

NEW CONSTITUTION of LAUNCESTON POLICE AND COMMUNITY YOUTH CLUB INC

Summary of key constitutional changes

In this paper, “Act” means Associations Incorporation Act 1964 (TAS)

New Clause	Subject	Comments	Reasons for change
5	Charitable Purposes	<p>The purposes of an association describe the reason that it exists and also influence its taxation status.</p> <p>The new format for the purposes clause is to have one overall objective that encompasses the broad charitable purpose for the entity. This overall charitable objective is supported by sub-goals that would give an indication of the types of work or actions that the organisation may take in pursuing the overall objective.</p>	<p>The purposes clause has been reviewed to ensure it reflects Launceston PCYC’s mission and activities and to demonstrate that Launceston PCYC is a Public Benevolent Institution.</p> <p>The second part of the objects in the current constitution has been moved appropriately to “Powers of the Association”.</p>
7	Membership	<p>Currently the membership classes comprise of Adult membership, Corporate membership, Family membership, Student membership, Junior membership, Senior Membership and Life members.</p> <p>The proposed new Constitution will have two classes of Membership. “Voting Membership and Non-voting Membership”. The proposed new Constitution will set broad eligibility criteria for each class and give the Committee the power to create categories within a class without those categories having to be named in the Constitution.</p> <p>Adult Membership’, ‘Family Membership’, ‘Concessional Membership’, ‘Family Membership’, ‘Corporate Membership’, ‘Life Membership’ and ‘Senior Membership’ are to be classified as ‘Voting Members’.</p> <p>‘Junior Membership’ is to be classified as ‘Non-Voting Members’ and ‘Student Membership’ is to be classified either</p>	<p>The proposed change provides flexibility allowing the composition of membership to change as circumstances change.</p>

New Clause	Subject	Comments	Reasons for change
		as 'Voting Members' or 'Non-Voting Members' based on the age criteria.	
8	Rights and obligations of Members	<p>This is a new clause that clearly states the rights of members.</p> <p>All adult members have same voting rights. Junior Members do not have the voting rights and are classified under non-voting membership. Current Student membership is to be classified either as 'Voting Members' or 'Non-Voting Members' based on the age criteria.</p>	Membership rights are fundamental to membership and should be clearly specified in the constitution.
9	Members Representatives	This is a new clause that clearly states that if a Member is not an individual, the Member will appoint an individual, called the Members Representative, who will represent that Member at General Meetings and in the case of a Voting Member, may vote on behalf of that Voting Member.	Under the proposed new Constitution membership is open to both individuals and organisations and hence this clause is being included.
10	Application for membership	New constitution will give ultimate power to the Board to determine membership applications. Under the current constitution, completed applications are to be lodged to the Club manager or its delegate along with payment of subscription fee fixed under the Rules. Determination of membership applications was not properly addressed.	This is a standard clause in constitutions. Ultimate power for the determination of membership applications should rest with the Board. In practice, the Board may delegate to an individual or a committee.
13	Ceasing to be a Member	This rule outlines standard situations when a member automatically ceases to be a member.	This is a standard rule in constitutions of membership bodies. In the current constitution only few cases leading to cessation of membership have been envisaged being resignation and expulsion. However, there may be other reasons for cessation of membership such as death, resignation, conviction of member for an indictable offence, non-payment of fees etc which have not been provided for.
14	Suspending or Expelling a Member	The provisions regarding disciplinary matters in the proposed new constitution have been drafted to ensure the process is appropriate and practical. Further, the current constitution conflates the disciplining of members with operational policies relating to program participants and users of the club facilities.	Disciplinary procedures and appeal clauses to deal with Members rather than program participants and users of the club facilities.
16-19	General Meetings	The key changes are: Notice period for a special resolution is 21 days in line with the Act.	Provisions regarding General Meetings have been updated to reflect good practice and follow the requirements of the Act.

New Clause	Subject	Comments	Reasons for change
		<p>Provide for virtual meetings.</p> <p>The quorum for a general meeting remains as six members (Rule 26(3)).</p>	<p>Whilst the current constitution is silent about virtual meetings, it is recommended that the constitution explicitly provide for the holding of meetings using technology.</p>
24	Board composition	<p>Committee renamed to the Board of Directors</p> <p>New board composition is: Ten Directors comprising: a) seven Elected Directors elected by the Voting Members; and b) up to three Appointed Directors.</p> <p>Current Committee consists of: (per clause 35.1 of current constitution) (i) President (ii) Vice-President (iii) Secretary (iv) Treasurer (v) up to eight elected members. All of whom must be Ordinary Members</p>	<p>The term "Board of Directors" reflects contemporary terminology.</p> <p>New composition clarifies the board size.</p> <p>Members will be elected to a general Elected Director position rather than into specific office bearer positions. See also point 34 below regarding Office Bearers.</p> <p>As membership organisations by their nature are democratic in their approach to governance and the selection of Directors, Boards are sometimes constrained by the election processes in the constitution. This means the Board may have limited ability to recruit specifically on skills. A common way to address this is to allow for a number of Appointed Directors to be appointed by the Board and to establish a Nominations Committee.</p>
25	Eligibility of Directors	<p>New clause defines the eligibility criteria for becoming a director.</p> <p>An Elected Director must be a Voting Member, while an Appointed Director may be but does not have to be a Member but will have the experience, perspectives, capabilities or skills that the Board considers desirable.</p>	<p>Current constitution does not clearly define eligibility criteria.</p>
28	Nominations Committee	<p>This new clause is added to give the Board power to establish a Nominations Committee. The Nominations Committee will assess the skills, expertise and balance required on the Board and approve candidates who may stand for election.</p>	<p>As membership organisations by their nature are democratic in their approach to governance and the selection of Directors, Boards are sometimes constrained by the election processes in the constitution. This means the Board may have limited ability to recruit specifically on skills. A common way to address this is to allow for a number of Appointed Directors to be appointed by the Board and to establish a Nominations Committee.</p>

New Clause	Subject	Comments	Reasons for change
29	Terms limits for Directors	There will be a term limit for Directors of 10 consecutive years or 5 consecutive terms.	The standard way to ensure refreshing of the Board is by setting term limits. This is designed to retain corporate knowledge for a reasonable period while ensuring a healthy turnover of Directors.
34	Office Bearers	The Board will elect from amongst the Elected Directors the following Office Bearers: a) a President, b) a Vice President.	<p>It proposed that elections are held for general Elected Director positions with the Board then choosing the office bearers from amongst the Elected Directors. According to Associations Forum's Board Survey, 70% of Associations have the Board elect the President, rather than the membership electing this position. The Board will know who is best suited to be in a particular office bearer position as they will work with them first-hand in a close environment.</p> <p>In practice, the Board would usually elect the office bearers annually for a 1-year term at the first Board meeting following the new Board coming into office. Well performing office bearers would normally be re-appointed for consecutive 1-year terms if they are re-elected or re-appointed on to the Board.</p> <p>Position descriptions should not be specified in the constitution as these are operational matters and may be addressed in other documents such as a Board Charter.</p> <p>With regards to the position of Treasurer - There is no legal requirement for the association to have a Treasurer. Many associations do not include a Treasurer in their constitution. This is because the financial responsibility is shared by all directors, and there is a body of opinion that having a Treasurer as a member on the Board psychologically reduces the attention of the other Directors from financial matters. The removal of the office of Treasurer would be compensated for by having a Finance and Audit Committee.</p>
36	By-laws	New clause clarifying that the Board has the power to make By-laws	A standard clause in constitutions of associations is one that gives the Board power to create by-laws. Matters that give effect to provisions of the constitution or to govern the procedures and activities of the

New Clause	Subject	Comments	Reasons for change
			organisation and are subject to change can go into the by-laws. For example, the constitution will state that elections will be conducted, and the by-laws will prescribe the detailed process for such elections.
38	Payments to Directors	New clause to clarify that Directors may not be paid Directors fees, but they may be reimbursed for expenses and may be paid for work they do in another capacity (e.g., if a Director runs a workshop, they may be paid for their services).	This is a standard clause in constitutions. The omission of such a clause may cause ambiguity over whether Directors are entitled to such payments.
39-41	Board meetings	The current quorum for a Board meeting is retained and will be expressed as a majority of Directors in office There will no longer be a casting vote for the chair of the meeting. Board meetings may be held using technology.	These changes are in line with contemporary practice. The chair of the meeting should not have more votes than other Directors. If a vote is tied, it has not achieved the requisite majority and therefore will not be passed.
42	Decisions of the Board without a Board meeting	Clarify that Board may pass resolution without a meeting (written resolution).	This is a standard clause in constitutions that allows the Board to pass a written or circular resolution.
46	Service of Notices on Members	Inclusion of 46.1(d): making a copy of it accessible electronically and advising the Member of its availability via the electronic contact address	Reflect current technologies and permits the association to post notices on the website and send members a hyperlink to the documents.
49	Custody and Inspection of Records	New clause 49.3 provides for the Board to refuse to permit a member to inspect records that relate to confidential, personal, employment, commercial or legal matters.	New clause 49.3 ensures confidentiality and privacy is maintained as required.
51	Winding up	Winding up clause rewritten to clarify process for winding up. Upon winding up, surplus funds will be distributed to another/other NFP(s) with similar purposes.	As Launceston PCYC is endorsed as a Deductible Gift Recipient (DGR), the proposed new constitution includes the requisite DGR revocation clauses.
52	Transitional arrangements	If members approve the new constitution at the SGM, the new constitution will become effective when Consumer, Business and Occupational Services approves it. These clauses outline how the current board structure will transition to the new structure under the new constitution. Current board members will all continue as Elected Directors. In conjunction with the 2024 AGM, elections will be held under the new constitution.	Required clauses to outline the transition process

New Clause	Subject	Comments	Reasons for change
		<p>The Board may appoint up to two Appointed Directors at any time.</p> <p>The clauses also clarify how current membership structure is classified under the proposed new constitution.</p>	

LAUNCESTON POLICE AND COMMUNITY YOUTH CLUB INC.

CONSTITUTION

Incorporated pursuant to the *Associations Incorporation Act 1964* (Tas) with
Incorporation Number 00844C

DRAFT AS AT 10 JANUARY 2024

Contents

PART A — GENERAL	3
1. Name of the Association	3
2. Definitions	3
3. Interpretation	4
4. Type of Association	4
5. Charitable Purposes	5
6. Powers	5
PART B — MEMBERSHIP	6
7. Classes of Membership	6
8. Rights and Obligations of Members	6
9. Members Representatives	7
10. Application for Membership	7
11. Membership Fees	8
12. Members Register s	8
13. Ceasing to be a Member	9
14. Suspending or Expelling a Member	9
15. Dispute Resolution	11
PART C — GENERAL MEETINGS	12
16. Calling a General Meeting	12
17. Notice of a General Meeting	13
18. Business at a General Meeting	14
19. Quorum at a General Meeting	15
20. Chairperson of a General Meeting	15
21. Methods of Voting at a General Meeting	16
22. Decisions at a General Meeting	16
23. Cancellation or Postponement of a General Meeting	17
PART D — BOARD OF DIRECTORS	17
24. Board Composition	17
25. Eligibility of Directors	17
26. Election of Elected Directors	18
27. Appointment of Appointed Directors	19
28. Nominations Committee	19
29. Term limits for Directors	19
30. Ceasing to be a Director	19
31. Casual Vacancies	20
32. Removing a Director	21
33. No Alternate Directors	21
34. Office Bearers	21
35. Powers of the Board	21
36. By-laws	22
37. Duties of Directors	22
38. Payments to Directors	23
39. Board Meetings	23
40. Notice of a Board Meeting	23
41. Quorum at a Board Meeting	24
42. Decisions of the Board without a Board Meeting	24
43. Validity of Acts of Directors	24
PART E — ADMINISTRATIVE MATTERS	24
44. Association's office	24
45. Minutes	24
46. Service of Notices to Members	25
47. Accounts and Audit	25
48. Management of Funds	26
49. Custody and Inspection of Records	26
50. Changes to the Constitution	26
51. Winding Up the Association	26
52. Transitional Arrangements	27

LAUNCESTON POLICE AND COMMUNITY YOUTH CLUB INC. CONSTITUTION

PART A — GENERAL

1. Name of the Association

- 1.1. The name of the Association is Launceston Police and Community Youth Club Inc.

2. Definitions

- 2.1. In this Constitution, except as so far as the context or subject matter otherwise indicates or requires:
- a) **Associations Act** means the *Associations Incorporation Act 1964* (Tas);
 - b) **ACNC** means the Australian Charities and Not-for-profits Commission;
 - c) **ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);
 - d) **Board** means some or all of the Directors acting as the Board of Directors;
 - e) **By-laws** means the rules and regulations of the Association made by the Board in accordance with clause 36;
 - f) **Charities Act** means the *Charities Act 2013* (Cth);
 - g) **Code of Conduct** means any code of conduct applicable to Members made by the Board;
 - h) **Constitution** means this document which describes the rules of the Association subject to the Associations Act;
 - i) **Director** means an individual elected or appointed as a Director of the Board;
 - j) **General Meeting** means a formal meeting of the Members and includes an Annual General Meeting;
 - k) **Members Register** means the register of Members referred to in clause 12;
 - l) **Public Officer** means an individual appointed to undertake the role of Public Officer as defined in the Associations Act and this Constitution;
 - m) **Secretary** means an individual or individuals appointed to undertake the role of Secretary as defined in the Associations Act and this Constitution;
 - n) **Office Bearer** means a Director appointed to the position of President or Vice President in accordance with clause 34; and
 - o) **Special Resolution** means a resolution passed by a majority of not less than three-quarters of such Members entitled to vote as may be present in person at a General Meeting of which notice specifying the

intention to propose the resolution as a Special Resolution was given in accordance with this Constitution.

3. Interpretation

- 3.1. The model rules prescribed under the Associations Act do not apply to the Association.
- 3.2. Headings are for convenience only and do not affect the interpretation of this Constitution.
- 3.3. The following rules of interpretation apply unless any contrary intention appears in this Constitution or the context requires otherwise:
 - a) mandatory provisions of the Associations Act override any clause in this Constitution which is inconsistent with that Associations Act;
 - b) reference to an act includes every amendment, re-enactment, or replacement of that act and any subordinate legislation made under that act such as regulations;
 - c) a reference to a clause or sub-clause is to a clause or sub-clause of this Constitution;
 - d) where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning;
 - e) reference to a person is a reference to an individual, company, any other body corporate, partnership, joint venture, association or other body whether or not incorporated;
 - f) the words 'writing' and 'written' include any mode of representing or reproducing, including electronically, words, figures, drawings or symbols in a visible or communicable form;
 - g) the words 'including', 'for example', or similar expressions do not limit the inclusions or examples;
 - h) a gender includes all genders; and
 - i) singular includes plural and vice versa.

4. Type of Association

- 4.1. The Association:
 - a) is a charity as defined in the Charities Act; and
 - b) is registered as a charity with the ACNC.
- 4.2. The assets and income of the Association must be applied solely in furtherance of the Charitable Purposes described in clause 5 and no portion of the income or assets of the Association may be paid or transferred, directly or indirectly, to any Member.
- 4.3. Clause 4.2 does not prevent the Association from doing the following things, provided they are done in good faith:
 - a) paying a Member for goods or services they have provided to or expenses they have properly incurred on behalf of the Association at fair and reasonable rates or rates more favourable to the Association

- b) reimbursing a Member for expenses they have properly incurred on behalf of the Association;
- c) making a payment to a Member in carrying out the Charitable Purposes; or
- d) making a payment for any other bona fide reason related to the attainment of the Charitable Purposes.

4.4. This Constitution comprises a contract between:

- a) the Association and each Member;
- b) the Association and each Director; and
- c) a Member and each other Member.

5. Charitable Purposes

The charitable purposes of the Association (**Charitable Purposes**) are to provide benevolent relief to young people and other community members who are suffering from poverty, destitution, misfortune, helplessness, distress or disadvantage by:

- a) partnering with police, community and education services to offer diverse activities and programs aimed at developing young people's passion, skills and connections whilst making a positive contribution to society and reducing the engagement of young people with the youth justice system;
- b) providing socially disengaged young people and those at risk of engaging with the youth justice system, the opportunity to participate in a range of sporting, recreational, cultural and educational activities in order to empower them to make better life choices;
- c) assisting individuals in the development of their self-esteem, confidence, social skills and leadership skills;
- d) promoting the physical, mental and social welfare of young people and community members who may be regarded as disadvantaged, disengaged, vulnerable, 'at risk' or marginalised; and
- e) providing links between the Tasmanian police service, young people and the wider Tasmanian community in order to foster mutual respect and understanding.

6. Powers

6.1. The Association has the following powers which may be used only to carry out its Charitable Purposes:

- a) subject to the Associations Act, the powers of an individual;
- b) all the powers of an association under the Associations Act; and
- c) the power to do all things necessary or convenient to be done for, or in connection with, the attainment of the Charitable Purposes.

PART B — MEMBERSHIP

7. Classes of Membership

- 7.1. There are two classes of membership:
 - a) Voting Members; and
 - b) Non-Voting Members.
- 7.2. Voting Membership is open to a person who:
 - a) supports the Charitable Purposes;
 - b) if an individual, is not less than 18 years of age; and
 - c) satisfies any additional requirements for Voting Membership as prescribed by the Board and set out in the By-laws.
- 7.3. Non-Voting Membership is open to a person who:
 - a) is interested in the Charitable Purposes but who is not otherwise eligible to be a Voting Member; and
 - b) satisfies any additional requirements for being a Non-Voting Member as prescribed by the Board and set out in the By-laws.
- 7.4. The Board may provide for categories of membership within each class on such terms and conditions as the Board determines.
- 7.5. The Board may determine additional requirements for admission as a Member or as a Member in a particular class or category of membership.

8. Rights and Obligations of Members

- 8.1. A Voting Member has the right to:
 - a) receive notices of and to attend General Meetings;
 - b) vote at General Meetings on resolutions put to the Members and on the election of Directors; and
 - c) if eligible, nominate or be nominated for election as an Elected Director.
- 8.2. A Non-Voting Member:
 - a) is entitled to receive notices of and to attend General Meetings, but
 - b) does not have voting rights and is not entitled to nominate or elect Directors nor stand for election as a Director.
- 8.3. The Board may extend benefits and services to Members that may differ between classes and categories of membership and within classes and categories of membership.
- 8.4. A Member who has not paid any fees payable by the due date is not entitled to exercise their rights while the fee remains unpaid.
- 8.5. A Member is entitled to exercise their rights if their membership rights are not suspended for any other reason.
- 8.6. Members must comply with:

- a) this Constitution;
 - b) the By-Laws, if any; and
 - c) the Code of Conduct, if any.
- 8.7. A Member must, within a reasonable time, notify the Public Officer of any change to their details as recorded in the Members Register.
- 8.8. A right, privilege or obligation held by reason of being a Member:
- a) is not capable of being transferred or transmitted to another person; and
 - b) terminates upon cessation of the Member's membership.
- 8.9. If the Association is wound up, each person who was, immediately before the Association is wound up, a Member of the Association, and each person who was a Member of the Association within the period of 12 months immediately preceding the commencement of the winding up, is liable to contribute:
- a) to the assets of the Association for payment of the liabilities of the Association;
 - b) for the costs, charges and expenses of the winding-up; and
 - c) for the adjustment of the rights of the contributors among themselves.
- 8.10. Any liability under clause 8.9 is not to exceed \$5.00.
- 8.11. Despite clause 8.9, a former Member of the Association is not liable to contribute under that clause in respect of any liability of the Association incurred after they ceased to be a Member.

9. Members Representatives

- 9.1. If a Member is not an individual, the Member will nominate to the Public Officer at the time of application for membership the name of one individual, called the **Members Representative**, who will represent that Member at General Meetings and in the case of a Voting Member, may vote on behalf of that Voting Member.
- 9.2. A Member may by notice to the Public Officer change its Members Representative.
- 9.3. The Public Officer will keep a register of Members Representatives.

10. Application for Membership

- 10.1. An application for membership must be in a form prescribed by the Board.
- 10.2. The Board may approve or reject an application for membership.
- 10.3. The Board may refuse any application for membership without being compelled to give the reasons for such refusal.
- 10.4. The Board may delegate the consideration and determination of any membership application.

- 10.5. Once the outcome of a membership application is determined, written notice of the decision of the Board or their delegate is to be sent to the applicant within a reasonable time.
- 10.6. The acceptance of an applicant as a Member is subject to the payment of any fees and if such payment is not made, the Board may cancel its acceptance of the applicant for membership of the Association.
- 10.7. If the applicant is not admitted to membership, then any monies paid by the applicant for membership must be returned to the applicant in full within a reasonable time.
- 10.8. An applicant who is admitted to membership is entitled to exercise the rights and privileges of that membership when their name is entered in the Members Register.

11. Membership Fees

- 11.1. The Board may set any joining fee, membership fees and may determine different fees:
 - a) for different classes or categories of membership;
 - b) within classes or categories of membership; or
 - c) for different Members.
- 11.2. The Board may in its discretion waive or vary the amount of any fee set.
- 11.3. Any fee charged to Members is payable in such manner and at such times as determined by the Board.
- 11.4. If any fee remains unpaid for a period of one month after it becomes due, written notice will be given to the Member of that fact. Unless the Board resolves otherwise, if the fee remains unpaid more than two months after the date of the notice, the Member's membership will be terminated.
- 11.5. Membership that has been terminated under this Constitution may be reinstated at the discretion of the Board upon payment of the outstanding fee.

12. Members Register s

- 12.1. The Public Officer or another person delegated by the Board must establish and maintain a register of Members (**Members Register**) (which may be in electronic form) containing:
 - a) the name of each Member and the date on which they became a Member;
 - b) the Member's address (which may be an email address), to which notices from the Association may be sent;
 - c) the name of each person who has ceased to be a Member and the date on which the person ceased to be a Member; and
 - d) any other information as determined by the Board or required by the Associations Act.

- 12.2. Members may not inspect or obtain a copy of all or part of the Members Register, except as permitted by the Board and if permitted may be charged a fee to obtain such a copy.
- 12.3. A Member must not use information obtained from the Members Register to contact or send material to Members, other than for:
 - a) the purposes of sending a notice in respect of a General Meeting; and
 - b) any other purpose necessary to comply with a requirement of the Associations Act or as permitted by the Board.

13. Ceasing to be a Member

- 13.1. A Member ceases to be a Member if they:
 - a) resign in writing;
 - b) die;
 - c) are wound up or dissolved;
 - d) have their membership terminated or are expelled under this Constitution;
 - e) cease to satisfy the criteria to be a Member: on the date that the Board resolves to terminate the membership;
 - f) are convicted of an indictable offence: on the date that the Board resolves to cease the membership;
 - g) fail to provide any information required by the Board as part of the renewal process, unless the Board resolves otherwise; or
 - h) fail to satisfy any undertaking given by the Member upon them being admitted as a Member or in any other circumstances prescribed in the terms of membership that are applicable to the Member: on the date that the Board resolves to cease the membership.
- 13.2. The Board may waive any grounds for cessation of membership or any breach of this Constitution by a Member and readmit any person as a Member as it thinks fit.
- 13.3. Any Member ceasing to be a Member:
 - a) is not be entitled to any refund, in full or part, of any membership fees paid; and
 - b) will not be readmitted as a Member until all unpaid fees outstanding at the time they ceased to be a Member are paid, including any interest or other charges levied on any outstanding fees.
- 13.4. Upon ceasing to be a Member, the Member's name will be removed from the Members Register with the date on which the Member ceased to be a Member being recorded.

14. Suspending or Expelling a Member

- 14.1. The Board may suspend or expel a Member from the Association if the Board considers that the Member:

- a) has failed to comply with this Constitution or the By-Laws;
 - b) has failed to comply with the Code of Conduct;
 - c) refuses to support the Charitable Purposes;
 - d) acts in a manner prejudicial to the interests of the Association; or
 - e) acts in a manner that the Board considers it as undesirable for the Member to continue to be a Member.
- 14.2. Written notice must be provided to the Member of the proposed suspension or expulsion at least 14 days before the Board Meeting at which the proposal is to be considered by the Board.
- 14.3. The written notice provided to the Member of the proposed suspension or expulsion must state:
- a) the time, date and location of the Board Meeting at which the proposed suspension or expulsion resolution is to be considered;
 - b) if the Board Meeting is to be held using technology, the details of that technology;
 - c) the grounds upon which the proposed suspension or expulsion resolution is based;
 - d) that the Member may attend and speak at the Board Meeting at which the proposed suspension or expulsion resolution is to be considered; and
 - e) that the Member may submit to the Board written representations at or prior to the date of the Board Meeting at which the proposed suspension or expulsion resolution is to be considered.
- 14.4. At the Board Meeting at which the proposed suspension or expulsion resolution is to be considered, the Board must:
- a) give the Member an opportunity to make oral representations; and
 - b) give due consideration to any oral representations and to any written representations submitted to the Board by the Member at or prior to the Board Meeting.
- 14.5. After considering any explanation, the Board may decide to:
- a) take no further action;
 - b) warn the Member;
 - c) suspend the Member's rights as a Member for a period of not more than 12 months;
 - d) expel the Member;
 - e) refer the decision to an unbiased, independent person on the condition that such person can only make a decision that the Board could have made; or
 - f) require the matter to be determined at a General Meeting.

- 14.6. The Board must give the Member written notice of the Board's decision, and the reasons for the decision, within seven days after the Board Meeting at which the decision is made.
- 14.7. There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause 14.
- 14.8. If the Board resolves to expel a Member under clause 14.5.d) the Member may make an appeal to the Association against the Board decision by lodging with the Public Officer a notice to that effect within 14 days after notice of the Board decision is served on the Member (Notice of Appeal).
- 14.9. The Notice of Appeal may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- 14.10. On receipt of a Notice of Appeal from a Member, the Board is to convene a General Meeting to be held within 45 days after the date on which the Public Officer received the Notice of Appeal. The Member's membership is suspended from the date of the Board decision under clauses 14.5.c) or 14.5.d) pending the outcome of the appeal at the General Meeting.
- 14.11. At the General Meeting convened to consider the appeal:
 - a) no business other than the question of the appeal is to be transacted;
 - b) the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - c) the Members present are to vote by secret ballot on the question of whether the Board decision under clauses 14.5.c) or 14.5.d) should be revoked.
- 14.12. The Board decision under clauses 14.5.c) or 14.5.d) is overturned if the Voting Members pass a Special Resolution at the General Meeting in favour of revoking the Board decision.
- 14.13. If the Board decision under clauses 14.5.c) or 14.5.d) is not overturned by the Voting Members at the General Meeting, the Member's suspension or expulsion takes effect from the date that notice of the Board decision under clauses 14.5.c) or 14.5.d) is served on the Member.
- 14.14. Clauses 14.5.c) and 14.5.d) relate to the suspension or expulsion of a Member in their capacity as a Member. It does not preclude or limit the power of the Board or the Association's employees to warn, suspend, ban or remove a person from accessing the Association's facilities, programs or services in accordance with the Association's policies as amended from time to time.

15. Dispute Resolution

- 15.1. The dispute resolution procedure set out in this clause applies to disputes between:
 - a) a Member and another Member, in their capacity as Members; or
 - b) a Member, in their capacity as a Member, and the Association.

- 15.2. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- 15.3. If the parties are unable to resolve the dispute at the meeting, the dispute will be referred to mediation.
- 15.4. At a mediation, the mediator must be:
 - a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement:
 - i. in the case of a dispute between a Member and another Member, a person appointed by the Board who may be a Member that is not party to the dispute; or
 - ii. in the case of a dispute between a Member and the Association, a person who is an appropriately qualified mediator appointed by the Board.
- 15.5. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 15.6. Each party must pay an equal share for the cost for mediation.
- 15.7. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Associations Act or otherwise at law.
- 15.8. A Member must not initiate a dispute resolution procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

PART C — GENERAL MEETINGS

16. Calling a General Meeting

- 16.1. The Board may call a General Meeting.
- 16.2. The time, place of, and the technology to be used, if any, at, the General Meeting to be determined by the Board.
- 16.3. An Annual General Meeting will be held once in each calendar year.
- 16.4. A General Meeting may be held at one or more venues, or wholly or partly online or virtually, using any technology that provides the Members with a reasonable opportunity to participate, including the ability to hear and be heard.
- 16.5. A Member who participates in a General Meeting using the technology prescribed by the Board is taken to be present at the General Meeting and, if the Member votes at the meeting using the technology prescribed, is taken to have voted in person.
- 16.6. A virtual General Meeting and a General Meeting that is partly held using technology, and partly held at a physical location or locations, is deemed to have been held at the Association's registered office.
- 16.7. A General Meeting must be held:

- a) at a reasonable time;
 - b) at a reasonable location or locations if the General Meeting is being held at a physical location or locations and any of the Members are entitled to physically attend the General Meeting; and
 - c) if virtual meeting technology is used in holding the General Meeting, in such a way as to give the persons entitled to attend the General Meeting, as a whole, a reasonable opportunity to participate in the meeting without being physically present in the same place.
- 16.8. A General Meeting is taken to be held at a reasonable time if any of the following applies:
- a) if there is only one location at which the Members entitled to physically attend the General Meeting may do so, the meeting is held at a time that is reasonable at the location;
 - b) if there are two or more locations at which the Members who are entitled to physically attend the General Meeting may do so, the meeting is held at a time that is reasonable at the main location for the General Meeting as set out in the notice of the meeting; or
 - c) if the General Meeting is held using virtual meeting technology, the General Meeting is held at a time that is reasonable at the Association's registered office.
- 16.9. A General Meeting must also be convened by the Board upon the requisition of not less than 10% of Members who are entitled to vote at a General Meeting.
- 16.10. A requisition for a General Meeting called by Members:
- a) must state the purpose or purposes of the General Meeting;
 - b) must be signed by the Members making the request;
 - c) must be lodged with the Public Officer; and
 - d) may consist of several documents in a similar form, each signed by one or more of the Members making the request.
- 16.11. A requisition for a General Meeting called by Members:
- a) may be in electronic form; and
 - b) may include one or more signatures transmitted by electronic means.
- 16.12. If the Board fails to give notice of a General Meeting called by Members within one month after the date on which the request for the General Meeting is lodged, any one or more of the Members making the request may convene a Special General Meeting which must be held not later than three months after that date.
- 16.13. A Special General Meeting called by Members under clause 16.12 must be convened as nearly as is practicable in the same manner as a General Meeting convened by the Board.

17. Notice of a General Meeting

- 17.1. Notice of a General Meeting must be given to:

- a) each Member;
 - b) each Director; and
 - c) the auditor, if any.
- 17.2. Notice of a General Meeting must include:
- a) the time, date, place of, and, if any, the technology to be used to facilitate the General Meeting;
 - b) if virtual meeting technology is to be used to hold the General Meeting, sufficient information to allow the Members to participate in the General Meeting by means of the technology; and
 - c) if applicable, that a Special Resolution is to be proposed at the General Meeting and the words of the proposed Special Resolution.
- 17.3. Notice of a General Meeting must be given at least 14 days before the date fixed for the holding of the General Meeting except if the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution.
- 17.4. If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution, at least 21 days' notice must be given to Members.
- 17.5. Notice of a General Meeting must not be provided less than 21 days before the General Meeting if it is proposed that a resolution is to be moved to:
- a) remove a Director;
 - b) appoint a Director in order to replace a Director who has been removed; or
 - c) remove an auditor.
- 17.6. The accidental failure to give notice of any General Meeting to, or the non-receipt of notice of a General Meeting by, any Member entitled to receive notice will not invalidate the proceedings at or any resolution passed at the General Meeting.
- 17.7. A Member's attendance at a General Meeting waives any objection that the Member may have regarding a failure to give notice, or the giving of defective notice, of the General Meeting.

18. Business at a General Meeting

- 18.1. No business other than that specified in the notice convening a General Meeting is to be transacted at the General Meeting.
- 18.2. The business of an Annual General Meeting may include any of the following, even if not referred to in the notice of meeting:
- a) the consideration of the annual financial report, the Board's report and the auditor's report;
 - b) the election or announcement of appointment of Directors; and
 - c) the appointment of the auditor.

19. Quorum at a General Meeting

- 19.1. The quorum for the transaction of the business of a General Meeting is at least six Voting Members present in person and entitled to vote including a majority of Elected Directors present and entitled to vote.
- 19.2. No business may be conducted at a General Meeting if a quorum is not present.
- 19.3. If a quorum is not present within 30 minutes after the time appointed for a General Meeting:
 - a) if convened by or on the requisition of Members: the General Meeting is dissolved; and
 - b) in any other case, the General Meeting stands adjourned to such other day, time and place as the Board appoints by notice to the Members and others entitled to notice of the meeting.
- 19.4. If at the adjourned General Meeting a quorum is not present within 30 minutes from the time appointed for the General Meeting, the General Meeting will lapse.

20. Chairperson of a General Meeting

- 20.1. The President will preside as chairperson of each General Meeting.
- 20.2. If there is no President, or the President is not present within 15 minutes after the time appointed for the commencement of the General Meeting, or the President is unable or unwilling to act as chairperson of the General Meeting or of part of the General Meeting, then the following persons will preside as chairperson of the General Meeting in the order of precedence:
 - a) the Vice President;
 - b) any other Director present who has been appointed as chairperson by the other Directors present; or
 - c) a Member present chosen by a majority of the Voting Members.
- 20.3. The chairperson of a General Meeting is responsible for the conduct of the General Meeting and any question arising at a General Meeting relating to the order of business, procedure or conduct of the General Meeting must be referred to the chairperson whose decision is final.
- 20.4. The chairperson of a General Meeting may at any time they consider it necessary or desirable for the proper and orderly conduct of the General Meeting:
 - a) impose a limit on the time that a person may speak on a motion or other item of business, question, motion or resolution being considered by the General Meeting;
 - b) terminate debate or discussion at the General Meeting; and
 - c) adopt any procedures for casting or recording votes at the General Meeting whether on a show of hands or a poll.
- 20.5. The chairperson of a General Meeting may at any time during the course of a General Meeting, adjourn the General Meeting from time to time and

from place to place, but no business may be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.

- 20.6. When a General Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting must be given as in the case of an original General Meeting.

21. Methods of Voting at a General Meeting

- 21.1. A Member may not vote at a General Meeting unless all fees due and payable by the Member to the Association have been paid.
- 21.2. Upon any question arising at a General Meeting, a Member entitled to vote has one vote.
- 21.3. All votes are to be given in person.
- 21.4. An objection to the qualification of a Member to vote at a General Meeting:
- a) must be raised before or at the General Meeting at which the vote objected to is given or tendered; and
 - b) must be referred to the chairperson of the General Meeting whose decision on the qualification to vote is final.
- 21.5. If virtual meeting technology is used to hold a General Meeting and a document is required or permitted to be tabled at the General Meeting, the document is taken to have been tabled at the General Meeting if the document is:
- a) given to the persons entitled to attend the General Meeting, whether physically or by the use of virtual meeting technology, before the General Meeting; or
 - b) made accessible to the persons attending the General Meeting, whether physically or by the use of virtual meeting technology, during the General Meeting.

22. Decisions at a General Meeting

- 22.1. Questions arising at a General Meeting are to be decided by ordinary resolution unless otherwise required by this Constitution or the Associations Act. An ordinary resolution is a resolution passed by a simple majority of the votes cast.
- 22.2. In the case of an equality of votes upon any proposed resolution, the chairperson of the General Meeting, in addition to any deliberative vote, does not have a casting vote and the proposed resolution is not passed.
- 22.3. A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is demanded in accordance with clause 22.4. On a show of hands, the declaration by the chairperson of the General Meeting is conclusive evidence of the result.
- 22.4. A poll may be demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands by:

- a) the chairperson of the General Meeting;
 - b) at least five Members entitled to vote on the resolution present in person at the General Meeting; or
 - c) Members with at least 5% of the votes that may be cast on the resolution on a poll present in person at the General Meeting.
- 22.5. Neither the chairperson of the General Meeting nor the minutes of the General Meeting need to state the number or proportion of the votes recorded in favour or against.
- 22.6. The demand for a poll at a General Meeting may be withdrawn.
- 22.7. A demand for a poll at a General Meeting does not prevent the continuation of a General Meeting for the transaction of any business other than the question on which the poll has been demanded.
- 22.8. A poll demanded at a General Meeting must be taken when and in the manner the chairperson of the General Meeting directs including in relation to how votes of Members attending by technology are to be collected.
- 22.9. A poll on the election of a chairperson of a General Meeting or on the question of an adjournment of a General Meeting must be taken immediately.

23. Cancellation or Postponement of a General Meeting

- 23.1. The Board may cancel, postpone or change the venue of a General Meeting at any time prior to the meeting except in the case of a General Meeting called upon the requisition of Members.
- 23.2. The Board must give notice of the postponement, cancellation or change of venue of a General Meeting to all persons entitled to receive notices of a General Meeting.

PART D — BOARD OF DIRECTORS

24. Board Composition

- 24.1. There Board will comprise of a minimum of three Directors and a maximum of 10 Directors comprising:
- a) up to seven Directors elected by the Voting Members (**Elected Directors**); and
 - b) up to three Directors appointed by the Board (**Appointed Directors**).

25. Eligibility of Directors

- 25.1. A person is eligible for election or appointment as a Director if they:
- a) are over the age of 18 years;
 - b) provide their signed consent to act as a Director;
 - c) are not ineligible to be a Director under law, including under the Associations Act;

- d) are not an employee of the Association; and
 - e) are not ineligible under clause 25.2.
- 25.2. A person who is a former employee of the Association is ineligible to be elected as an Elected Director or appointed as an Appointed Director for a prescribed period after the date on which they ceased to be an employee of the Association, with such prescribed period being:
- a) 12 months if the person was a casual employee of the Association; or
 - b) three years if the person was a permanent part-time or full-time employee of the Association.
- 25.3. An Elected Director must be a Voting Member or a Members Representative of a Voting Member.

26. Election of Elected Directors

- 26.1. Prior to an Annual General Meeting, the Board will:
- a) determine the number of Elected Directors to be elected by the Members;
 - b) give notice to the eligible Voting Members of the number of Elected Director vacancies that may be filled; and
 - c) invite nomination of candidates for election as Elected Directors from the eligible Voting Members.
- 26.2. When nominations for election as Elected Directors are called, details of the desired capabilities and perspectives of Elected Directors and an indication of the roles of particular positions may be provided by the Board to the Members as a guide.
- 26.3. Nominations for election as Elected Directors must be called no less than 28 days prior to the Annual General Meeting.
- 26.4. Nominations for election as Elected Directors must be:
- a) in writing on the form provided by the Board;
 - b) signed by the candidate expressing their consent to serve as an Elected Director;
 - c) declare any position the candidate holds with other organisations; and
 - d) lodged with the Public Officer by the prescribed time.
- 26.5. Only those candidates who:
- a) satisfy the requirements for election as an Elected Director under this Constitution; and
 - b) are approved by the Nominations Committee;
- are eligible to stand for election as an Elected Director.
- 26.6. If the number of approved nominations for election as Elected Directors exceeds the number of vacancies to be filled, a ballot will be conducted at the Annual General Meeting in such manner as determined by the Board.

- 26.7. Results of an election of Elected Directors are to be announced at the Annual General Meeting.
- 26.8. If the number of approved nominations received for election as Elected Directors is equal to or less than the number of vacant Elected Director positions to be filled, then the candidates nominated are to be declared elected as Elected Director at the Annual General Meeting following the close of nominations.
- 26.9. Any unfilled positions for election as Elected Directors as a result of insufficient nominations are to be deemed casual vacancies.
- 26.10. Elected Directors hold office for a term commencing from the end of the Annual General Meeting at which they are elected until the end of the second following Annual General Meeting.

27. Appointment of Appointed Directors

- 27.1. An Appointed Director may be appointed upon such terms and conditions as the Board determines.
- 27.2. An Appointed Director must have the experience, perspectives, capabilities or skills as the Board considers desirable.
- 27.3. An Appointed Director is appointed for a term up to two years as determined by the Board and may, if eligible, be re-appointed as an Appointed Director at the discretion of the Board.

28. Nominations Committee

- 28.1. The Board will establish terms of reference for a committee of the Board to be called the **Nominations Committee**.
- 28.2. The Nominations Committee is to:
 - a) identify, consider and approve candidates for election as Elected Directors; and
 - b) perform any other functions and responsibilities as prescribed in this Constitution or as determined by the Board from time to time and set out in the terms of reference.

29. Term limits for Directors

- 29.1. The continuous period of time that a Director may serve as a Director (**Maximum Continuous Period**) is as follows:
 - a) no Director may serve more than 10 consecutive years; and
 - b) an Elected Director may serve up to five consecutive terms.
- 29.2. A person who has held office as a Director for the Maximum Continuous Period is eligible for re-election or reappointment after a period of two years from the date that the person last held office as a Director.
- 29.3. The Maximum Continuous Period does not include any period of a Director's appointment to fill a casual vacancy under clause 31.1.

30. Ceasing to be a Director

30.1. A Director ceases to be a Director if they:

- a) resign by written notice to the Public Officer;
- b) are subject to any of the circumstances prescribed by the Associations Act or the ACNC Act resulting in the ending or vacating of the position of Director;
- c) are an Elected Director and cease to be a Voting Member or cease to be a Member Representative of a Voting Member, unless the Board resolves otherwise;
- d) become a mentally incapacitated person under the law relating to mental health unless, in the opinion of a majority of Directors, the Director can fully participate in the governance of the Association, despite their mental incapacity;
- e) die;
- f) become bankrupt or make any arrangement or composition with their creditors generally, unless, subject to the Associations Act, the Board resolves otherwise;
- g) are convicted on indictment of an offence and the Board does not at the next meeting of the Board after that conviction resolve to confirm the Director's appointment to the position of Director;
- h) are absent from three consecutive Board meetings without the consent of the Board;
- i) fail to disclose a material personal interest in breach of the law unless at its next meeting the Board resolves otherwise;
- j) are removed from the position of Director by the Members;
- k) become a paid employee of the Association;
- l) are found guilty by a tribunal, industrial commission, court of competent jurisdiction or other similar authority of engaging in discriminatory conduct or harassment towards employees of the Association or other Members or their employees; or
- m) are convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least three months.

31. Casual Vacancies

31.1. Where the office of a Director becomes vacant, the continuing Directors may continue to act except where the number of Directors is reduced to three Directors or less, in which case the continuing Directors may act only:

- a) to appoint Directors for the purpose of increasing the number of Directors to three or greater;
- b) to convene a General Meeting; or
- c) in an emergency.

- 31.2. If a casual vacancy in the position of an Elected Director occurs, the Board may appoint an eligible individual to fill the vacancy until the remainder of the predecessor's term.
- 31.3. If a casual vacancy in the position of an Appointed Director occurs, the Board may appoint a new Appointed Director for a term as determined by the Board in accordance with clause 27.3.

32. Removing a Director

- 32.1. The Association may by resolution at a General Meeting remove a Director from their position as Director before the expiration of the Director's term of office.
- 32.2. If a Director to whom a proposed resolution for removal relates makes representations in writing, not exceeding a reasonable length, and requests that the representations be notified to the Members, the Public Officer must make a copy of the representations available to each Member or, if they are not so sent, the Director is entitled to require that the representations be read out at the General Meeting at which the proposed resolution for removal is to be considered.

33. No Alternate Directors

- 33.1. Directors are not entitled to appoint alternate directors.

34. Office Bearers

- 34.1. The Board will elect from amongst the Directors the following Office Bearers:
 - a) a President; and
 - b) a Vice President.
- 34.2. The Board may determine the period for which a Director holds the office as President and Vice President.
- 34.3. There is no maximum continuous period for which a Director may hold office as President and Vice President.
- 34.4. The President and Vice President have such powers and duties as specified in this Constitution, as required by law and as determined by the Board.
- 34.5. The President and Vice President are not to hold office beyond their retirement or removal from the Board as a Director.

35. Powers of the Board

- 35.1. The business and affairs of the Association are to be administered by the Board which is to, subject to the Associations Act and this Constitution:
 - a) control and manage the affairs of the Association;
 - b) exercise all the functions as may be exercised by the Association other than those functions that are required by this Constitution or the Associations Act to be exercised by a General Meeting; and

- c) have power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

35.2. The Board may delegate any of its powers to:

- a) a committee;
- b) a Director;
- c) an employee of the Association; or
- d) any other person,

and may revoke that delegation.

35.3. The delegate must exercise the powers delegated in accordance with any directions, terms and conditions as set by the Board.

36. By-laws

36.1. The Board may make, amend, or repeal such By-laws as it determines are appropriate for the purposes of giving effect to any provision of this Constitution or to govern the procedures and activities of the Association.

36.2. Any By-laws:

- a) must be consistent with the provisions in this Constitution; and
- b) when in force, are binding on all Members.

37. Duties of Directors

37.1. The Directors must comply with their duties as Directors under legislation and common law which includes the duty to:

- a) exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Association;
- b) act in good faith in the best interests of the Association and to further the Charitable Purposes;
- c) not to misuse their position as a Director;
- d) not to misuse information they gain in their role as a Director;
- e) maintain the confidentiality of information received in their role as a Director;
- f) act in good faith in the best interests of the Association;
- g) disclose any material conflict of interest;
- h) ensure that the financial affairs of the Association are managed responsibly; and
- i) not to allow the Association to operate while it is insolvent.

37.2. A Director who has a material conflict of interest (whether perceived or actual, direct or indirect) in a matter being considered by the Board must, as soon as they become aware of their interest, disclose to the Board the nature and extent of their interest.

- 37.3. The Board may make By-laws or adopt a policy consistent with the Associations Act and the ACNC Act dealing with the disclosure and management of conflicts of interest.

38. Payments to Directors

- 38.1. Directors are entitled to:
- a) be reimbursed for expenses properly incurred by the Director in connection with the affairs of the Association; and
 - b) be paid for any work they do for the Association, other than as a Director, if the amount is no more than a reasonable fee for the work done.
- 38.2. Directors are not entitled to be paid fees for being a Director.
- 38.3. Any payment made to Directors must be approved by the Board.

39. Board Meetings

- 39.1. The Board may meet, including by technological means, for the dispatch of business, and adjourn and otherwise regulate its meetings.
- 39.2. The President alone, or any two Directors, may convene a Board Meeting.
- 39.3. At a Board Meeting:
- a) the President or, in the President's absence, the Vice President is to preside as chairperson; or
 - b) if the Chair and the Deputy Chair are absent or unwilling to act, one of the remaining Directors as may be chosen by the Directors present at the Board Meeting to preside as chairperson.
- 39.4. Questions arising at any Board Meeting are to be decided by a simple majority of votes of those Directors present and entitled to vote.
- 39.5. Directors are to have one vote on any question at a Board Meeting.
- 39.6. Directors may not assign proxies at a Board Meeting.
- 39.7. In the event of an equality of votes on any question at a Board Meeting, the chairperson of the Board Meeting does not have a casting vote and the motion is recorded as failed.
- 39.8. A Board Meeting may be held using technology that allows the Directors in attendance to clearly and simultaneously communicate with each other.
- 39.9. A Director who participates in a Board Meeting using technology is taken to be present at the Board Meeting and, if the Director votes at the Board Meeting, is taken to have voted in person.
- 39.10. The Board may invite third parties to attend a Board Meeting as observers.

40. Notice of a Board Meeting

- 40.1. Notice of a Board Meeting must be given to each Director at least seven days or such other period as may be unanimously agreed upon by the Directors before the time appointed for the holding of the Board Meeting.
- 40.2. Notice of a Board Meeting must be given by such means as agreed by the Directors.
- 40.3. In cases of urgency, a Board Meeting can be held without the usual notice provided that as much notice as practicable is given to each Director by the quickest means practicable.
- 40.4. Non receipt of any notice of a Board Meeting by a Director does not affect the validity of the convening of the Board Meeting.

41. Quorum at a Board Meeting

- 41.1. To transact business at a Board Meeting, a quorum of Directors is required during the time in which the business is dealt with at the Board Meeting.
- 41.2. The quorum for a Board Meeting is the number that is a majority of the Directors currently in office.

42. Decisions of the Board without a Board Meeting

- 42.1. The Board may pass a resolution without a Board Meeting being held if the proposed resolution is sent to the Directors and a majority of Directors assent to the resolution in writing within the time specified.
- 42.2. A resolution is taken to have been passed on the date the resolution was assented to by the last Director who constituted the majority of Directors in favour provided the number of Directors who vote in favour of the matter equals or exceeds the number for a quorum.
- 42.3. The resolution may consist of multiple copies of the same document, which may be in the form of electronic communication, each signed or authorised by one or more of Directors.

43. Validity of Acts of Directors

- 43.1. All acts done at any Board Meeting or by any person acting as a Director are valid even if it is later discovered that there was a defect in the appointment of a person as a Director or the person not being entitled to vote.

PART E — ADMINISTRATIVE MATTERS

44. Association's office

- 44.1. The office of the Association is to be such place as determined by the Board.

45. Minutes

- 45.1. The Association must keep minutes of:
 - a) proceedings and resolutions of General Meetings;
 - b) proceedings and resolutions of Board Meetings;

- c) proceedings of committee meetings; and
 - d) resolutions passed by the Board without a Board Meeting.
- 45.2. The Association must ensure that the minutes of a meeting are signed within a reasonable time after the meeting which is usually within one month by the chair of the meeting at which the proceedings were held, or by the chair of the next meeting.

46. Service of Notices to Members

- 46.1. A notice may be given by the Association to a Member by:
- a) serving it on the Member personally;
 - b) sending it by post to the Member's address as shown in the Members Register;
 - c) sending it to an electronic contact address such as an e-mail address, that the Member has supplied to the Association or to an address which the Member has contacted the Association in the past; or
 - d) making a copy of it accessible electronically and advising the Member of its availability via the electronic contact address.
- 46.2. Where a notice is sent by post, service of the notice is taken to be effected three days after it is posted.
- 46.3. Where a notice is sent by email or by other electronic means, service of the notice is taken to be effected on the day it is sent or on the day the Member is advised via the electronic contact address that the notice is accessible electronically.

47. Accounts and Audit

- 47.1. The Association must make and keep written financial records that:
- a) correctly record and explain its transactions and financial position and performance; and
 - b) enable true and fair financial statements to be prepared and to be audited if required.
- 47.2. At each Annual General Meeting, the Voting Members present will appoint a person as the auditor of the Association.
- 47.3. A person appointed as the auditor of the Association will hold office until replaced by the Voting Members.
- 47.4. If an appointment of an auditor is not made at an Annual General Meeting the Board is to appoint an auditor of the Association for the then current financial year of the Association.
- 47.5. If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Board may appoint a person as the auditor and the person so appointed will hold office until the next succeeding Annual General Meeting.

- 47.6. The financial year of the Association commences on the first day of July and ends on the 30th day of June or such other period as may be prescribed by the Board.

48. Management of Funds

- 48.1. The funds of the Association are to be managed and used in pursuance of the Charitable Purposes in such manner as the Board determines.

49. Custody and Inspection of Records

- 49.1. The Board must keep in their custody or under their control the records, books and other documents relating to the Association.
- 49.2. Upon reasonable request by a Member, a Member may be provided a copy of the following documents free of charge:
- a) a copy of the Constitution;
 - b) the minutes of specified General Meetings.
- 49.3. A Member, other than a Director, does not have the right to inspect any other books, records or documents of the Association except as provided by law or authorised by the Board.

50. Changes to the Constitution

- 50.1. The Association may modify or repeal this Constitution, or a provision of this Constitution, by the Voting Members passing a Special Resolution and following the requirements of the Associations Act.

51. Winding Up the Association

- 51.1. Voluntary dissolution of the Association may only be achieved by a Special Resolution of Voting Members and by following all requirements of the Associations Act.
- 51.2. If the Association is wound up, any surplus assets including 'gift funds' as defined in this clause, must not be distributed to a Member or a former Member in their capacity as a Member.
- 51.3. Subject to the Associations Act, any other applicable laws, and any court order, any surplus assets including 'gift funds' that remain after the Association is wound up must be distributed to one or more entities:
- a) with purpose(s) similar to, or inclusive of, the purpose(s) of the Association;
 - b) which prohibits the distribution of any surplus assets to its members to at least the same extent as the Association; and
 - c) that is or are deductible gift recipients within the meaning of the *Income Tax Assessment Act 1997* (Cth).
- 51.4. The decision as to the entity or entities to be given the surplus assets including 'gift funds' must be made by a Special Resolution of Voting Members at or before the time of winding up.

- 51.5. If the Voting Members do not make this decision, the Association may apply to the Supreme Court of Tasmania to make this decision.
- 51.6. If the Association's deductible gift recipient endorsement is revoked, whether or not the Association is to be wound up, any surplus including 'gift funds' must be transferred to one or more entities that meet the requirements of this clause as decided by the Directors.
- 51.7. For the purpose of this clause:
- a) 'gift funds' means:
 - i. gifts of money or property for the principal purpose of the Association;
 - ii. contributions made in relation to a fund-raising event held for the principal purpose of the Association; and
 - iii. money received by the Association because of such gifts and contributions.
 - b) 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the *Income Tax Assessment Act 1997* (Cth).

52. Transitional Arrangements

Membership

- 52.1. Upon this Constitution becoming effective:
- a) 'Adult Membership', 'Family Membership', 'Concessional Membership', 'Family Membership', 'Corporate Membership', 'Life Membership' and 'Senior Membership' are to be classified as 'Voting Members';
 - b) 'Junior Membership' is to be classified as 'Non-Voting Members'; and
 - c) 'Student Membership' is to be classified either as 'Voting Members' or 'Non-Voting Members' based on the age criteria.

Board

- 52.2. Upon this Constitution becoming effective:
- a) the 'Committee members' are to be designated as the initial 'Elected Directors' even if this results in there being more than seven Elected Directors; and
 - b) up to three Appointed Directors may be appointed at any time by the Board as long as this does not result in the number of Directors exceeding 10.

Election

- 52.3. At the 2024 Annual General Meeting:

- (a) one-half (rounded down if not a whole number) of the initial Elected Directors are to retire and the election process described in clause 26 will apply; and
 - (b) the initial Elected Directors will agree amongst themselves which Directors are to retire at the 2024 Annual General Meeting and, if they cannot agree, the drawing of lots will determine which Directors are to retire.
- 52.4. If eligible, and if approved by the Nominations Committee, the initial Elected Directors retiring at the 2024 Annual General Meeting may stand for re-election. If re-elected at the 2024 Annual General Meeting, for the purposes of clause 29.1, the counting of the Maximum Continuous Period for such Elected Directors will commence from the end of the 2024 Annual General Meeting.
- 52.5. At the 2025 Annual General Meeting, the remaining half of the initial Elected Directors will retire and the election process described in clause 26 will apply. If eligible, and if approved by the Nominations Committee, the initial Elected Directors retiring at the 2025 Annual General Meeting, may stand for re-election. If re-elected at the 2025 Annual General Meeting, for the purposes of clause 29.1, the counting of the Maximum Continuous Period for such Elected Directors will commence from the end of the 2025 Annual General Meeting.

Officers

- 52.6. Upon this Constitution becoming effective, if there are Directors who hold the position of officers of the Association pursuant to the previous rules of the Association (**Previous Rules**), such Directors will continue in their respective position of officers until the first Board Meeting after this Constitution comes into effect.
- 52.7. At the first meeting of the Board after this Constitution comes into effect;
 - a) the Board will appoint from amongst their number, the President and Vice President in accordance with clause 34; and
 - b) the positions of Treasurer and Secretary of the Association as set out in the Previous Rules will cease, but the Directors holding the offices of Treasurer and Secretary (if any) will remain as Directors until their term ends in accordance with these transitional rules and this Constitution.

Sub-Committee(s)

- 52.8. Any Subcommittee established by the Committee of the Association pursuant to the Previous Rules will, upon this Constitution becoming effective, continue as a committee of the Board until such time as the Board determines that it is to be dissolved.

END OF CONSTITUTION