee on or before the due date for payment and in accordance with the details for making the payment specified in the notice of the Entrance Fee.
- (b) In a proceeding to recover an Entrance Fee, or an amount payable due to the failure to pay or late payment of an Entrance Fee, proof that:
  - (i) the name of the person is entered in the Register as a Member;
  - (ii) the person is in the class of Members liable to pay the Fee;
  - (iii) there is a record in the minute books of the Association of the approval at an Annual General Meeting determining the Entrance Fee; and
  - (iv) notice of the Entrance Fee was given or taken to be given to the person in accordance with this Constitution,

is conclusive evidence of the obligation of that person to pay the Entrance Fee.

# Grievance Procedure

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## 19. Disputes and mediation

- (a) The grievance procedure set out in this Clause applies to disputes under this Constitution between:
  - (i) a Member and another Member; and
  - (ii) a Member and the Association (including the Board).
- (b) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a Disciplinary Meeting until the Disciplinary Meeting has been completed in accordance with Clauses 11 and 12.
- (c) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days from the date the dispute comes to the attention of all of the parties.
- (d) If the parties are unable to resolve the dispute at the meeting, then the parties must, within 30 days:
  - (i) notify the Board of the dispute in writing;
  - (ii) agree or request that a mediator be appointed; and
  - (iii) attempt in good faith to settle the dispute by mediation.
- (e) The mediator must:
  - (i) be chosen by agreement between the parties; or
  - (ii) in the absence of agreement between the parties:
    - A. for disputes between Members, a suitable person chosen by the Board; or
    - B. for other disputes, a suitable person chosen by either the Commissioner of the ACNC or the president of the Law Institute of Victoria.
- (f) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Reform Act or otherwise at law.
- (g) This Clause 19 does not apply to any disputes which are subject to a Disciplinary Meeting.

## Proceedings of Members

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### 20. Written resolutions of Members

While the Association has only one Member, the Association may pass a resolution by that Member signing a record in writing of that resolution.

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## 21. Annual General Meeting

- (a) The Board may convene an Annual General Meeting of Members within five months of the end of the Financial Year at a time, place and date to be fixed by the Board, and subject to notice requirements under Clause 23.
  - (b) The ordinary business of the Annual General Meeting is as follows:
    - (i) to confirm the minutes of the previous Annual General Meeting and of any other general meeting held since then;
    - (ii) to receive and consider the annual report of the Board and audited statements of accounts for the preceding Financial Year, in accordance with Part 7 of the Reform Act;
    - (iii) to elect Directors in place of those retiring in that year;
    - (iv) for the transaction of any business of which at least 28 days' notice has been given; and
    - (v) to consider those matters required by the Standard Conditions of Funding of the Association.
  - (c) The annual report prepared under Clause 22(b)(ii) will include:
    - (i) a review of the services provided to the Community in the preceding year and the services proposed to be provided in the following year; and
    - (ii) any matters required by the Standard Conditions of Funding.
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## 22. General Meeting

- (a) Any general meeting of the Association, other than an Annual General Meeting, is a General Meeting.
- (b) The Board may convene a General Meeting whenever it thinks fit, subject to notice requirements under Clause 23.
- (c) The Board must convene a General Meeting if a request to do so is made in accordance with Clause 22(d) by at least 10 per cent of the total number of Members.
- (d) A request for a General Meeting must:
  - (i) be in writing;
  - (ii) state the business to be considered at the General Meeting and any resolutions to be proposed;
  - (iii) include the names and signatures of the Members requesting the General Meeting; and
  - (iv) be given to the Secretary.
- (e) The Board must convene a General Meeting within one month after the date on which the Member's request is received by the Secretary.
- (f) A General Meeting convened by Members may only consider the business stated in that request.



- (g) If the Board does not convene a General Meeting in accordance with Clause 22(c), the Members making the request may convene the General Meeting and seek reimbursement for reasonable expenses incurred in convening the General Meeting, from the Association. The Association will reimburse such reasonable expenses, subject to receipt of any necessary evidence of costs (as the Board may require).
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## **23. Calling a Meeting of Members**

- (a) The Association may, by resolution of the Board, call a Meeting of Members to be held at the time and venue or venues (including at 2 or more venues using technology, or using Virtual Meeting Technology only, that gives Participating Members, as a whole, a reasonable opportunity to participate) and in the manner that the Board resolves.
- (b) A Meeting of Members will be notified at least 21 days before the day on which a Meeting of Members is to be held.
- (c) A person's attendance at a Meeting of Members waives any objection which that person may have had to:
- (i) any failure to give notice, or the giving of a defective notice, of the meeting, unless the person at the beginning of the meeting objects to the holding of the meeting; and
  - (ii) the consideration of a particular matter which is not within the business referred to in the notice of meeting, unless the person objects to the consideration of the matter when first presented.
- (d) This Clause does not apply to an appeal of a Disciplinary Meeting.
- (e) The accidental omission to give notice of a Meeting of Members to, or the non-receipt of notice of, a Meeting of Members by any Members comprising not more than 10 per cent of the total Membership will not invalidate any proceedings or resolutions at any Meeting of Members.
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## **24. Holding a Meeting of Members**

- (a) The Association may hold a Meeting of Members:
- (i) at one or more physical venues;
  - (ii) at one or more physical venues and using Virtual Meeting Technology;
  - (iii) using Virtual Meeting Technology only,
- provided that the Members entitled to attend the Meeting of Members, as a whole, are given a reasonable opportunity to participate in the Meeting of Members.
- (b) A Member who attends a Meeting of Members (whether at a physical venue or by using Virtual Meeting Technology) is taken for all purposes to be present in person at the Meeting of Members while so attending, and if the Member votes at the Meeting of Members, is taken to have voted in person.

- (c) If a Meeting of Members is held using Virtual Meeting Technology, the Board may make rules or requirements in connection with participation in the meeting by that technology, including rules or requirements to verify the identity of a person or to ensure the security of the technology.
  - (d) If, before or during a Meeting of Members that is held or appointed to be held using Virtual Meeting Technology, any technical difficulty occurs where all Members entitled to attend the Meeting of Members may not be able to participate, the Chair may:
    - (i) postpone or adjourn the Meeting of Members until the difficulty is remedied or to such other time or venue as the Chair determines; or
    - (ii) continue the meeting provided that a quorum remains present and able to participate in the Meeting of Members.
  - (e) A Meeting of Members held using Virtual Meeting Technology and anything done (including the passing of a resolution) at the Meeting of Members is not invalid because of the inability of one or more Members to access, or to continue to access, the Virtual Meeting Technology for the Meeting of Members, provided that sufficient Members are able to participate in the Meeting of Members as are required to constitute a quorum.
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## 25. Quorum

- (a) No business may be transacted at a Meeting of Members except, subject to Clause 26, the election of the Chair unless a quorum for a Meeting of Members is present at the time when the Meeting of Members commences.
- (b) A quorum for a Meeting of Members is lesser of 15 members or 10 per cent of its members entitled to vote on a resolution at that Meeting of Members or if only one Member is entitled to vote at that Meeting of Members, then that person. Each individual present may only be counted once towards a quorum. An individual present at the Meeting of Members as proxy, attorney or Corporate Representative for a Member entitled to vote on a resolution at the Meeting of Members is counted towards a quorum provided that such Member is not otherwise counted in the quorum. If a Member has appointed more than one proxy or attorney or Corporate Representative, only one of them may be counted towards a quorum. If a Member entitled to vote on a resolution at that Meeting of Members would not otherwise be counted in the quorum and that Member casts a valid Direct Vote, then that Member must also be counted in the quorum.
- (c) If a quorum is not present within 30 minutes after the time appointed for the commencement of a Meeting of Members, the Meeting of Members is dissolved with no business being conducted. In the case of an Annual General Meeting, the Annual General Meeting stands adjourned to a date not more than 21 days after the adjournment, and notice of the date, time and venue or venues (including at 2 or more venues using technology, or using Virtual Meeting Technology only, that gives Participating Members, as a whole, a reasonable opportunity to participate) to which the Annual General Meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.
- (d) If a quorum is not present within 30 minutes after the time to which an Annual General Meeting has been adjourned under Clause 25(c), the Member/s present (if not fewer

than three) may proceed with the business of the Annual General Meeting as if a quorum were present. In the case of a General Meeting convened by the request of the Members, the General Meeting lapses and does not need to be reconvened.

- (e) At every Meeting of Members, the Chair, or in the Chair's absence the Deputy Chair, is to preside, but if neither is present, the Directors present at the Meeting of Members must elect one of their number to Chair the Meeting of Members.

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## 26. Chair of Meetings of Members

- (a) Subject to Clauses 26(c) and 26(d), the Chair must chair each Meeting of Members.
- (b) In the Chair's absence, the Deputy Chair is to chair that Meeting of Members.
- (c) If at a Meeting of Members:
  - (i) there is no Chair of the Board and no Deputy Chair of the Board; or
  - (ii) the Chair of the Board and the Deputy Chair of the Board are not able to be present at the meeting or are not present within 15 minutes after the time appointed for the commencement of a Meeting of Members, or despite being so present are unable or unwilling to chair all or part of the meeting,

the Directors who are or will be present at the Meeting of Members may (by majority vote) elect one of their number or, in the absence of all the Directors or if none of the Directors present is willing to act, the Participating Members may elect one of their number, to chair that Meeting of Members.

- (d) A Chair of a Meeting of Members may, for any item of business at that meeting or for any part of that meeting, nominate any person who immediately before that meeting was a Director or who has been nominated for election as a Director at the meeting to be the acting Chair for that item of business or part of the meeting. On the conclusion of that item of business or part of the meeting, the acting Chair is to withdraw and the Chair is to resume chairing the meeting.

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## 27. Conduct of Meetings of Members

- (a) The Chair of a Meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.
- (b) The Chair of a Meeting of Members may:
  - (i) make rulings without putting the question (or any question) to the vote if the Chair considers that action is required to ensure the orderly conduct of the meeting;
  - (ii) determine the procedures to be adopted for proper and orderly discussion or debate at the meeting, and the casting or recording of votes at the meeting;
  - (iii) determine any dispute concerning the admission, validity or rejection of a vote at the meeting;

- (iv) at any time terminate discussion or debate on any matter being considered at the meeting and require that matter be put to a vote;
  - (v) refuse to allow debate or discussion on any matter which is not business referred to in the notice of that meeting or is not business of the meeting permitted without being referred to in the notice of meeting;
  - (vi) withdraw from consideration by the meeting any resolution that is set out in the notice of that meeting; and
  - (vii) require any person who wishes to attend the meeting to comply with searches, restrictions or other security arrangements the Chair considers appropriate.
- (c) The Chair of a Meeting of Members may refuse any person admission to, or require a person to leave and remain out of, the meeting if that person:
- (i) in the opinion of the Chair, is not complying with the reasonable directions of the Chair;
  - (ii) does not comply with the searches, restrictions or other security arrangements pursuant to Clause 27(b)(vii);
  - (iii) has any audio or visual recording or broadcasting device;
  - (iv) has a placard or banner;
  - (v) has an article the Chair considers to be dangerous, offensive or liable to cause disruption;
  - (vi) behaves or threatens to behave in a dangerous, offensive or disruptive manner;
  - (vii) refuses to produce or to permit examination of any article, or the contents of any article, in the person's possession;
  - (viii) refuses to comply with a request to turn off a mobile telephone, personal communication device or similar device; or
  - (ix) is not entitled pursuant to this Constitution to attend the meeting.
- (d) If the Chair of a Meeting of Members considers that there are too many persons present at a physical venue of the meeting to fit into that venue, the Chair may (without giving notice or putting the matter to a vote of Members) nominate an additional physical venue for the meeting linked to the other venue or venues of the meeting using any technology that gives Members entitled to attend the meeting, as a whole, a reasonable opportunity to participate.
- (e) The Chair of a Meeting of Members may delegate any power conferred by this Clause 27 to any person.
- (f) Nothing contained in this Clause 27 or Clause 31(f) limits the powers conferred by law on the Chair of a Meeting of Members.
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## **28. Participation at a Meeting of Members**

- (a) Subject to this Constitution and any restrictions of a class of Members, a Member who is entitled to attend, participate and cast a vote at a meeting of Members, may:

- (i) attend, participate and vote in person or by proxy, by attorney or, if the Member is a body corporate, by Corporate Representative; and
  - (ii) if a determination has been made by the Board pursuant to Clause 31(c), vote by Direct Vote.
- (b) Subject to this Constitution, a Member may only vote at or in respect of a meeting of Members by one of the permitted methods in Clause 28(a).
- (c) The Chair of a Meeting of Members may require a person acting as a proxy, attorney or Corporate Representative at that meeting to establish to the Chair's satisfaction that the person is the person who is duly appointed to act. If the person fails to satisfy this requirement, the Chair may:
- (i) exclude the person from attending, participating or voting at the meeting; or
  - (ii) permit the person to exercise the powers of a proxy, attorney or Corporate Representative on the condition that, if required by the Association, the person produces evidence of the appointment within the time set by the Chair.
- (d) A Director is entitled to receive notice of and to attend all Meetings of Members and is entitled to speak at those meetings.
- (e) A person who is requested by the Board to attend a Meeting of Members is, regardless of whether that person is a Member, entitled to attend that meeting and, at the request of the Chair of the meeting, is entitled to speak at that meeting.

## 29. Authority of Participating Members

Unless otherwise provided in the appointment of a person as proxy, attorney or Corporate Representative of a Member:

- (a) the person so appointed has the same rights to speak, demand a poll, join in demanding a poll or act generally at a Meeting of Members to which the appointment relates, as the appointing Member would have had if that Member was present at the meeting;
- (b) the appointment is taken to confer authority to:
  - (i) vote on any amendment moved to a proposed resolution and on any motion that a proposed resolution not be put or any similar motion;
  - (ii) vote on any procedural motion, including any motion to elect the Chair of the Meeting of Members to which the appointment relates, to vacate the Chair or to adjourn the meeting; and
  - (iii) to act generally at the meeting of Members to which the appointment relates, even though the appointment may refer to specific resolutions and may direct the proxy, attorney or Corporate Representative how to vote on particular resolutions; and
- (c) the appointment is taken to confer authority to attend and vote at a meeting which is rescheduled, postponed or adjourned to another time or changed to another venue or held using another technology, even though the appointment may refer to a specific meeting to be held at a specified time or venue or using specific technology.

## 30. Multiple appointments

- (a) If more than one attorney or Corporate Representative appointed by a Member is present at a Meeting of Members and the Association has not received notice of any revocation of any of the appointments:
    - (i) an attorney or Corporate Representative appointed to act at that particular meeting may act to the exclusion of an attorney or Corporate Representative appointed pursuant to a standing appointment; and
    - (ii) subject to Clause 30(a)(i), an attorney or Corporate Representative appointed pursuant to the most recent appointment may act to the exclusion of an attorney or Corporate Representative appointed earlier in time.
  - (b) An appointment of a proxy of a Member is revoked (or, in the case of a standing appointment, suspended for that particular Meeting of Members) if the Association receives a further appointment of a proxy from that Member which would result in there being more than one proxy of that Member entitled to act at the meeting. The appointment of the proxy made first in time is the first to be treated as revoked or suspended by this Clause 30(b).
  - (c) The appointment of a proxy for a Member is not revoked by an attorney or Corporate Representative for that Member attending and taking part in a meeting of Members to which the appointment relates, but if that attorney or Corporate Representative votes on a resolution at that meeting, the proxy is not entitled to vote, and must not vote, as the Member's proxy on that resolution.
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## 31. Voting by Members

- (a) Subject to Clause 31(b), a resolution put to the vote at a Meeting of Members is to be decided in the first instance on a show of hands.
- (b) A resolution put to the vote at a meeting of Members must be decided on a poll without first submitting that resolution to the meeting to be decided on a show of hands if:
  - (i) the Chair of the meeting so determines;
  - (ii) a poll is demanded in accordance with Clause 35 and that demand is not withdrawn; or
  - (iii) otherwise required by the Direct Voting Rules.
- (c) The Board may determine that Members entitled to attend and vote at a Meeting of Members may vote at or for the purpose of that meeting by a Direct Vote.
- (d) Subject to this Constitution and any rights or restrictions of a class of Members, on a vote on a resolution by show of hands at a Meeting of Members:
  - (i) each Participating Member having the right to vote on the resolution has one vote only, including where a person is entitled to vote in more than one capacity; and
  - (ii) a Direct Vote is not counted.
- (e) Subject to this Constitution and any rights or restrictions of a class of Members, on a vote on a resolution by poll at a meeting of Members:

- (i) each Participating Member having the right to vote on the resolution has one vote for each Member that the Participating Member represents; and
  - (ii) each Direct Vote validly given (and not revoked pursuant to Clause 33) by a Member is treated as if the Member cast the vote on the poll at the meeting and must be counted accordingly.
- (f) An objection to a right to vote at a Meeting of Members or to a determination to allow or disregard a vote (including in either case a Direct Vote) at the meeting may only be made at that meeting (or any resumed meeting if that meeting is adjourned). Any objection pursuant to this Clause 31(f) must be decided by the Chair of the Meeting of Members, whose decision, made in good faith, is final and conclusive.
- (g) Except where a resolution at a Meeting of Members requires a special majority pursuant to the law or a question arises in an appeal to a Disciplinary Meeting, the resolution is decided on a simple majority vote.
- (h) In the case of an equality of votes on a resolution at a Meeting of Members, the Chair of that meeting has a second or casting vote on that resolution.
- (i) Unless a poll is demanded and the demand is not withdrawn, a determination/declaration by the Chair of a Meeting of Members following a vote on a show of hands that a resolution has been passed or not passed is conclusive, without proof of the number or proportion of the votes recorded in favour or against the resolution. Neither the Chair of a Meeting of Members nor the minutes of a Meeting of Members need to state the number or proportion of the votes in favour of or against the resolution.
- (j) The Chair of a meeting of Members may decide any difficulty or dispute which arises as to the number of votes which may be cast by or on behalf of any Member and the decision of the Chair is final and conclusive.

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## **32. Voting by Corporate Representatives**

- (a) The validity of any resolution passed at a meeting of Members is not affected by the failure of any proxy or attorney to vote in accordance with directions (if any) of the appointing Member.
- (b) Subject to this Constitution, a vote cast at a meeting of Members by a person appointed by a Member as a proxy, attorney or Corporate Representative is valid despite the revocation of the appointment (or the authority pursuant to which the appointment was made), if no notice in writing of that matter has been received by the Association at its registered office before the time appointed for the commencement of the meeting or the adjourned meeting at which the appointment is to be used or the power is to be exercised.

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## **33. Direct Votes**

- (a) Subject to this Constitution, the Board may determine rules and procedures in relation to the giving of Direct Votes for a Meeting of Members, including:

- (i) the form, method and timing of giving a Direct Vote at or for the purposes of the meeting in order for the vote to be valid;
  - (ii) the effect of a Member casting both a Direct Vote and a vote in any other manner; and
  - (iii) the manner in which a Direct Vote may be revoked by a Member.
- (b) A Direct Vote given by a Member for a meeting of Members must:
- (i) if given by post or fax, be signed by the Member, a properly authorised attorney of the Member, or if the Member is a company, a duly authorised officer; or
  - (ii) if given electronically, be signed or authorised by the Member in the manner approved by the Board or specified in the notice of meeting.
- (c) A Direct Vote given by a Member for a meeting of Members for which a determination has been made pursuant to Clause 31(c) is valid if it contains the following information:
- (i) the Member's name and address or any applicable identification details approved by the Board or specified in the notice of meeting; and
  - (ii) the Member's voting intention on any or all of the resolutions to be put before the meeting.
- (d) The Association receives a Direct Vote given by a Member for a Meeting of Members when the Direct Vote (and any authority pursuant to which the Direct Vote was signed or authorised or a certified copy of the authority) is received:
- (i) at the Association's registered office; or
  - (ii) at a place, fax number or electronic address, or by the electronic means, specified for that purpose in the notice of meeting.
- (e) A Direct Vote given by a Member for a meeting of Members for which a determination has been made pursuant to Clause 31(c) is effective only if the Association receives the Direct Vote (and any authority pursuant to which the Direct Vote was signed or authorised or a certified copy of the authority) not less than 48 hours (or in the case of an adjournment or postponement of a meeting, any shorter period as the Board may permit) before the time appointed for the commencement of the meeting or the adjourned or postponed meeting (as the case may be).
- (f) A Direct Vote given by a Member for a Meeting of Members for which a determination has been made pursuant to Clause 31(c):
- (i) is not revoked by the Member attending and taking part in the meeting, but if that Member votes on a resolution at that meeting, the Direct Vote by the Member is revoked;
  - (ii) is revoked if the Association receives a further valid Direct Vote for the meeting from the Member;
  - (iii) is revoked if, after the Direct Vote is received by the Association, the Association receives a valid appointment of a proxy, attorney or Corporate Representative by that Member for that meeting;
  - (iv) revokes (or in the case of a standing appointment, suspends for the meeting of Members to which the Direct Vote relates) the authority of the appointment of a



proxy, attorney or Corporate Representative made by that Member under an appointment received by the Association before the Direct Vote was received.

- (g) Subject to this Constitution, a Direct Vote given on behalf of the Member by an attorney for a meeting of Members for which a determination has been made pursuant to Clause 31(c) is valid even if prior to the vote being counted, the appointment of the attorney or the authority pursuant to which the appointment was made is revoked if no notice in writing of that matter has been received by the Association before the time appointed for the commencement of the meeting or adjourned meeting to which the Direct Vote relates.
- (h) If the Chair of a meeting of Members determines it is appropriate, a valid Direct Vote given by a Member on a resolution at the meeting is taken to be a Direct Vote on that resolution as amended.

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### **34. Restrictions on voting rights**

- (a) The authority of a proxy or attorney for a Member to speak or vote at a Meeting of Members to which the authority relates is suspended while the Member is present in person at that meeting.
- (b) A Participating Member is not entitled to vote on a resolution at a Meeting of Members if:
  - (i) the Participating Member must not vote or must abstain from voting on the resolution;
  - (ii) a vote on the resolution by the Participating Member must be disregarded for any purposes; or
  - (iii) a vote on the resolution by the Participating Member is prohibited by an order of a court of competent jurisdiction.
- (c) The Association must disregard any vote on a resolution at a Meeting of Members purported to be cast by a Participating Member where that person is not entitled to vote on that resolution. A failure by the Association to disregard a vote on a resolution as required by this Clause 34(c) does not invalidate that resolution or any act, matter or thing done at the meeting, unless that failure occurred by wilful default of the Association or of the Chair of that meeting.

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### **35. Polls**

- (a) A poll on a resolution at a Meeting of Members may be demanded by at least 5 Members who are entitled to attend and vote at a Meeting of Members and who are present at the Meeting of Members, or by proxy, attorney or Corporate Representative of Members who are entitled to attend and vote at a Meeting of Members.
- (b) No poll may be demanded at a Meeting of Members on the election of a Chair of that meeting, or unless the Chair of the meeting otherwise determines, the adjournment of that meeting.
- (c) A demand for a poll may be withdrawn.

- (d) Subject to Clause 35(b), a poll demanded on a resolution at a Meeting of Members for the adjournment of that meeting must be taken immediately. A poll demanded on any other resolution at a Meeting of Members must be taken in the manner and at the time and place the Chair of the meeting directs.
  - (e) The result of a poll demanded on a resolution of a Meeting of Members is a resolution of that meeting.
  - (f) A demand for a poll on a resolution of a Meeting of Members does not prevent the continuance of that meeting or that meeting dealing with any other business.
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## **36. Proxies**

- (a) A Member who is entitled to attend and vote at a Meeting of Members may appoint a person as proxy to attend, speak for the Member and vote for the Member in accordance with this Constitution.
  - (b) The appointment of a proxy must be in writing and signed by the Member making the appointment of proxy.
  - (c) The Member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the Member in any matter as they see fit.
  - (d) If the Board has determined or accepted a form (including electronic) for the appointment of a proxy, the Member must use that determined or accepted form to validly appoint a proxy. Otherwise, the Member may use any form (including electronic) that clearly identifies the person appointed as the Member's proxy and that has been signed by the Member.
  - (e) If the name of the proxy or the name of the office of the proxy in a proxy appointment of a Member is not filled in, the proxy of that Member is:
    - (i) the person specified by the Association in the proxy appointment in the case that Member does not choose; or
    - (ii) if no person is so specified, the Chair of that meeting.
  - (f) A form appointing a proxy must be given to the Secretary and must be received no later than 48 hours before the commencement of the Meeting of Members.
  - (g) Before a vote is taken at a Meeting of Members, the Chair must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
  - (h) This Clause does not apply to an appeal of a Disciplinary Meeting.
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## **37. Receipt of appointments**

- (a) An appointment of proxy or attorney for a meeting of Members is effective only if the Association receives the appointment (and any authority pursuant to which the appointment was signed or a certified copy of the authority) not less than 48 hours (or in the case of an adjournment or postponement of a meeting, any shorter period as the Board may permit) before the time appointed for the commencement of the meeting or the adjourned or postponed meeting (as the case may be).

- (b) Where a notice of meeting specifies an electronic address or other electronic means by which a Member may give the Association a proxy appointment, a proxy given at that electronic address or by that other electronic means is taken to have been given by the Member and received by the Association if the requirements set out in the notice of meeting are complied with.

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## 38. Adjournments

- (a) The Chair of a Meeting of Members may at any time during the meeting:
  - (i) adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered at the meeting or any discussion or debate, either to a later time at the same meeting or to an adjourned meeting to be held at the time and venue or venues (including using Virtual Meeting Technology) determined by the Chair; or
  - (ii) for the purpose of allowing any poll to be taken or determined, suspend the proceeding of the meeting for any period as the Chair determines without effecting an adjournment. No business may be transacted and no discussion may take place during any suspension of proceedings unless the Chair otherwise allows.
- (b) If the Chair of a Meeting of Members exercises the right to adjourn that meeting pursuant to Clause 38(a), the Chair may (but is not obliged to) obtain the approval of Participating Members to the adjournment.
- (c) Subject to Clause 38(b) no person other than the Chair of a Meeting of Members may adjourn that meeting.
- (d) The Association may give such notice of a Meeting of Members resumed from an adjourned meeting as the Board resolves. Failure to give notice of an adjournment of a meeting of Members or the failure to receive any notice of the meeting does not invalidate the adjournment or anything done (including the passing of a resolution) at a resumed meeting.
- (e) Only business left unfinished at a meeting of Members is to be transacted at a Meeting of Members which is resumed after an adjournment.

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## 39. Changes to a Meeting of Members

- (a) The Association may by resolution of the Board:
  - (i) cancel or postpone a Meeting of Members prior to the date on which it is to be held;
  - (ii) change or remove any venue for the meeting; or
  - (iii) change or remove any technology for the meeting.
- (b) The Association may give notice of a cancellation or postponement of, or change or removal of a venue or technology for, a Meeting of Members as the Board resolves. Failure to give notice of a cancellation or postponement of, or change or removal of venue or technology for, a Meeting of Members or the failure to receive any notice of

the meeting does not invalidate the cancellation, postponement, change or removal or anything done (including the passing of a resolution) at a postponed meeting or the meeting at the revised venue or using the revised technology.

- (c) Where a Meeting of Members is convened by a person or persons other than the Board, this person or those persons may cancel or, with the approval of the Board, postpone the meeting, prior to the date on which the meeting is to be held.
- (d) The only business that may be transacted at a Meeting of Members the holding of which is postponed is the business specified in the original notice calling the meeting.

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## 40. Minutes of a Meeting of Members

- (a) The Board must ensure that minutes are taken and kept of each Meeting of Members recording the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (b) In addition, the minutes of an Annual General Meeting must include:
  - (i) the names of the Members attending the Annual General Meeting;
  - (ii) any proxy forms deposited at the registered office of the Association in accordance with Clause 36;
  - (iii) the financial statements submitted to Members in accordance with Clause 68(b)(iv);
  - (iv) the certificate signed by two Directors certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (v) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Reform Act.

## Directors

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### 41. Appointment of Directors

- (a) The Members may elect a Director by resolution passed at a General Meeting.
- (b) Each of the Directors must be appointed by a separate resolution, unless:
  - (i) the Members present have first passed a resolution that the appointments may be voted on together; and
  - (ii) no votes were cast against that resolution.
- (c) A person is eligible for election as a Director if they:
  - (i) are a Member of the Association, or a Corporate Representative of a Member of the Association;
  - (ii) are a Woman (as that term is defined in this Constitution);

- (iii) are nominated by two Members or Corporate Representatives of Members entitled to vote at Meetings of Members (unless the person was previously elected as a Director at a General Meeting and has been a Director since that meeting);
    - (iv) provide signed consent to act as a Director of the Association; and
    - (v) are not ineligible to be a director under the Reform Act or the ACNC Act.
  - (d) A Director must be drawn from individual Membership of the Association, taking into account their skills and knowledge to effectively govern the Association.
  - (e) The number of Directors must be:
    - (i) not less than five; and
    - (ii) not more than ten, or any other number as determined by the Board from time to time.
  - (f) If the number of Directors is reduced to fewer than five or is less than the number required for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors to five (or higher if required for a quorum) or calling a General Meeting, but for no other purpose.
  - (g) The term of office for Directors will be two years, with the right to re-nomination and office for up to four consecutive terms of two years each. At the discretion of the majority of the Board, a Director can stand for re-nomination for a fifth term.
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## 42. Cessation of office

A Director ceases to be a Director, if the Director:

- (a) resigns by notice in writing to the Association and that resignation has taken effect in accordance with its terms and this Constitution;
  - (b) dies or becomes otherwise incapable of carrying out their duties as Director;
  - (c) is removed as a Director by a resolution of the Members;
  - (d) ceases being a Member;
  - (e) is a Corporate Representative of a Member, and that Member ceases being a Member;
  - (f) is a Corporate Representative of a Member, and the Member notifies the Association that the Corporate Representative is no longer their Corporate Representative;
  - (g) fails to attend Board meetings for a continuous period of 3 months without the consent of the Board;
  - (h) becomes ineligible to be a Director of the Association under the Reform Act or the ACNC Act;
  - (i) becomes an insolvent under administration; or
  - (j) becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health.
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### **43. Filling casual vacancies**

- (a) The Board may appoint an eligible Member of the Association to fill a position on the Board that:
  - (i) has become vacant; or
  - (ii) was not filled by election at the last Annual General Meeting, until the next Annual General Meeting occurs.
- (b) If the position of Secretary becomes vacant, the Board must appoint a Member to the position within 14 days after the vacancy arises.
- (c) The Board may continue to act despite any vacancy.

## **Office Holders**

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### **44. Office Bearers**

- (a) The Directors will, at the first Board meeting after the Annual General Meeting, appoint from their number, a Chair, Deputy Chair and Treasurer.
- (b) The Chair, Deputy Chair and Treasurer will hold office for one year and may be re-appointed.

### **45. Secretary**

- (a) Subject to section 73 of the Reform Act, the Board will appoint a Secretary, for any period and on any terms as the Board resolves. Subject to any agreement between the Association and the Secretary, the Board may vary or terminate the appointment of a Secretary at any time, with or without cause.
- (b) The Secretary will also be appointed as the Chief Executive Officer of the Association, and hold both positions concurrently.
- (c) Subject to Clause 43(b), if the position of Secretary (and therefore the position of Chief Executive Officer also) becomes vacant, the Board will, within 14 days, appoint a Member as an acting Secretary while recruiting a Secretary to fill the vacant position. The acting Secretary will also be appointed as the acting Chief Executive Officer, and hold both positions concurrently.
- (d) Subject to the directions of the Board, the Secretary will be responsible for:
  - (i) overseeing the recording of minutes of the resolutions and proceedings of Meetings of Members and the Board, together with a record of the names of persons present at the meetings;
  - (ii) for dealing with correspondence of the Association and for the custody of all books, and documents and securities of the Association;
  - (iii) for the day-to-day management of the service and supervision of all staff;
  - (iv) making all payments authorised by the Association, provided that no payments will be made without the authority of the Board; and

- (v) performing any other duty or function required under the Reform Act to be performed by the secretary of an incorporated association.
  - (e) Within 14 days of their appointment, the Secretary must give to the Registrar notice of their appointment.
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## **46. Chair and Deputy Chair**

- (a) Subject to Clause 44, the Directors will, at the first Board meeting after the Annual General Meeting, appoint from their number, a Chair and Deputy Chair for a period of office of one year, with the ability to be re-appointed.
  - (b) A person does not cease to be a Chair if that person retires as a Director at a Meeting of Members and is re-elected as a Director at that meeting (or any adjournment of that meeting).
  - (c) Subject to Clause 26, the Chair, and in their absence the Deputy Chair, will be responsible for:
    - (i) speaking or making public statements on behalf of the Association in accordance with the policies and procedures of the Association;
    - (ii) liaising with the Chief Executive Officer, on behalf of the Board, on any matters relating to the business or affairs of the Association;
    - (iii) leading the production, review and development of the Association's strategic plan;
    - (iv) receiving complaints or hearing grievances from Members in relation to their Membership;
    - (v) signing correspondence on behalf of the Association, where the Secretary does not do so;
    - (vi) presiding at meetings of the Board and at Meetings of Members; and
    - (vii) leading the development of a board culture that promotes inquiry, mutual respect and constructive debate, ensuring sound and shared decision- making.
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## **47. Treasurer**

- (a) Subject to Clause 44, the Directors will, at the first Board meeting after the Annual General Meeting, appoint from their number, a Treasurer for a period of office of one year, with the ability to be re-appointed.
- (b) The Treasurer will be responsible for:
  - (i) ensuring policies, systems and procedures are in place for the collection and receipt of all monies due to the Association and making all payments authorised by the Association;
  - (ii) ensuring that accounting policies and processes are in place for the keeping of correct accounts and books showing the financial affairs of the Association in accordance with the Reform Act;

- (iii) ensuring the accounts and books referred to in Clause 47(b)(ii) will be available for inspection by Members of the Association at reasonable notice; and
- (iv) coordinating the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the Annual General Meeting of the Association.

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## 48. Duties of Office Holders

Office Holders' key duties include (without limiting any duties at law):

- (a) to not make improper use of information or position;
- (b) to exercise reasonable care and diligence, including the duty to prevent the Association from trading while it is insolvent;
- (c) to exercise powers and discharge duties in good faith and for a proper purpose; and
- (d) to manage conflicts of interest.

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## 49. Indemnity and insurance

- (a) To the extent permitted by law, the Association may indemnify each Relevant Officer against a Liability of that person and the Legal Costs of that person.
- (b) The indemnity pursuant to Clause 49(a):
  - (i) is enforceable without the Relevant Officer having first to incur any expense or make any payment;
  - (ii) is a continuing obligation and is enforceable by the Relevant Officer even though the Relevant Officer may have ceased to be an officer of the Association; and
  - (iii) applies to Liabilities and Legal Costs incurred both before and after this Clause became effective.
- (c) To the extent permitted by law, the Association may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.
- (d) To the extent permitted by law, the Association may:
  - (i) enter into, or agree to enter into; or
  - (ii) pay, or agree to pay, a premium for,a contract insuring a Director or Office Holder against a Liability of that person and the Legal Costs of that person.
- (e) To the extent permitted by law, the Association may enter into an agreement or deed with a Relevant Officer or a person who is, or has been, a director or office holder of the Association, pursuant to which the Association must do all or any of the following:
  - (i) keep books of the Association and allow either or both that person and that person's advisers access to those books on the terms agreed;
  - (ii) indemnify that person against any Liability and Legal Costs of that person;



- (iii) make a payment (whether by way of advance, loan or otherwise) to that person in respect of Legal Costs of that person; and
- (iv) keep that person insured in respect of any act or omission by that person while a Relevant Officer or an officer of the Association, on the terms agreed (including as to payment of all or part of the premium for the contract of insurance).

## **Governance of the Association**

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### **50. General powers of the Board**

- (a) The governance of the Association is vested in the Board.
- (b) The Board has the power to oversee the business and affairs of the Association.
- (c) The Board may exercise to the exclusion of the Association in General Meeting all powers and functions of the Association which are not, by the law or this Constitution, required to be exercised by the Association in General Meeting.
- (d) Subject to the provisions of the Reform Act or any other law, the Board may, by resolution, delegate to any staff member, Director or sub-committee, any of its powers and functions other than this power of delegation.
- (e) A power of the Board can only be exercised by a resolution passed at a meeting of the Board in accordance with Clause 56, a resolution passed by signing a document in accordance with Clause 55, or in accordance with a delegation of the power pursuant to Clause 50(d), 53 or 54. A reference in this Constitution to the Association exercising a power by a resolution of the Board includes an exercise of that power in accordance with a delegation of the power pursuant to Clause 50(d), 53 or 54.
- (f) The duties and responsibilities of the Board include:
  - (i) to become familiar with this Constitution and the Reform Act as soon as practicable following election or appointment to the Board;
  - (ii) ensuring the Association complies with the Reform Act;
  - (iii) overseeing the operations of the Association to ensure provision of a responsive, accessible, accountable and effective Association; and
  - (iv) formulating and implementing strategic directions, policies, programs and operating guidelines that are consistent with the stated Purposes of the Association.

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### **51. Composition of the Board**

- (a) The composition of the Board will adhere to the provision of Clause 41(e).
  - (b) The term of office for Directors will adhere to the provision of Clause 41(g).
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## 52. Execution of documents

- (a) If the Association has a common seal, it will be kept in the custody of the Secretary.
- (b) If the Association has a common seal, the Association may execute a document if that seal is fixed to the document and the fixing of that seal is witnessed by one Director and either another Director, a Secretary, or another person appointed by the Board for that purpose.
- (c) The Association may execute a document without a common seal if the document is signed by one Director and either another Director, a Secretary, or another person appointed by the Board for that purpose.
- (d) The Board may determine the manner in which and the persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable or transferable instruments in the name of or on behalf of the Association, and receipts for money paid to the Association, must be signed, drawn, accepted, endorsed or otherwise executed.

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## 53. Committees and delegates

- (a) The Board may delegate any of its powers to a committee of the Board, a Director, an employee of the Association or any other person. A delegation of those powers may be
- (b) made for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power so delegated.
- (c) A committee or delegate must exercise the powers delegated in accordance with any directions of the Board.
- (d) Subject to the terms of appointment or reference of a committee:
  - (i) Clause 56 applies with the necessary changes to meetings and resolutions of a committee of the Board; and
  - (ii) Clause 55 applies to resolutions of a committee of the Board as if the references to Directors were references to the committee members.

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## 54. Attorney or agent

- (a) The Board may appoint any person to be attorney or agent of the Association for any purpose, for any period and on any terms (including as to remuneration) as the Board resolves. Subject to the terms of appointment of an attorney or agent of the Association, the Board may revoke or vary that appointment at any time, with or without cause.
- (b) The Board may delegate any of their powers (including the power to delegate) to an attorney or agent. The Board may revoke or vary any power delegated to an attorney or agent.

## Proceedings of Directors

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## 55. Written resolutions of Directors

- (a) The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a Board meeting) have consented to the resolution in accordance with this Clause 55. The resolution is passed when the last participating Director consents to the resolution in accordance with this Clause 55. The resolution is not invalidated if it is consented to by a Director who is not entitled to vote on the resolution.
  - (b) A Director may consent to a resolution for the purposes of this Clause 55 by:
    - (i) signing a document that sets out the terms of the resolution and contains a statement to the effect that the Director is in favour of the resolution; or
    - (ii) giving the Association a written notice (including by fax, email or other electronic means) addressed to and received by the Secretary or the chairperson of the Board that:
      - A. sets out the terms of the resolution or identifies those terms;
      - B. indicates that the Director is in favour of the resolution; and
      - C. authenticates the notice in accordance with any arrangement between the Association and the Director for that purpose.
  - (c) A document referred to in this Clause 55 may be in the form of a fax or electronic notification. Separate copies of a document (including in electronic form) may be signed by one or more Directors if the wording of the resolution and the statement is identical in each copy. A facsimile transmission or other document produced by electronic means
  - (d) under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of this Clause 55 and is taken to be signed when received by the Clause in legible form.
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## 56. Board Meetings

- (a) Subject to this Constitution, the Board may meet, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) The Board will meet a minimum of four times a year at the times, dates and venue or venues determined by the Board in accordance with this Constitution.
- (c) The Board will uphold the principle of equality in decision making processes, ensuring that each Director has a chance to speak and be heard.
- (d) A Director may call a Board meeting at any time. On request of any Director, a Secretary of the Association must call a meeting of the Directors.
- (e) Notice of a Board meeting must be given to each Director (except a Director on leave of absence approved by the Board).
- (f) Notice of a Board meeting:

- (i) must specify the time and venue or venues of the meeting, and if the meeting will be held using Virtual Meeting Technology, sufficient information to allow the Directors to participate in the meeting by means of the technology;
  - (ii) need not state the nature of the business to be transacted at the meeting;
  - (iii) may, if necessary, be given immediately before the meeting; and
  - (iv) may be given in person, or by post or by telephone, fax or other electronic means.
- (g) A Director may waive notice of a Board meeting by giving notice to that effect to the Association in person or by post or by telephone, fax or other electronic means.
- (h) A Board meeting may be held:
- (i) at one or more physical venues;
  - (ii) at one or more physical venues and using Virtual Meeting Technology; or
  - (iii) using Virtual Meeting Technology only,
- provided that any technology used to call the meeting, or to hold the meeting, is reasonable.
- (i) A Director who attends a Board Meeting (whether at a physical venue or by using Virtual Meeting Technology) is taken for all purposes to be present in person at the meeting whilst so attending.
- (j) A person who attends a Board meeting waives any objection that person may have to a failure to give notice of the meeting.
- (k) Anything done (including the passing of a resolution) at a Board meeting is not invalid because either or both a person does not receive notice of the meeting or the Association accidentally does not give notice of the meeting to a person.
- (l) If a Board meeting is held at more than one physical venue or using Virtual Meeting Technology, the meeting is taken to be held at the place where the Chair of that meeting attended the meeting or any other place the Chair of the meeting determines, provided that at least one of the Directors participated in the meeting at that place for the duration of the meeting.
- (m) Until otherwise determined by the Board, a quorum for a Board meeting is 5 Directors entitled to vote on a resolution that may be proposed at that meeting. A quorum for a Board meeting must be present at all times during the meeting. Each individual present is counted towards a quorum.
- (n) No business will be conducted unless a quorum for a Board meeting is present and if, within 30 minutes of the time appointed for the Board meeting, a quorum is not present, the Board meeting will be adjourned to a date no later than 14 days after the adjournment. In such case the Secretary will call another meeting in accordance with Clause 56(d).
- (o) If, before or during a Board meeting, any technical difficulty occurs where one or more Directors may not be able to participate, the Chair of the meeting may:
- (i) adjourn the meeting until the difficulty is remedied; or
  - (ii) where a quorum for a Board meeting remains present, continue the meeting.

- (p) The Chair will preside at all Board meetings, but, if absent, the Deputy Chair will act as Chair or, in their absence, another Director will be chosen from one of the Directors present at the Board meeting.
- (q) Minutes will be kept of the proceedings at all Board meetings, recording the names of those present, the business considered at the meeting, any resolution on which a vote is taken and the result of the vote, and any conflict of interest disclosed.

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## 57. Board resolutions

- (a) A resolution of the Board is passed if more votes are cast by Directors entitled to vote in favour of the resolution than against it.
- (b) Voting will be decided by a show of hands.
- (c) Subject to this Clause 57, each Director present in person has one vote on a matter arising at a Board meeting.
- (d) In case of an equality of votes on a resolution at a Board meeting, the Chair of that meeting has a second or casting vote on that resolution in addition to any vote the Chair has in their capacity as a Director in respect of that resolution, provided that the Chair is entitled to vote on the resolution and more than 2 Directors are present and entitled to vote on the resolution.

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## 58. Valid proceedings

- (a) An act at any Board meeting or a committee of the Board or an act of any person acting as a Director is not invalidated by:
  - (i) a defect in the appointment or continuance in office of a person as a Director, a member of the committee or of the person so acting; or
  - (ii) a person so appointed being disqualified or not being entitled to vote,if that circumstance was not known by the Board, committee or person (as the case may be) when the act was done.
- (b) If the number of Directors is below the minimum required by this Constitution, the Board must not act except in emergencies, to appoint Directors up to that minimum number or to call and arrange to hold a Meeting of Members.

## Notices

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### 59. Notices to Members

- (a) The Association may give Notice to a Member by any of the following means in the Board's discretion:
  - (i) delivering it to that Member or person;

- (ii) delivering it or sending it by post to the address of the Member in the Register or the alternative address (if any) nominated by that Member for that purpose;
  - (iii) sending it to the fax number or electronic address (if any) nominated by that Member or person for that purpose;
  - (iv) notifying that Member or person, by one of the means in Clauses 59(a)(i) to 59(a)(ii) of sufficient information to allow the Member or person to access the Notice electronically; or
  - (v) any other means permitted any other applicable law from time to time.
- (b) The Association must send all documents to a Member whose address for Notices is not within Australia by air-mail, air courier, fax or otherwise be sent or made available electronically (including as contemplated by Clause 59(a)(iv)).
  - (c) Any Notice required or allowed to be given by the Association to one or more Members by advertisement is, unless otherwise stipulated, sufficiently advertised if advertised once in a daily newspaper circulating in the states and territories of Australia.
  - (d) If a Member does not have an address in the Register or the Association has reason to believe in good faith that the address in the Register for that Member is not a current address, a Notice is taken to be given to the Member if the Notice is made available for inspection at the registered office of the Association for a period of 24 hours unless and until the Member provides written notice of a new address for the purposes of the Register. The Notice need not be addressed to the Member and will be taken to given to the Member at the start of that 24 hour period.
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## 60. Notices to Directors

The Association may give Notice to a Director by:

- (a) delivering it to that person;
  - (b) sending it by post to the usual residential address of that person or the alternative address (if any) nominated by that person for that purpose;
  - (c) sending it to the fax number or electronic address (if any) nominated by that person for that purpose; or
  - (d) any other means agreed between the Association and that person.
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## 61. Notice to the Association

A person may give Notice to the Association by:

- (a) delivering it or sending it by post to the registered office of the Association;
- (b) delivering it or sending it by post to a place nominated by the Association for that purpose;
- (c) sending it to the fax number at the registered office of the Association nominated by the Association for that purpose;

- (d) sending it to the electronic address (if any) nominated by the Association for that purpose; or
  - (e) any other means permitted any other applicable law from time to time.
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## **62. Time of service**

- (a) A Notice sent by post or air-mail is taken to be given at 10.00am on the day after the date it is posted.
  - (b) A Notice given by means of an electronic communication is taken to be given on the day it is sent provided that in the case of notice to the Association or a Director, the sender meets any action required by the recipient to verify the receipt of the document by the recipient.
  - (c) A Notice given in accordance with Clause 59(a)(iv) is taken to be given at 10.00am on the day after the date on which the Member is notified of the information to allow that Member to access the Notice electronically.
  - (d) A certificate by a Director or Secretary to the effect that a Notice by the Association has been given in accordance with this Constitution is conclusive evidence of that fact.
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## **63. Notice requirements**

The Board may specify, generally or in a particular case, requirements in relation to Notices given by any electronic means, including requirements as to:

- (a) the classes of, and circumstances in which, Notices may be sent;
- (b) verification (whether by encryption code or otherwise); and
- (c) the circumstances in which, and the time when, the Notice is taken to be given.

## **Financial matters**

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### **64. Finances**

- (a) All accounts will be paid by cheque, credit card or electronic funds transfer, within the delegation of authority set out in the policies and procedures of the Association.
  - (b) The Board will establish policy from time to time on signatories to cheques and other financial instruments.
  - (c) The Board will authorise the Chief Executive Officer or their delegate to expend funds on behalf of the Association as set out in the delegation policies and procedures of the Association.
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## 65. Funds

- (a) The Association will comply with the Reform Act and mandatory required accounting standards.
  - (b) The funds of the Association will be paid into accounts as required by the Reform Act.
  - (c) The assets and income of the Association will be applied solely in furtherance of its purposes and no portion will be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
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## 66. Auditor

Audit of the accounts of the Association and the appointment of the auditor will be in accordance with section 99 of the Reform Act.

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## 67. Financial records

- (a) The Association must keep financial records that:
    - (i) correctly record and explain its transactions, financial position and performance; and
    - (ii) enable financial statements to be prepared as required by the Reform Act.
  - (b) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
  - (c) The Treasurer must keep and maintain:
    - (i) the financial records for the current Financial Year; and
    - (ii) any other financial records as authorised by the Board.
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## 68. Financial statements

- (a) For each Financial Year, the Board must ensure that the requirements under the Reform Act relating to the financial statements of the Association are met.
- (b) Without limiting Clause 68(a), those requirements include:
  - (i) the preparation of the financial statements;
  - (ii) if required, the review or auditing of the financial statements;
  - (iii) the certification of the financial statements by the Board;
  - (iv) the submission of the financial statements to the Annual General Meeting; and
  - (v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.



## Winding up

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### 69. Winding up

- (a) The Association may be wound up voluntarily by special resolution, and the Department informed of such resolution.
  - (b) Subject to the Reform Act relating to the voluntary winding up of companies, so far as they are applicable and with such modifications (if any) as are prescribed, apply to the voluntary winding up of the Association.
  - (c) The distribution of the assets of the Association will be dealt with or disposed of in accordance with this Constitution.
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### 70. Distribution of assets

- (a) Any and all assets remaining after full settlement of all just debts and liabilities incurred by the Association will, subject to any trust affecting them or any of them, be disposed of by gift or transfer to a registered funded agency, as approved by the Department, being a fund approved under section 78(1)(a)(i) or (ii) of the Tax Act, as amended.
- (b) In the event of the Association being wound up or if the endorsement of the Association as a deductible gift recipient is revoked, the following assets remaining after the payment of the Association's liabilities will be transferred to a fund, authority or institution to which income tax deductible gifts can be made:
  - (i) gifts of money or property for the principal purpose of the Association;
  - (ii) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; and
  - (iii) money received by the Association because of such gifts and contributions.

## Income and property

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### 71. Application of income and property

- (a) Subject to Clauses 71(b) and 71(c), the Association must apply the profits (if any) or other income and property of the Association solely towards the promotion of the Purposes of the Association set out in Clause 5 and no portion of it may be paid or transferred, directly or indirectly, to any Member whether by way of dividend, bonus or otherwise.
- (b) Nothing in Clause 71(a) prevents the Association making any payment in good faith of:
  - (i) reasonable and proper remuneration to any Member for any services actually rendered or goods supplied to the Association in the ordinary and usual course of business of the Association;

- (ii) the payment or reimbursement of out-of-pocket expenses incurred by a Member on behalf of the Association where the amount payable does not exceed an amount previously approved by the Board;
  - (iii) reasonable and proper rent or fees to a Member for premises leased or licensed by any Member to the Association;
  - (iv) money to any Member, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
  - (v) interest to a Member at a rate not exceeding a rate approved by the Board on money borrowed by the Association from the Member; or
  - (vi) an amount pursuant to Clause 69.
- (c) The Association must not pay fees to or on behalf of Directors or a Secretary but the Association may make payments to a Director or Secretary in good faith for:
- (i) the payment or reimbursement of out-of-pocket expenses reasonably incurred by a Director or Secretary in the performance of any duty as a director or secretary of the Association where that payment or reimbursement has been approved by the Board;
  - (ii) money to any Director or Secretary, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
  - (iii) any salary or wage due to the Director or Secretary as an employee of the Association where the terms of employment have been approved by the Board;
  - (iv) an insurance premium in respect of a contract insuring a Director or Secretary for a liability incurred as an officer of the Association where the Board has approved the payment of the premium; or
  - (v) any payment pursuant to Clauses 49(a), 49(c) or 49(d) or a payment pursuant to any agreement or deed referred to in Clause 49(e).

## General matters

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### 72. Annual reports

The Secretary will provide annual and other reports as required by the Reform Act and the ACNC Act (as applicable), any funding and service agreements, and other compliance requirements.

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## **73. Alteration of name, Constitution, and statement of purposes**

- (a) The name, Constitution, and statement of purposes of the Association will not be altered except as in accordance with the Reform Act.
- (b) The Constitution of the Association and the purposes of the Association may only be amended or repealed by a special resolution made at a Meeting of Members.
- (c) The Members must not pass a special resolution that amends this Constitution if passing such resolution results in the Association to no longer be a charity.

## **Transitional**

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### **74. Transitional provisions**

- (a) Every Director and Secretary in office in that capacity immediately before adoption of this Constitution continues in office subject to, and is taken to have been appointed or elected under, this Constitution.
- (b) Unless a contrary intention appears in this Constitution, all persons, things, agreements and circumstances appointed, approved, done or created by or under the constitution of the Association in force immediately before the adoption of this Constitution continues to have the same status, operation and effect after this Constitution is adopted.