



United Nations Association of Australia

CONSTITUTION

Adopted: 10 July 2019



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Rules

United Nations Association of Australia Incorporated

ABN 47 836 436 168

An incorporated association

1 Association name

The name of the association is United Nations Association of Australia Incorporated (the **Association**).

2 Definitions and interpretation

2.1 Definitions

The meanings of the terms used in this Constitution are set out below.

Term	Meaning
Act	the <i>Associations Incorporation Act 1991</i> (ACT).
Affiliate Associations	affiliate associations of the Association under rule 8.1(b)(3).
Appointed Board Member	a Board Member specified in rule 14.1(c).
Auditor	the auditor of the Association for the purposes of audit or review under the Act.
Board	the executive board tasked with the management of the Association.
Board Member	a person that has been elected or appointed to the Board in accordance with rule 14.2.
Chairperson	the President or person elected as chairperson in accordance with: (a) rule 13.7 in respect of general meetings; and (b) rule 14.14 in respect of Board meetings.
Commissioner	the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of ITAA 97.
Constitution	the rules of the Association.
Deductible Gift Recipient	has the meaning given in the <i>Income Tax Assessment Act 1997</i> (Cth).
Division	a division of the Association in an Australian state or territory.

Term	Meaning
Executive Director	the Board Member appointed to the Board in accordance with rule 14.2(c).
Existing Rules	the rules of the Association existing at the date of the adoption of this Constitution.
Financial Year	period of 12 months ending on 30 June.
Indemnified Officer	means: (a) each person who is or has been a Board Member or public officer of the Association; and (b) any other officers or former officers of the Association as the Board Members in each case decide; and (c) an officer within the meaning of the Act.
Independent Board Members	are individuals who the Board are satisfied possess the appropriate skill and experience required to be an independent Board Member and have been elected as a Board Member under rule 14.2(a).
ITAA 97	the <i>Income Tax Assessment Act 1997</i> (Cth).
Life Members	life members of the Association under rule 8.1(b)(5).
Member	a person specified in rule 8.1 as a Member of the Association.
Office Bearers	office bearers of the Association under rule 8.1(b)(6).
President	the Board Member elected to be President of the Association under rule 13.3(c).
Public Officer	the person appointed Public Officer of the Association under the Act.
Purpose	the purpose of the Association set out in rule 4.
Secretary	the Board Member elected to be Secretary of the Association under rule 13.3(c).
Treasurer	the Board Member elected to be Treasurer of the Association under rule 13.3(c).
UN Youth Australia	United Nations Youth Australia Limited or any successor organisation if United Nations Youth Australia Limited ceases to exist.
WFUNA	the World Federation of United Nations Associations.
Young Professionals Network	the UNAA Young Professionals Network operating as part of the Association.

2.2 Interpretation

In this Constitution:

- (a) references to notices include formal notices of meeting and all documents and other communications from the Association to its Members;
- (b) a reference to any legislation or a provision of any legislation includes any amendment to that legislation or provision, any consolidation or replacement of that legislation or provision and any subordinate legislation made under that legislation;
- (c) a reference to a Member present at a general meeting is a reference to a Member present in person or by electronic means, or by proxy, attorney or representative either at the meeting or a participant by using technology as permitted under this Constitution;
- (d) a reference to writing and written includes printing, lithography and other ways of representing or reproducing words in a visible form; and
- (e) the singular (including defined terms) includes the plural and the plural includes the singular.

2.3 Headings

Headings are used for convenience only and do not affect the interpretation of this Constitution.

3 Mission

To inform, inspire and engage Australians about the work, goals and values of the United Nations to create a safer, fairer, more sustainable world.

4 Purpose

To conduct programs that support achieving the United Nation's policies for a safer, fairer and more sustainable world in fulfilment of the United Nations Charter and the Universal Declaration of Human Rights. The Association's efforts ensure among other outcomes, the provision of and relief from poverty and suffering, and access to services on an equitable basis.

The Association is established for public charitable purpose of:

- (a) promoting and educating Australians on the work, goals and values of the United Nations;
- (b) working in partnership with and making recommendations to the Australian Government, WFUNA, other United Nations entities, civil society organisations, business, academia and communities on United Nations matters, including goals relating to:
 - *people*: protecting human rights, alleviating poverty and suffering;
 - *prosperity*: working to reduce inequalities and support equal access to services;
 - *the planet*: protecting the environment, the oceans, and combating climate change;
 - *peace*: actively promoting peaceful and inclusive societies, justice for all and strong institutions; and
 - *partnerships*: building and supporting partnerships with organisations of similar purpose; and
- (c) encouraging co-operation among organisations interested in the economic, social and cultural development of all peoples (including overseas aid and development).

5 Activities

- (a) In pursuing the Purpose outlined in rule 4, the Association shall, without limitation, engage in the following activities:
- (1) work in collaboration with the Australian Government, WFUNA and civil society organisations, business, academia and communities to promote and implement United Nations programs;
 - (2) promote the aims of the United Nations Charter, namely the maintenance of international peace and security, the development of friendly relations among nations, the achievement of international cooperation in solving international economic, social, cultural and humanitarian problems, supporting United Nations' endeavours associated with the Universal Declaration of Human Rights and encouraging respect for human rights and fundamental freedoms for all;
 - (3) educate the community about the United Nations and its specialised agencies;
 - (4) encourage the Australian Government to recognise its responsibilities as a member of the United Nations and to protect human rights, alleviate poverty and suffering, promote reduced inequality, and provide equal access to services and opportunities;
 - (5) promote the celebration and commemoration of international occasions adopted by the United Nations;
 - (6) maintain links with WFUNA and national and international offices of organisations interested in the work of the United Nations;
 - (7) coordinate and collaborate with the work of the Divisions of the Association;
 - (8) raise funds by public appeals and other appropriate means;
 - (9) co-operate and partner with other organisations with similar objectives;
 - (10) undertake other activities consistent with the Purpose of the Association.

6 Powers

Solely for carrying out the Association's Purpose, the Association may:

- (a) deal with all matters of policy affecting the Association as a whole and all relations between the Association and the Australian Government, the United Nations, its specialised agencies and other inter-governmental agencies related to the United Nations;
- (b) raise funds or encourage contributions by way of gifts, grants, sponsorships or otherwise, by personal or public appeals or by any other legal manner;
- (c) provide funds or other material benefits by way of grant or otherwise;
- (d) accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the Board from a class of trusts, objects or purposes specified by any person;
- (e) accept and undertake trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration for doing so;
- (f) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges;
- (g) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender,

- dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;
- (h) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes;
 - (i) construct, improve, maintain, develop, work, manage and control real or personal property;
 - (j) enter into contracts and deeds;
 - (k) appoint an attorney or agent with the powers (including the power to sub-delegate) and on the terms the Association thinks fit, and procure registration or recognition of the Association in any other country or place;
 - (l) enter into arrangements with any government or authority and obtain from any government or authority any right, privilege or concession;
 - (m) engage, dismiss or suspend any employee, agent, contractor or professional person;
 - (n) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the Association's property (both present and future) and purchase, redeem or pay off those securities;
 - (o) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
 - (p) print and publish newspapers, periodicals, books or leaflets or otherwise publish information in hard copy or by electronic means;
 - (q) undertake research and engage in advocacy;
 - (r) accept any gift of property, whether subject to any special trust or not;
 - (s) appoint patrons of the Association;
 - (t) make donations for charitable purposes;
 - (u) decline or otherwise refuse to accept any gift, donation, settlement or other disposition of money or property;
 - (v) coordinate and arrange conferences, meetings, standing committees and commissions and other forums;
 - (w) issue a manifesto or other statements of policy in the name of the Association;
 - (x) grant any appropriate status to a body of citizens in an Australian state or territory and extend or withdraw from any such body, Membership of the Association including the use of the Association's name;
 - (y) extend, withdraw or amend the Association's logo; and
 - (z) do all other things that are incidental to the Purpose of the Association.

7 Not for profit status

7.1 Application of the Association's income and property

- (a) The Association's income and property must be applied solely towards promoting the Association's Purpose.
- (b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any of the Members.
- (c) This rule 7 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any Board Member to the extent permitted by law and this Constitution.

7.2 Payments to Board Members

All payments to Board Members must be approved by the Board including, but not limited to:

- (a) out-of-pocket expenses incurred by a Board Member in performing a duty as a Board Member of the Association; or
- (b) a service rendered to the Association by a Board Member in a professional or technical capacity or as an employee, other than in the capacity as a Board Member of the Association, where:
 - (1) the provision of the service has the prior approval of the Board; and
 - (2) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

7.3 Payments by the Association

- (a) Rule 7 does not prevent the payment in good faith of remuneration to:
 - (1) any officers or servants of the Association; or
 - (2) Members of the Association,in return for services actually rendered to the Association provided rule 7.2(b)(2) is complied with.
- (b) Rule 7 does not prevent the payment in good faith for:
 - (1) goods supplied in the usual way of business;
 - (2) reasonable interest on money borrowed from any Member; or
 - (3) reasonable rent for premises let to the Association by any Member of the Association or of a Division, provided rule 7.2(b)(2) is complied with.

8 Membership

8.1 Members

- (a) The Members of the Association are:
 - (1) the Members under the existing rules at the date of the adoption of this Constitution; and
 - (2) the Members who are admitted to Membership in accordance with this rule 8.
- (b) Membership of the Association is made up of the following six classes:
 - (1) *Divisions* – the Divisions of the Association in each Australian state and territory;
 - (2) *Young Professionals Network* – the Association's Young Professionals Network, represented by the Young Professionals National President.
 - (3) *Affiliate Associations* – any organisation, which, to the satisfaction of the Board, shares the Association's values, works for the same purposes as the Association and is, or is to be, directly or indirectly affiliated with the Association;
 - (4) *Organisations* – any organisation which, to the satisfaction of the Board, accepts the purpose of the Association and operates in more than two Australian states and territories;
 - (5) *Life Members* – any person whom the Board considers worthy of the honour of life Membership; and
 - (6) *Office Bearers* – the President, Treasurer and Secretary of the Board elected in accordance with the terms of this Constitution.

8.2 Application

- (a) Every applicant for Membership of the Association must apply in the form and manner decided by the Board.
- (b) After the receipt of an application for Membership, the Board, or a delegate approved by the Board, must consider the application and decide whether to admit or reject the admission of the applicant. The Board or its delegate need not give any reason for rejecting an application.

8.3 Fees and Levies

- (a) An annual fee or levy may be payable by Members as decided by the Board and notified to Members.
- (b) The Board must notify all Members entered on the register of Members of the amount and time for payment of any annual fee or levy and of any annual alteration to the amount. Varying amounts may be applied as decided by the Board and advised to the Members in a notice or a Membership policy.
- (c) Where the annual fee or levy is not received from the Member:
 - (1) after three months of the due date, the Board may issue a written reminder notice to the Member requesting the Member to show cause for the default;
 - (2) if after a further three months of the written notice the fee or levy remains unpaid, the Board may consider further action, including suspension.

8.4 Register of Members

- (a) The Board must keep a register of Members.
- (b) The full name, address, class of Membership (if applicable) and date of entry of the name of each Member must be entered into the register of Members.
- (c) The date on which a person ceases to be a Member of the Association must be entered in the register of Members, within 14 days of the cessation of Membership.
- (d) Information about a person who is no longer a Member, other than the name of the person and the date on which that person ceased to be a Member, must be removed from the register of Members, within 14 days of the cessation of Membership.
- (e) The register of Members may be kept in any manner or form the Board thinks fit, so long as it is readily convertible to written or printed form.
- (f) The register of Members must be available for inspection by Members upon the Member providing reasons for such inspection and giving reasonable notice to the Association. The Board may require the Member to confirm in writing that they will only use information for a proper purpose as permitted by the Act. The Board may require a fee for any copy of the register provided.
- (g) All persons may treat the register of Members as complete and accurate. Nothing done in good faith based on the completeness and accuracy of the register of Members will be rendered ineffective, void or voidable by any subsequently discovered omission from, or inaccuracy in, the register of Members.

8.5 Grievance procedure

- (a) Any dispute under this Constitution between a Member and another Member or between a Member and the Association must, unless the parties otherwise agree, be dealt with by the procedure in this rule 8.5.
- (b) Any party to a dispute between Members may refer the dispute to the Board for determination or mediation.
- (c) The Board may, subject to rule 8.5(e) below, act as a mediator (provided it is

- unbiased) or may appoint a third party as a mediator.
- (d) If there is a dispute between the Association and a Member, either party may require the dispute be referred to mediation.
 - (e) The mediator must be an unbiased decision-maker and:
 - (1) a person chosen by agreement between the parties to the dispute; or
 - (2) in the absence of agreement within 14 days of a party requiring mediation:
 - (A) in the case of a dispute between a Member and another Member, a person appointed by the Board;
 - (B) in the case of a dispute between a Member and the Association, a person who is registered as a mediator under the *Mediation Act 1997* (ACT) or its successor in law.
 - (f) A Member who is a person can be a mediator, provided they are an unbiased decision-maker.
 - (g) The mediator cannot be a party to the dispute.
 - (h) Any party to a dispute may appoint any person to act on behalf of that party in the process of determination by the Board or mediator.
 - (i) The Board, in determining the dispute (if requested under rule 8.5(b)) or a mediator, in conducting the mediation, must:
 - (1) give the parties to the dispute every reasonable opportunity to be heard;
 - (2) allow due consideration by all parties of any written statement submitted by a party; and
 - (3) ensure that natural justice is accorded to the parties to the dispute throughout the process.
 - (j) If the mediation process does not result in the dispute being resolved, within a reasonable time as decided by the mediator, or failing this decision, within 2 months of the party requiring mediation, any party to the dispute may seek to resolve the dispute in accordance with the Act or otherwise at law.
 - (k) A determination made by the Board under this rule is final and binding on all parties to the dispute.
 - (l) For the avoidance of doubt, nothing in this rule 8.5 shall be construed as interfering with the rights of Members, or the Association, to resolve a dispute in accordance with the Act or otherwise at law.

8.6 Rights, obligations and liabilities of Members

- (a) Members have the rights set out in the Act and at law as modified, deleted, varied or added to by this Constitution.
- (b) Members are required to comply with this Constitution and any by-rules, regulations, codes of conduct, policies or guidelines applicable to Members adopted by the Board from time to time and made available to the Members.
- (c) The liabilities of a Member, as a Member, are limited to the amount, if any, unpaid by the Member in respect of any subscription or other Membership fee.

8.7 Membership entitlements not transferable

A right, privilege or obligation that an organisation or person has because of being a Member of the Association:

- (a) cannot be transferred or transmitted to another organisation or person; and
- (b) terminates on cessation of the organisation's or person's Membership.

9 When Membership ceases

9.1 Death, resignation and other events

A Member immediately ceases to be a Member if the Member:

- (a) is a person, and that person dies;
- (b) resigns as a Member by giving written notice to the Association;
- (c) is a person, and that person becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under a law relating to mental health;
- (d) becomes bankrupt or insolvent or makes any arrangement or composition with their creditors;
- (e) is expelled under rule 9.2;
- (f) ceases to be a Member under rule 8.3(c); or
- (g) becomes, if the Board so decides in its absolute discretion, an untraceable Member because the Member has ceased to occupy, attend or otherwise communicate with their address as it appears on the register of Members.

9.2 Disciplinary action

- (a) Subject to this rule, if, in the Board Members' absolute discretion, they decide it is not in the interests of the Association for a person to remain a Member, the Board Members may resolve to expel the person (who is not a Board Member) from the Association.
- (b) If the Board intends to consider a resolution under rule 9.2(a), at least one month before the meeting at which the resolution is to be considered, it must give the Member written notice:
 - (1) stating the date, place and time of the meeting;
 - (2) setting out the intended resolution and the grounds on which it is based; and
 - (3) informing the Member that they, or if an organisation, its delegate, may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.
- (c) If the Board passes a resolution under rule 9.2(a), and is not an unbiased decision maker, the decision to expel must be referred by the Board to an unbiased decision maker for determination.
- (d) The decision-maker must make his or her determination within 2 months of the referral and both parties must be given an opportunity to be heard.
- (e) A Member who has received notice under rule 9.2(b) must not initiate a grievance procedure under rule 8.5 until the determination under rule 9.2(d) is made.
- (f) A determination by the Board, if it is an unbiased decision maker, or if the matter has been referred to another decision maker, is final and binding on all parties.

10 Divisions

- (a) There may be one, and only one, Division of the Association in each state and territory of the Commonwealth of Australia.
- (b) The Board may admit any new Divisions proposed for acceptance on such terms and conditions as the Board may think fit. Any Divisions may, with the approval of the Board, sponsor a new Division of the Association in another state or territory where no Division is established and may represent such Divisions in all matters until such time as the Division is admitted as a

Division of the Association.

- (c) Subject to the approval of the Board, each Division shall determine its own rules consistent with this Constitution and the Purpose of the Association.
- (d) Each Division shall furnish the Board with an annual report and an annual financial statement of the Division and accounts of appeals conducted by Divisions (certified by a qualified auditor if required by law) within six months of the conclusion of the Division's financial year.
- (e) Notwithstanding any other rule to the contrary in this Constitution, the Divisions may still exercise their independent functions in respect of their respective Division.

11 Winding up and revocation of DGR status

- (a) On the winding up or dissolution of the Association any property remaining after satisfaction of all the Association's debts and liabilities, will be transferred to an organisation:
 - (1) that is charitable at law;
 - (2) that has similar objects and purposes to the Association; and
 - (3) whose constitution prohibits distributions or payments to its Members to an extent at least as outlined in rule 7.
- (b) If the Association is endorsed as a Deductible Gift Recipient and that endorsement is revoked, any surplus of the following assets shall be transferred to another organisation that is charitable at law, that has similar objects and purposes to the Association, and to which income tax deductible gifts can be made:
 - (1) gifts of money or property for the principal purpose of the Association;
 - (2) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; and
 - (3) money received by the Association because of such gifts and contributions.
- (c) The identity of the institution referred to in rule 11(a) must be decided by the Board, or if the Board does not wish to decide or does not decide, it must be decided by the Members by ordinary resolution at or before the time of winding up or dissolution of the Association and, if the Members cannot decide, by the Supreme Court of the state or territory in which the Association (Division or other entity) is registered.

12 Altering statement of Purpose and Rules

12.1 Alteration

- (a) The Association must not pass a special resolution altering this Constitution, if, as a result, the Association will cease to be a charity.
- (b) This Constitution may only be altered, deleted or added to, in accordance with the Act.

12.2 Notice to Commissioner

In addition to any notification required under the Act, the Association must notify the Commissioner if:

- (a) a special resolution is passed materially altering rules 4 or 7; or
- (b) the Association is no longer eligible to be endorsed as a charity as a result of a change in its Constitution or activities or otherwise.

13 General meetings

13.1 Holding and calling general meetings

- (a) The Association must in each calendar year convene an annual general meeting of the Members within 5 months of the end of the Financial Year.
- (b) A general meeting (including an annual general meeting or a special general meeting) may only be called:
 - (1) by a resolution of the Board; or
 - (2) as otherwise provided in the Act.
- (c) The Board may change the venue for, postpone or cancel a general meeting if:
 - (1) the Board considers that the meeting has become unnecessary;
 - (2) the venue would be unreasonable or impractical; or
 - (3) a change is necessary in the interests of conducting the meeting efficiently.

13.2 Notice of general meetings

- (a) At least 30 days' notice of every general meeting must be given in any manner authorised by rule 18 to each person or organisation who is at the date of the notice:
 - (1) a Member;
 - (2) a Board Member; or
 - (3) the Auditor, if any.
- (b) A notice of a general meeting must:
 - (1) specify the date, time and place of the meeting;
 - (2) state the general nature of the business to be transacted at the meeting;
 - (3) state in full any proposed special resolution and state that the resolution is being proposed as a special resolution; and
 - (4) specify the manner and time for the receipt of proxies.
- (c) The non-receipt of notice of a general meeting or proxy form by any person or organisation entitled to receive notice of a general meeting does not invalidate anything done or resolution passed at the general meeting if the non-receipt or failure occurred by accident or error.
- (d) An organisation's or person's attendance at a general meeting waives any objection to a failure to give notice, or the giving of a defective notice, of the meeting.

13.3 Business at annual general meeting

In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is to:

- (a) confirm the minutes of the last annual general meeting and of any general meeting held since that meeting;
- (b) receive, from the Board, reports on the activities of the Association during the last Financial Year;
- (c) elect the President, Secretary, the Treasurer and Independent Board Members; and
- (d) receive and consider the statement of accounts and the reports that are required to be submitted to Members of the Association under the Act.

13.4 Attendance by people other than Members

The Board may invite to a general meeting any person in a consultative capacity or any other observer.

13.5 Quorum at general meetings

- (a) No business may be transacted at a general meeting, except the election of a Chairperson and the adjournment of the meeting, unless a quorum of Members is present when the meeting proceeds to business.
- (b) A quorum consists of at least ten Members, including at least three Board Members appointed in accordance with rule 14.1(c)(1).
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting the meeting stands adjourned to the day, and at the time and place, that the Board decides or, if the Board does not make a decision, to the same day in the next week at the same time and place.
- (d) If at the adjourned meeting under rule 13.5(c), a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

13.6 General meetings by technology

- (a) General meetings may be held by electronic means, provided each Member can clearly and simultaneously communicate with each other.
- (b) The provisions in this Constitution relating to general meetings apply, so far as they can and with any necessary changes, to meetings of the Members by electronic means.
- (c) A Member who takes part in a meeting by electronic means is taken to be present at the meeting.
- (d) A meeting by electronic means is taken as held at the place decided by the Chairperson of the meeting, as long as at least one of the Members involved was at that place for the duration of the meeting.

13.7 Chairperson of general meetings

- (a) The President of the Board must preside as Chairperson at a general meeting if:
 - (1) present within 15 minutes after the time appointed for the meeting; and
 - (2) willing to act.
- (b) If there is no Chairperson of the Board or both the conditions in rule 13.7(a) have not been met, the Members present must elect another Chairperson of the meeting.
- (c) A Chairperson elected under rule 13.7(b) must be:
 - (1) another Board Member who is present and willing to act; or
 - (2) if no other Board Member present at the meeting is willing to act, a Member who is present and willing to act.

13.8 Conducting and adjourning general meetings

- (a) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the Chairperson of the meeting, whose decision is final.
- (b) The Chairperson of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- (c) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (d) Except as provided by rule 13.8(c), it is not necessary to give any notice of an

adjournment or of the business to be transacted at an adjourned meeting.

- (e) Where a meeting is adjourned, the Board may change the venue of, or postpone or cancel, the adjourned meeting.

13.9 Decisions at general meetings

- (a) Except where by law a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by Members present at the meeting.
- (b) Where the votes on a proposed resolution are equal, the President will have a casting vote.

13.10 Voting rights

- (a) Subject to this Constitution, and to any rights or restrictions attached to any class of Membership, at a general meeting the following classes of Members will have the following voting rights:
 - (1) each Division will be entitled to three votes which may be exercised by one or more representatives of the Division;
 - (2) the Young Professionals Network will be entitled to three votes which may be exercised by one of more representatives of the Network;
 - (3) each Officer Bearer will be entitled to one vote; and
 - (4) each Affiliate Association will be entitled to one vote.
- (b) Each Member entitled to vote at a meeting of Members may vote:
 - (1) in person; or
 - (2) by one proxy; or
 - (3) where a Member is a body corporate, by its representative.
- (c) A proxy or representative is entitled to a separate vote for each Member the person represents, in addition to any vote the person may have as a Member in his or her own right.
- (d) An objection to the qualification of a person to vote at a general meeting must be:
 - (1) raised before or at the meeting at which the vote objected to is given or tendered; and
 - (2) referred to the Chairperson of the meeting, whose decision is final.
- (e) A vote not disallowed by the Chairperson of a meeting under rule 13.10(d) is valid for all purposes.

13.11 Member's proxy or representative

- (a) Each proxy and representative must be appointed by a Member by notice in the form determined by or accepted by the Board, given to the Board no later than 24 hours before the time of the general meeting for which the proxy or representative is appointed.
- (b) A proxy or representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.
- (c) An instrument appointing a proxy or representative may direct the manner in which the proxy or representative is to vote in respect of a particular resolution and, where an instrument so provides, the proxy or representative is not entitled to vote on the proposed resolution except as directed in the instrument.
- (d) The instrument appointing a proxy or representative may refer to specific resolutions and may direct the proxy or representative how to vote on those resolutions, unless otherwise provided. It is taken to also confer authority:
 - (1) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar

- motion;
 - (2) to vote on any procedural motion, including any motion to elect the Chairperson, to vacate the chair or to adjourn the meeting; and
 - (3) to act generally at the meeting.
- (e) The Board may waive all or any of the requirements for proxies or representatives, and in particular may, waive the time in which the proxy or instrument appointing a representative must be received, the form the instrument appointing a proxy or representative is in and, on the production of such other evidence as the Board requires to prove the validity of the appointment of a proxy or representative, accept:
- (1) an oral appointment of a proxy or representative; or
 - (2) a copy of an instrument appointing a proxy or representative or of the power of attorney or other authority under which the instrument is signed.
- (f) The appointment of a proxy is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on a resolution, the person acting as proxy for the appointer is not entitled to vote, and must not vote, as the appointer's proxy on the resolution.

14 Board Members

14.1 Composition of Board

The Board will be comprised of:

- (a) the President, the Secretary and the Treasurer elected in accordance with rule 13.3(c);
- (b) three Independent Board Members;
- (c) the Appointed Board Members being:
 - (1) one representative from each Division appointed under rule 14.2(b);
 - (2) one representative from the Young Professionals Network appointed under rule 14.2(b);
 - (3) one representative from each Affiliate Association appointed under rule 14.2(b);
 - (4) the Executive Director appointed under rule 14.2(c).

14.2 Election, appointment and term of Board Members

- (a) The President, the Secretary, the Treasurer and each Independent Board Member must be elected at an annual general meeting of the Members.
- (b) Each Division, the Young Professionals Network and each Affiliate Association must appoint one representative to the Board. The representative will remain a Board Member until the earlier of the following:
 - (1) their appointment is revoked by the relevant Division, the Young Professionals Network or an Affiliate Association and a replacement representative is appointed; or
 - (2) they have been a representative on the Board for a period of six years and a replacement representative is appointed.
- (c) The Board Members may appoint a person with the appropriate skill and experience to the Board as Executive Director. The Executive Director will be a non-voting Board Member, whose period of appointment will be determined by the Board.
- (d) At the first board meeting following the annual general meeting, the Members must elect two Vice-Presidents, including:

- (1) one Appointed Board Member appointed in accordance with rule 14.1(c)(1); and
 - (2) one Appointed Board Member appointed in accordance with rule 14.1(c)(2) or 14.1(b).
- (e) Each Vice-President elected under rule 14.2(d) shall be elected for an initial term of one year. Following this initial term of one year, such a person may only remain a Vice-President if re-elected in accordance with this Constitution.
- (f) The Board Members may appoint any person as a Board Member, either to fill a casual vacancy or as an addition to the existing Board Members but may not appoint an Appointed Board Member except as provided for in rule 14.2(c).
- (g) Subject to this rule and to rule 14.3 and rule 14.5, the Board Members hold office until they cease to be a Board Member under rule 14.6.

14.3 Retirement of Board Members

- (a) A Board Member appointed by the Board Members under rule 14.2(f), holds office only until the conclusion of the next annual general meeting following their appointment.
- (b) Any President elected under rule 14.2(a) shall be elected for an initial term of 3 years. Following this initial term of 3 years, the President may be re-elected for a period of one year if such a President is re-elected in accordance with this Constitution.
- (c) Subject to rule 14.3(b) and rule 14.2(b), a Member of the Board elected in accordance with rule 14.1, shall be elected for an initial term of two years. Following this initial term of two years, such a Member may only remain a Member of the Board if re-elected in accordance with this Constitution.
- (d) The retirement of the President, the Secretary, the Treasurer or Independent Board Member from office and the re-election of that Board Member or the election of another person to that office (as the case may be) takes effect at the conclusion of the meeting at which the retirement and re-election or election occur.

14.4 Nomination of candidates for Board Members

- (a) Nominations of candidates for election as the President, the Secretary, the Treasurer or an Independent Board Member will be called for at least 30 days prior to the annual general meeting of the Association at which elections will be held. The notice calling for nominations must list:
- (1) Board Members ceasing to be Board Members at the annual general meeting and whether they are standing for re-election; and
 - (2) the date the nominations must be received by the Secretary.
- (b) The nominations must be:
- (1) made by a Member;
 - (2) made in writing, signed by one Member other than the candidate;
 - (3) accompanied by a short biographical statement and the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (4) delivered to the Secretary before the date notified.
- (c) If no nomination has been received for the position of President, Secretary or Treasurer, nominations for that position will be permitted at the annual general meeting.
- (d) Independent Board Members can only be nominated by the Board, with the Board being satisfied the person possesses the appropriate skill and experience required.

14.5 Removal of Board Members

- (a) Subject to this rule 14.5, the Members may, by special resolution passed at a

general meeting, remove any Board Member.

- (b) Any request by the Members for a general meeting to consider a special resolution to remove a Board Member must be made in writing by Members representing at least 25% of all Members and outline the reasons for the request. A contact Member must be nominated in the request together with contact details.
- (c) The Board Members must consider the request made under rule 14.5(b) and decide whether to hold a general meeting and put the special resolution to the Members. If the Board Members decide not to hold a general meeting, they must notify the contact Members nominated under rule 14.5(b). If the Board decides to hold a general meeting it must be held within 6 months of the receipt of the request.
- (d) The Board Member who is the subject of a proposed special resolution under rule 14.5(a) must not take part in the Board considerations referred to in rule 14.5(c) and must be given at least 6 weeks' notice of a general meeting. The Board Member may make a representation in writing to the Chairperson (not exceeding a reasonable length) and request that the representation be notified to the Members and the Chairperson must send a copy of the representation to each Member if received at least 28 days before the general meeting and the Board Member may that it be read out at the general meeting.

14.6 Vacation of office

- (a) The office of a Board Member becomes vacant if the Board Member:
 - (1) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
 - (2) is found guilty of or convicted of an indictable offence punishable by imprisonment, whether or not a term of imprisonment is imposed;
 - (3) becomes a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
 - (4) is disqualified from managing a corporation, within the meaning of the *Corporations Act 2001*;
 - (5) is disqualified from being eligible to be a responsible entity within the meaning of the *Australian Charities and Not-for-profits Commission Act 2012*;
 - (6) is removed from office by special resolution of the Members in accordance with rule 14.5;
 - (7) is not present personally or by proxy at meetings of the Board for at least 3 consecutive meetings or at least 4 meetings over a period of 12 months without leave of absence from the Board, unless the Board Members subsequently decide to grant a leave of absence;
 - (8) is a representative appointed to the Board by a Division, the Young Professionals Network or Affiliate Association and their appointment is revoked by the relevant Division, Young Professionals Network or Affiliate Association in accordance with rule 14.2(b); or
 - (9) resigns by written notice to the Association.

14.7 Board Members interests

- (a) Subject to rule 14.7(b), a Board Member who has a direct or indirect pecuniary interest in a matter being considered by the Board (including in relation to a contract or proposed contract with the Association) must:
 - (1) as soon as they become aware of his or her interest, disclose to the Board Members:
 - (A) the nature and extent of his or her interest; and
 - (B) the relation of the interest to the activities of the Association; and

- (2) disclose the nature and extent of the interest in the matter to the Members at the next general meeting.
- (b) Rule 14.7(a) does not apply in respect of an interest that exists only by virtue of the fact that the Board Member is an employee of the Association.
- (c) A Board Member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association, or who has a direct or indirect pecuniary interest in a matter being considered by the Board Members:
 - (1) may choose to remove themselves from a Board discussion on the matter;
 - (2) may be required to remove themselves from a Board discussion on the matter by a decision of the other Board Members; and
 - (3) must not vote on the matter.
- (d) A disclosure under rule 14.7(a)(1) and 14.7(2) must be recorded in the minutes of the meetings at which the disclosure was made.
- (e) A contract is not liable to be avoided by the Association on any grounds arising from the fiduciary relationship between the Board Member and the Association and the Board Member is not liable to account for profits derived from the contract, provided rules 14.7(a) and 14.7(c) have been complied with (if applicable) by the Board Member.
- (f) If there are not enough Board Members to form a quorum to consider a matter due to rule 14.7(c), any Board Member (including a Board Member with a direct or indirect pecuniary interest) may call a general meeting to consider the matter.
- (g) The Board Members may make regulations or adopt a policy dealing with a conflict of interest, including requiring the disclosure of interests that a Board Member, and any person considered by the Board Members as related to or associated with the Board Member, may have, or may be perceived to have, in any matter concerning or which may affect the Association, in any way.

14.8 Use of information or position

- (a) A Board Member must not:
 - (1) while a Board Member; and
 - (2) after ceasing to be a Board Member,
 knowingly or recklessly make improper use of information acquired by virtue of his or her position in the Association so as to:
 - (3) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
 - (4) cause a detriment to the Association.
- (b) A Board Member must not knowingly or recklessly make improper use of his or her position in the Association so as to:
 - (1) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
 - (2) cause detriment to the Association.

14.9 Powers and duties of Board Members

- (a) The Board Members have the duties set out in the Act.
- (b) The Board Members are responsible for managing the Association's affairs and carrying out the purposes of the Association subject to the Act and this Constitution. The Board Members may exercise, to the exclusion of the Association in a general meeting, all the Association's powers which are not required, by the Act or by this Constitution, to be exercised by the Association in a general meeting.
- (c) The Board Members may:
 - (1) appoint or employ an officer, agent or attorney of the Association with

the powers, discretions and duties vested in or exercisable by the Board Members, on the terms the Board Members decide;

- (2) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
- (3) subject to any contract between the Association and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney at any time, with or without cause.

14.10 Proceedings of the Board

- (a) The Board Members may meet together and adjourn and otherwise regulate their meetings as they think fit.
- (b) The simultaneous linking together by electronic means of a sufficient number of the Board Members to constitute a quorum constitutes a meeting of the Board Members. All the provisions in this Constitution relating to meetings of the Board Members apply, so far as they can and with any necessary changes, to meetings of the Board Members by electronic means.
- (c) A Board Member who takes part in a meeting by electronic means is taken to be present in person at the meeting.
- (d) A meeting by electronic means is taken as held at the place decided by the Chairperson of the meeting, as long as at least one of the Board Members involved was at that place for the duration of the meeting.
- (e) If, before or during the meeting, any technical difficulty occurs as a result of which one or more Board Members cease to participate, the Chairperson may adjourn the meeting until the difficulty is remedied or may, where a quorum of Board Members remains present, continue with the meeting.

14.11 Convening Board meetings

- (a) A Board Member may requisition a meeting of the Board Members whenever they think a meeting is reasonably necessary provided they have the support of another Board Member appointed under rule 14.2(b).
- (b) A Board meeting may be requisitioned at the request of at least 2 Board members, elected or appointed in accordance with rule 14.2.
- (c) The Secretary must, if this rule 14.11 is complied with, convene a meeting of the Board Members.

14.12 Notice of Board meetings

- (a) Subject to this Constitution, notice of a meeting of the Board must be given to each person who is at the time of giving the notice a Board Member, except a Board Member on leave of absence approved by the Board Members.
- (b) A notice of a Board meeting:
 - (1) must specify the time and place of the meeting;
 - (2) must state the nature of the business to be transacted at the meeting;
 - (3) must be given at least 14 days prior to the meeting; and
 - (4) may be given in person or by post, electronic means.
- (c) A Board Member may waive the requirement to be sent notice of a meeting of Board Members by notifying the Association to that effect in person, by post or by electronic means.
- (d) The non-receipt of notice of a meeting of Board Members by, or a failure to give notice of a meeting of Board Members to, a Board Member does not invalidate anything done or resolution passed at the meeting if:
 - (1) the non-receipt or failure occurred by accident or error;
 - (2) the Board Member has waived or waives notice of that meeting under rule 14.13(c) before or after the meeting;

- (3) the Board Member has notified or notifies the secretary or chairperson of his or her agreement to that thing or resolution personally, by post or by electronic means before or after the meeting; or
- (4) the Board Member attended the meeting.
- (e) Attendance by a person at a meeting of Board Members waives any objection which that person may have to a failure to give notice of the meeting.

14.13 Quorum at Board meetings

- (a) No business may be transacted at a Board Meeting unless a quorum of Board Members is present at the time the business is dealt with.
- (b) A quorum consists of the nearest whole number greater than 50% of Board Members plus 1, including at least three Board Members appointed in accordance with rule 14.1(c)(1).
- (c) If the number of Board Members in office at any time is not sufficient to constitute a quorum, or is less than the minimum number of Board Members fixed under this Constitution (if any), the remaining Board Members must act as soon as possible to appoint additional Board Members, as required, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

14.14 Chairperson

- (a) The President must preside as Chairperson at each Board meeting if present within 10 minutes after the time appointed for the meeting and willing to act. If the President is not present within 10 minutes after the time appointed for the meeting or is not willing to act, another Board Member as elected by the Board must preside as Chairperson at the meeting.

14.15 Decisions of Board Members

- (a) A meeting of Board Members at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Board Members under this Constitution.
- (b) Each Board Member, except the Executive Director, is entitled to one vote.
- (c) Questions arising at a meeting of Board Members must be decided by a majority of votes cast by the Board Members present and entitled to vote. Such a decision is for all purposes a decision of the Board Members.
- (d) Where the votes on a proposed resolution are equal, the President has the casting vote.

14.16 Written resolutions of Board Members

- (a) A resolution is taken to have been passed by a meeting of Board Members if:
 - (1) a copy of the proposed resolution is provided to all Board Members; and
 - (2) subject to rule 14.16(b), the Board Members sign or consent to a written resolution; and
 - (3) the Board Members, being entitled to vote on the resolution, who sign or consent to the resolution would have constituted a quorum at a meeting of Board Members held to consider that resolution.
- (b) If rule 14.15 prescribes a specific voting threshold for a matter, a resolution in relation to such a matter will only be passed under rule 14.16(a)(1) if the number of Board Members required to meet that specific voting threshold sign or consent to the written resolution.
- (c) A Board Member may consent to a resolution by:
 - (1) signing the document containing the resolution (or a copy of that document);

- (2) giving to the Association at its registered address a written notice (including by other electronic means) addressed to the Secretary or to the Chairperson signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or
- (3) telephoning the Secretary or the Chairperson and signifying assent to the resolution and clearly identifying its terms.

14.17 Secretary

- (a) The Secretary of the Association must keep minutes of:
 - (1) all elections and appointments of Board Members; and
 - (2) the names of Board Members present at a Board meeting or a general meeting; and
 - (3) all proceedings at Board meetings and general meetings.
- (b) Minutes of proceedings at a Board meeting or a general meeting must be signed by the Chairperson at the meeting or by the Chairperson at the next succeeding meeting.

14.18 Treasurer

The Treasurer of the Association must:

- (a) collect and receive all amounts owing to the Association and make all payments authorised by the Association; and
- (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

14.19 Committees of the Board

- (a) The Board Members may delegate any of their powers to one or more Committees consisting of the number of Board Members and any other person they think fit.
- (b) A Committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the Board.
- (c) The provisions of this Constitution that apply to meetings and resolutions of Board Members apply, so far as they can and with any necessary changes, to meetings and resolutions of any Committee.

14.20 Validity of acts

An act done by:

- (a) a person acting as a Board Member;
- (b) a meeting of Board Members; or
- (c) a Committee under rule 14.19.

is not invalidated merely because of one of the following circumstances, if that circumstance was not known by the person, the Board Members or the committee (as applicable) when the act was done:

- (d) a defect in the appointment of the person as a Board Member;
- (e) the person being disqualified to be a Board Member or having vacated office; or
- (f) the person not being entitled to vote.

15 Public Officer

15.1 Appointment

- (a) The Board Members must appoint a Public Officer to hold the position subject to the Act and carry out the duties provided in the Act and any additional duties as decided by the Board Members.
- (b) Before being appointed, the Public Officer must:
 - (1) consent to the appointment;
 - (2) be at least 18 years old; and
 - (3) be a resident of the Australian Capital Territory.
- (c) The Public Officer may hold any other position or office in the Association.
- (d) If the Public Officer is not a Board Member, rule 14.8 applies to the Public Officer as though they are a Board Member.

15.2 Vacation in office

- (a) The office of a Public Officer becomes vacant if the Public Officer:
 - (1) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
 - (2) is found guilty of or convicted of an indictable offence punishable by imprisonment, whether or not a term of imprisonment is imposed;
 - (3) becomes a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
 - (4) is removed from office by resolution of the Board Members;
 - (5) resigns by written notice to the Association; or
 - (6) ceases to be a resident of Australia.
- (b) The Board Members must appoint a new Public Officer within 14 days of the office becoming vacant and provide notice as required under the Act.

16 Patrons of the Association

- (a) The Board may appoint individuals to act as Patrons of the Association.
- (b) The Board may determine the role and responsibilities of the Patrons and the period of appointment.

17 Indemnity and Insurance

17.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this rule 17 apply to Indemnified Officers.

17.2 Indemnity

- (a) The Association must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the Association.
- (b) This indemnity:
 - (1) is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an officer of the Association; and
 - (2) operates only to the extent that the loss or liability in question is not

covered by insurance.

17.3 Insurance

The Association may, to the extent permitted by law, purchase and maintain insurance; or pay or agree to pay a premium for insurance, for any Indemnified Officer against any liability incurred by the person as an officer of the Association where the Board considers it appropriate to do so.

17.4 Savings

Nothing in this rule 17:

- (a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this indemnity or insurance; or
- (b) limits the capacity of the Association to indemnify or provide or pay for insurance for any person to whom this rule 17 does not apply.

18 Financial records

18.1 Keep accounting records

- (a) The Board Members must keep accounting records that:
 - (1) correctly record and explain the Association's transactions and financial position and performance;
 - (2) enable true and fair financial statements to be prepared as required by the Act or any other law; and
 - (3) allow a statement of the accounts of the Association to be conveniently and properly be audited.
- (b) The records must be retained for at least 7 years.
- (c) Before each annual general meeting the Association must prepare a statement of the Association's accounts must be prepared in accordance with the Act.

18.2 Reporting, reviews and audits

The Association must comply with the requirements of reporting, review and audit set out in the Act.

19 Notices

19.1 Notices by the Association to Members

The Association may give notices, including a notice of general meeting to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the register of Members or the alternative address (if any) nominated by the Member; or
- (c) by sending it to the electronic address (if any) nominated by the Member.

19.2 Notices by the Association to the Board Members

Subject to this Constitution, a notice may be given by the Association to any Board Member by:

- (a) serving it personally at the Board Member's usual residential or business address;
- (b) sending it by post in a prepaid envelope to the Board Member's usual residential or business address; or

- (c) by electronic means or to such electronic address, as the Board Member has supplied to the Association for giving notices.

19.3 Notices by Member or Board Member to the Association

Subject to this Constitution, a notice may be given by a Member or Board Member to the Association by:

- (a) serving it on the Association at the registered address of the Association;
- (b) sending it by post in a prepaid envelope to the registered address of the Association; or
- (c) by electronic means to the principal electronic address of the Association.

19.4 Time of service

- (a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
 - (1) in the case of a notice of a general meeting, on the day after the date of its posting; or
 - (2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by electronic means by electronic messaging system that contains a delivery verification function, service of the notice is to be taken to be effected on the generation by the electronic messaging system of a delivery verification notice or log entry, or other confirmation.
- (c) Where notice is sent by electronic means by electronic mail or other electronic messaging system (other than those referred to in rule 19.4(b)), service of the notice is to be taken to be effected on the delivery to:
 - (1) where the addressee is a person, the addressee's electronic mail or electronic messaging system account; or
 - (2) where the addressee is a corporation, the corporation's computer systems.
- (d) If service under rules 19.4(b) and 19.4(c) is on a day which is not a business day or is after 4.00pm (addressee's time), the notice is regarded as having been received at 9.00am on the next following business day.
- (e) For the purposes of rule 19.4(d), business day means a day that is not a Saturday, Sunday or a public holiday or bank holiday in the place concerned.

19.5 Other communications and documents

Rules 19.1 to 19.4 (inclusive) apply, so far as they can and with any necessary changes, to the service of any communication or document.

19.6 Notices in writing

A reference in this Constitution to a written notice includes a notice given by electronic transmission or any other form of written communication.

20 Source and management of funds

- (a) The funds of the Association are to be derived from fees, subscriptions, gifts, sponsorships, donations, government grants, fundraising activities and such other legal sources as the Board determines.
- (b) The funds must be managed as decided by the Board.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed:

- (1) as the Board decides; or
- (2) failing a decision, by any 2 Board Members.

21 Records

21.1 Custody of records

The Board or its delegate for this purpose must keep in its or their custody, or under its or their control, all records, books, documents and securities of the Association.

21.2 Minutes of meetings and minutes of resolutions

- (a) The Board must ensure accurate minutes are recorded and kept for the purpose of:
 - (1) proceedings of general meetings, of Board meetings and of Committees of the Board; and
 - (2) resolutions put to Members, Board Members and Committee Members.
- (b) The minutes of a meeting must be signed within a reasonable time by the Secretary and Chairperson of the meeting or the Chairperson of the next meeting as an accurate record, after the Board concurs the minutes are an accurate record.

21.3 Inspection of records

- (a) The documents associated with incorporation, this Constitution, the trust deed of any trust of which the Association is a trustee, and the minutes of general meetings, including accounting records and financial statements submitted to that general meeting, must be made available for inspection by any Member who gives the Chairperson, the Secretary or Delegate for this purpose, reasonable notice that the Member wishes to inspect them.
- (b) The Board must give a Member a copy of anything referred to in rule 21.3(a) within 14 days of a written request from a Member and payment of any reasonable fee set by the Board Members.
- (c) A Member (other than a Board Member) may apply in writing to the Board to have access to:
 - (1) minutes of Board meetings or meetings of Committees;
 - (2) any resolutions of the Board or any Committee;
 - (3) records, relevant documents or securities of the Association.
- (d) The application must state the Member's purpose of the access and specify how the Member will use the information.
- (e) The Board must review the application at the Board meeting following the receipt of the application, or if that is not practicable, at the next following Board meeting. The Board may request further information or written undertakings from the Member as to the use of the information. The Board may also:
 - (1) agree to the application, subject to the Association's legal and other duties (including privacy, commercial confidentiality, governance) on such terms and conditions as it considers necessary, including setting access and time limits to control any disruption or inconvenience to management or volunteer time, and may require the Member to enter a confidentiality deed or deed restricting the use and disclosure, and any other conditions the Board considers necessary or desirable; or
 - (2) refuse the application in its absolute discretion without the need to provide reasons, if it considers it may not be in the interests of the Association, or any of the other entities referred to in the relevant documents, to allow the Member access.

21.4 Returning documents of the Association

Any person or organisation who has possession or control of documents that belong to the Association are required to return the documents to the Secretary within 28 days after the person or organisation ceases to be a Member or ceases to hold the position or role by virtue of which they had possession or control of the documents.

22 Common seal

- (a) The Association will have a common seal in the form of a rubber stamp inscribed with the name of the Association encircling the word “seal”.
- (b) The seal shall be affixed to documents as authorised by the Board and must be attested by the signatures of 2 Board Members.
- (c) The common seal of the Association must be kept in the custody of the Secretary.

23 Application of the Act

23.1 What parts of the Act apply?

Unless the contrary intention appears:

- (a) an expression used in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision; and
- (b) subject to rule 23.1(a), an expression in a rule that has a defined meaning for the purposes of the Act has the same meaning as in the Act.

23.2 Model Rules

The provisions of this Constitution displace each provision of the Model Rules, except to the extent required by the Act.

24 Transitional arrangements

- (a) This Constitution replaces the Constitution of the Association in place immediately prior to the coming into operation of this Constitution.
- (b) A person holding the position of President, Secretary, Treasurer and Executive Director immediately prior to the coming into operation of this Constitution will continue to hold that position, but will, from that date, be subject to the provisions of this Constitution.
- (c) Following the coming into operation of this Constitution, the Board may, in accordance with rules 14.2(c) and 14.2(f), appoint the Executive Director and three Independent Board Members to the Board.

25 Review

This Constitution will be reviewed every 5 years in a manner as determined by the Board.