



autism
tasmania

CONSTITUTION

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PART 1 PRELIMINARY

1. NAME OF ASSOCIATION

1.1. The name of the Association is Autism Tasmania Incorporated.

2. INTERPRETATION

2.1. In these rules, unless the context otherwise requires –

| | |
|--|---|
| Accounting records | has the same meaning as in the Act; |
| Act | means the Associations Incorporation Act 1964; |
| Annual general meeting | means an annual general meeting of the Association held in accordance with this Constitution; |
| Association | means the association referred to in Clause 1; |
| association | has the same meaning as in the Act; |
| Auditor | means the person appointed as the auditor of the Association in accordance with this Constitution; |
| Authorised deposit-taking Institution | means a body corporate that is an authorised deposit-taking institution for the purposes of the Banking Act 1959 of the Commonwealth; |
| Objects of the Association | means the objects and purposes of the Association as stated in clause 6 of this Constitution; |
| Board | means the board of governance referred to in accordance with this Constitution; |
| Financial year | has the same meaning as in the Act; |
| General meeting | means – (a) an annual general meeting; or |

(b) a special general meeting;

Immediate Family

Member

means spouse whether married or de facto of the same or a different sex, child, step-child, adopted child, parent, grandparent, grandchild, sibling, mother-in-law, father-in-law, brother-in-law, sister-in-law, daughter-in-law, step-mother, step-father, step-brother, step-sister, half-brother or half-sister.

Officer of the Association

means a person elected as an officer of the Association at an annual general meeting or appointed as an officer of the Association under the Act;

Ordinary business of an Annual general meeting

means the business specified as such in a notice of meeting;

Ordinary board member

means a member of the board other than an officer of the Association;

Regions

means the Southern, Northern and North-Western regions of Tasmania defined by the telephone districts 0362, 0363 and 0364 respectively.

Special board meeting

means a meeting of the board that is convened in accordance with this Constitution by the Chairperson or any 4 of the members of the board;

Special general meeting

means a meeting of the Association, other than an annual general meeting, convened in accordance with this Constitution;

Special resolution

has the same meaning as in the Act.

3. ASSOCIATION'S OFFICE

- 3.1. The office of the Association is at 21 Goulburn Street, Hobart in Tasmania or at any other place the board determines.

PART 2 THE ASSOCIATION, PURPOSE AND MISSION

4. ABOUT THE ASSOCIATION

- 4.1. The Association is a community based, not for profit, incorporated association and registered charity.
- 4.2. The Association is committed to improving the lives of individuals with autism, their families, and carers; and to improving community awareness and understanding of autism and related communication conditions.
- 4.3. The Association is guided by consultation with its members and the extended autism community in its advocacy for equity and fairness.

5. MISSION

- 5.1. To help people on the autism spectrum, their families and carers participate fully, independently and equally in all aspects of their everyday lives; by providing information and support, increasing community awareness, delivering autism training and advocating for systemic change.

6. OBJECTS AND PURPOSES OF ASSOCIATION

- 6.1. The objects and purposes of the Association are:
 - a) to provide quality information and support services to people on the autism spectrum, their families and carers;
 - b) to complement, enhance and facilitate professional autism training to individuals and service providers;
 - c) to advocate on behalf of the autism community to government and other service providers on issues of concern and assist in development of autism friendly service provision;
 - d) to raise community awareness and understanding of autism;
 - e) to promote and encourage the acceptance of people with autism and other related communication conditions
 - f) to promote and support research into autism and other related communication conditions;
 - g) to operate a sustainable, accountable and transparent organisation; and
 - h) to remain the peak autism body in Tasmania

PART 3 MEMBERSHIP

7. MEMBERSHIP

- 7.1 Subject to the approval of the Board, membership is open to
 - a) any person who is over the age of 18 years and
 - b) any organisationwho is in agreement with the objects and purposes of the Association.
- 7.2 Where an organisation is a member, they will advise the Association from time to time in writing of their nominee who is entitled to vote on behalf of the organisation

and to be eligible to participate in the affairs of the Association until a later advice of a new nominee is received by the Association.

- 7.3 An employee of the Association may be approved as a member but they will not have voting rights nor be eligible to nominate members to the Board or to be elected to the Board while they are an employee of the Association.

8. HOW TO APPLY TO BECOME A MEMBER

- 8.1 An application of a person or organisation for membership must include the written consent of the person or organisation nominated and be lodged on the current application form with the public officer of the Association.

9. BOARD DECIDES WHETHER TO APPROVE MEMBERSHIP

- 9.1. The Board must consider an application for membership within a reasonable time after the public officer receives the nomination.
- 9.2. If the Board approves an application, the public officer must as soon as possible:
- a) notify the applicant, in writing, that the applicant has been approved for membership of the Association subject to payment of the annual membership fee (if any); and
 - b) on receipt of the amount payable by the applicant as the first annual membership fee, enter the applicant's name in a register of members; but
 - c) if no membership fee is payable by the applicant, the applicant's name will be entered by the public officer in a register of members.
- 9.3. A person –
- a) becomes a member of the Association when his or her name is entered in the register of members; and
 - b) stops being a member of the Association when his or her name is removed from the register of members.
- 9.4. Any right, privilege or obligation of a person as a member of the Association –
- a) is not capable of being transferred to another person; and
 - b) finishes when the membership stops.
- 9.5. If the Board rejects an application, the public officer must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.

10. WHEN A PERSON STOPS BEING A MEMBER

- 10.1 A person immediately stops being a member if they:
- a) die
 - b) are wound up or otherwise dissolved or deregistered (for an incorporated member)
 - c) resign, by writing to the public officer
 - d) are expelled under clause 14, or
 - e) have not responded within three months to a written request from the public officer that they confirm in writing that they want to remain a member.

11. LIFE AND HONORARY MEMBERS

- 11.1. A Life Member is any person who is deemed to have rendered meritorious service to or on behalf of the Association and who, on the recommendation of the Board, has been elected a life member at an Annual General Meeting by two-thirds majority of the members present and voting at such a meeting.
- 11.2. Honorary membership of the Association may be bestowed on any person who is deemed to have a special connection with the Association and has, on the recommendation of the Board, been approved at an Annual General Meeting by two-thirds majority of the members present and voting at such a meeting. Honorary membership may be bestowed for a fixed period of time or for the duration of a special connection with the Association.

12. REGISTER OF MEMBERS

- 12.1. The Public Officer shall keep and maintain a register of members of the Association, showing the name, address, telephone and/or email contact details, date of application, date of approval and type of membership and where appropriate, the date of expiration of membership.
- 12.2. The Public Officer shall strike out on the register of members the name of any person or organisation that ceases to be a member of the Association.

13. LIABILITY OF MEMBERS

- 13.1. If the Association is wound up, each member of the Association, and each person who was a member of the Association within the period of 12 months immediately before 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; and
 - b) for the costs, charges and expenses of the winding-up; and
 - c) for the adjustment of the rights of the contributors among themselves.
- 13.2. Any liability under these provisions will not exceed ten dollars (\$10.00).
- 13.3. Despite these provisions, a former member of the Association is not liable to contribute under these provisions to any liability of the Association incurred after he or she stopped being a member.

14. DISCIPLINING MEMBERS

- 14.1.
- a) In accordance with this clause, the Board may resolve to warn, suspend or expel a member from the Association if the Board considers that:
 - i) the member has breached this constitution, or
 - ii) the member's behaviour is causing, has caused, or is likely to cause harm to the Association.

- b) At least 14 days before the Board meeting at which a resolution under clause 14(a) will be considered, the secretary must notify the member in writing:
 - i) that the Board is considering a resolution to warn, suspend or expel the member
 - ii) that this resolution will be considered at a Board meeting and the date of that meeting
 - iii) what the member is said to have done or not done
 - iv) the nature of the resolution that has been proposed, and
 - v) that the member may provide an explanation to the Board, and details of how to do so.
- 14.2 Before the Board passes any resolution under clause 14.1 (a), the member must be given a chance to explain or defend themselves by:
- a) sending the Board a written explanation before that Board meeting, and/or
 - b) speaking at the meeting.
- 14.3 After considering any explanation under clause 14.2, the Board may:
- a) take no further action
 - b) warn the member
 - c) suspend the member's rights as a member for a period of no more than 12 months
 - d) expel the member
 - e) refer the decision to an unbiased, independent person on conditions that the Board considers appropriate (however, the person can only make a decision that the Board could have made under this clause), or
 - f) require the matter to be determined at a general meeting.
- 14.4 The Board cannot fine a member.
- 14.5 The secretary must give written notice to the member of the decision under clause 14.3 as soon as possible.
- 14.6 Disciplinary procedures must be completed as soon as reasonably practical.

15 APPEAL AGAINST EXPULSION

- 15.1 A member may appeal against an expulsion under these provisions by serving on the public officer of the Association, within 14 days after receipt of the notice under clause 17.6, a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- 15.2 The public officer will immediately notify the board of the receipt of a requisition.
- 15.3 The board must cause a special general meeting to be held within 31 days after the day on which the requisition is received.
- 15.4 At a special general meeting convened for the purpose of hearing an appeal –
- a) no business other than the question of the expulsion will be transacted; and
 - b) the board may place before the meeting details of the grounds of the expulsion and the board's reasons for the expulsion; and

- c) the expelled member must be given an opportunity to be heard; and
 - d) the members of the Association who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- 15.5 If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion –
- a) the expulsion is lifted; and
 - b) the expelled member is entitled to continue as a member of the Association.
- 15.6 If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion –
- a) the expulsion takes effect; and
 - b) the expelled member ceases to be a member of the Association.

PART 4 FINANCES

16 INCOME AND PROPERTY OF ASSOCIATION

- 16.1 The income and property of the Association will only be applied towards the promotion of the objects and purposes of the Association.
- 16.2 No portion of the income or property of the Association will be paid or transferred to any member of the Association unless the payment or transfer is made in accordance with clause 16.3 and the Association or board has first approved that payment.
- 16.3 The Association may pay an employee of the Association –
- a) remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the employee; or
 - b) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the employee for any of the objects or purposes of the Association.
- 16.4 The Association will not appoint or nominate a member of the Association to a remunerated position unless the Association or board has first approved –
- a) that appointment or nomination; and
 - b) the receipt of that remuneration by that member.

17 FINANCIAL ARRANGEMENTS AND PROCEDURES

- 17.1 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 17.2 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- 17.3 All financial transactions will be signed, either in writing or by other means normally recognised by financial institutions holding Association funds, in accordance with a Delegations Policy approved by the board from time to time.

PART 5 AUDITOR AND ADVISORS

18 AUDITOR

- 18.1 At each annual general meeting, the members of the Association present at the meeting are to appoint a person as the auditor of the Association.
- 18.2 If an auditor is not appointed at an annual general meeting, the board will appoint a person as the auditor of the Association as soon as practicable after that annual general meeting.
- 18.3 The auditor will hold office until the next annual general meeting and is eligible for re-appointment.
- 18.4 Except as provided in these provisions, the auditor may only be removed from office by special resolution.
- 18.5 If a casual vacancy occurs in the office of auditor, the board will appoint a person to fill the vacancy until the next annual general meeting.

19 AUDIT OF ACCOUNTS

- 19.1 The auditor will audit the financial affairs of the Association at least once in each financial year of the Association.
- 19.2 After auditing the financial affairs of the Association for a particular financial year of the Association, the auditor will –
 - a) certify as to the correctness of the accounts of the Association; and
 - b) at the next annual general meeting, provide a written report to the members of the Association present at that meeting.
- 19.3 In the report and in certifying to the accounts, the auditor will –
 - a) specify the information, if any, that he or she has required under these provisions and obtained; and
 - b) state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and
 - c) state whether the provisions relating to the administration of the funds of the Association have been observed.
- 19.4 The public officer of the Association will deliver to the auditor a list of all the accounting records, books and accounts of the Association.
- 19.5 The auditor may –
 - a) have access to the accounting records, books and accounts of the Association; and
 - b) require from any employee of the Association any information the auditor considers necessary for the performance of his or her duties; and
 - c) employ any person to assist in auditing the financial affairs of the Association; and
 - d) examine any member of the board, or any employee of the Association, in relation to the accounting records, books and accounts of the Association.

20 SOLICITORS AND ADVISORS

- 20.1 The Board may from time to time appoint Solicitors or advisors to the Association, at their full discretion.

PART 6 MEETINGS

21 ANNUAL GENERAL MEETING

- 21.1 The Association will hold an annual general meeting each year on any day (being not later than 4 months after the end of the financial year of the Association) the board determines.
- 21.2 An annual general meeting will be in addition to any other general meeting that may be held in the same year.
- 21.3 The notice convening an annual general meeting will specify the purpose of the meeting.
- 21.4 The ordinary business of an annual general meeting is:
- a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - b) to receive from the board, auditor and employees of the Association reports on the transactions of the Association during the last preceding financial year of the Association;
 - c) to elect up to four board members;
 - d) to set the membership fees if any for the current year;
 - e) to appoint the auditor and determine his or her remuneration;
 - f) any other business of which previous notice has been given.
- 21.5 An annual general meeting may transact special business of which notice is given in accordance with these provisions.

22 SPECIAL GENERAL MEETINGS

- 22.1 The board may convene a special general meeting of the Association at any time.
- 22.2 The board, on the requisition in writing of at least 10 members of the Association, will convene a special general meeting of the Association.
- 22.3 A requisition for a special general meeting –
- a) must state the objects of the meeting; and
 - b) must be signed by each of the requisitionists; and
 - c) must be deposited at the office of the Association; and
 - d) may consist of several documents, each signed by one or more of the requisitionists.
- 22.4 If the board does not cause a special general meeting to be held within 30 days after the day on which a requisition is deposited at the office of the Association, any one or more of the requisitionists may convene the meeting within 3 months after the day of the deposit of the requisition.

- 22.5 A special general meeting convened by requisitionists must be convened in the same manner, as nearly as practicable, as the manner in which a special general meeting would be convened by the board.
- 22.6 All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

23 NOTICES OF GENERAL MEETINGS

- 23.1 At least 14 days before the day on which a general meeting of the Association is to be held, the public officer of the Association will give notice to all members specifying –
- a) the place, day and time at which the meeting will be held; and
 - b) the nature of the business that will be transacted at the meeting.
- 23.2 A general meeting may be conducted by telephone conference calls, video conferencing or by any other electronic means provided that such meetings are convened and minuted in the usual manner.

24 BUSINESS AND QUORUM AT GENERAL MEETINGS

- 24.1 All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
- 24.2 Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present at the time the meeting considers that business.
- 24.3 A quorum for the transaction of the business of a general meeting is fifteen (15) members of the Association entitled to vote.
- 24.4 If a quorum is not present within thirty (30) minutes after the time appointed for the commencement of a general meeting, the meeting –
- a) if convened on the requisition of members of the Association, is dissolved; or
 - b) if convened by the board, will be adjourned to the same day in the next week at the same time and –
 - i. at the same place; or
 - ii. at any other place specified by the chairperson –
 - a) at the time of the adjournment; or
 - b) by notice in a manner determined by the chairperson.
- 24.5 If at an adjourned general meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

25 CHAIRPERSON AT GENERAL MEETINGS

- 25.1 At each general meeting of the Association, the chairperson will be –
- a) the chairperson; or
 - b) in the absence of the chairperson, the deputy chairperson; or
 - c) in the absence of the chairperson and the deputy chairperson, the Secretary; or

- d) in the absence of the chairperson and the deputy chairperson and the Secretary, a member of the Association elected to preside as chairperson by the members of the Association present and entitled to vote at the general meeting.

26 ADJOURNMENT OF GENERAL MEETINGS

- 26.1 The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Association who are present and entitled to vote at the meeting. No business will be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 26.2 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in the same manner as the notice of the original meeting.
- 26.3 If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

27 VOTING AT GENERAL MEETINGS

27.1 How many votes a member has

Each member has one vote.

27.2 Challenge to member's right to vote

- a) A member or the chairperson may only challenge a person's right to vote at a general meeting at that meeting.
- b) If a challenge is made under clause a), the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

27.3 How voting is carried out

- a) Voting must be conducted and decided by:
 - b) a show of hands
 - c) a vote in writing, or
 - d) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 27.4 After a vote is taken, the chairperson must state whether any proxy votes have been received and declare the overall result.
- 27.5 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 27.6 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against a motion.

28 WHEN AND HOW A VOTE IN WRITING MUST BE HELD

- 28.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by at least five members present, or the chairperson.
- 28.2 A vote in writing must be taken when and how the chairperson directs, unless clause 28.3 applies.
- 28.3 A vote in writing must be held immediately if it is demanded under clause 28.1: for the election of a chairperson under clause 34, or to decide whether to adjourn the meeting.
- 28.4 A demand for a vote in writing may be withdrawn.

29 APPOINTMENT OF PROXY

- 29.1 A member may appoint a proxy, who must be the chairperson, to attend and vote at a general meeting on their behalf.
- 29.2 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- a) the member's name and address
 - b) the Association's name
 - c) name of the office held by the proxy, being chairperson; and
 - d) must specify the way the proxy must vote on any resolution that the member wants to vote on.
- 29.3 Proxy forms must be received by the Association at the Association's registered address at least 7 days before a meeting.
- 29.4 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 29.5 Unless the Association receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- a) dies
 - b) is mentally incapacitated
 - c) revokes the proxy's appointment, or
 - d) revokes the authority of a representative or agent who appointed the proxy.

30 VOTING BY PROXY

- 30.1 A proxy will only vote on behalf of a member giving the proxy where they hold a proxy appointment that specifies the way they must vote
- 30.2 If the way they must vote is specified on the proxy form, the proxy must vote that way, and
- 30.3 If the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

PART 7 BOARD

31. AFFAIRS OF ASSOCIATION TO BE MANAGED BY A BOARD

- 31.1 The affairs of the Association will be managed by a board of governance constituted of the officers of the Association.
- 31.2 The board –
- a) will control and manage the business and affairs of the Association; and
 - b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these provisions to be exercised and performed by members of the Association at a general meeting; and
 - c) has power to do anything that appears to the board to be essential for the proper management of the business and affairs of the Association.

32 OFFICERS OF THE ASSOCIATION

32.1 The officers of the Association are:

- a) One (1) chairperson;
- b) One (1) deputy chairperson;
- c) One (1) treasurer; and
- d) One (1) secretary.

32.2 The officers will be determined from among the board members by the board at its first meeting following the annual general meeting and each shall hold office until their successor is appointed. An officer must have been an ordinary board member for at least three (3) months prior to becoming an officer of the Association.

32.3 Each officer of the Association may hold an office for three (3) consecutive years but may only serve a maximum of five (5) years in total as an officer of any description.

32.4 Board members may serve on the board for a maximum of ten (10) consecutive years.

33 CONSTITUTION OF THE BOARD

33.1 The board consists of –

- a) the officers of the Association; and
- b) up to six other members.
- c) At least two member positions on the board will be reserved for persons who identify as being on the autism spectrum.

33.2 A board member will hold office for a two (2) year term until the end of the second annual general meeting after that at which he or she is elected.

33.3 Four board members will be elected at each annual general meeting.

33.4 As well, two board members are to be appointed by the board annually taking into account the criteria set out in rule 33.1(c) and rule 34.

33.5 If a casual vacancy occurs in the office of an ordinary board member, the board may appoint a member of the Association to fill the vacancy until the end of the term of the board member being replaced. In filling that vacancy the board must have regard to the skill set required to ensure that the Association is represented by the necessary skilled individuals on the board.

34 ELECTION OF MEMBERS OF BOARD

34.1 The Board shall determine the skills, lived experience and knowledge required to meet the governance needs of the Association from time to time, and must advise members of these criteria at the time of calling for nominations.

- 34.2
- a) To be eligible to stand, candidates must possess one or more of the criteria identified by the board and must nominate these, in a form determined by the board, at the time of nominating to stand for election.
 - b) An immediate family member of a member of the board cannot be nominated for a board position of the Association.

34.3 A nomination of a candidate for election as a board member, will be –

- a) made in writing, signed by 2 members of the Association, each of whom have been members for at least three months at the date of delivering the nomination, and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
- b) delivered to the public officer of the Association at least 30 days before the day on which the annual general meeting is to be held except in the year 2015 when it must be delivered to the public officer of the Association at least 20 days before the day on which the annual general meeting in 2015 is to be held.

34.4 If insufficient nominations are received to fill all vacancies on the board –

- a) the candidates nominated are taken to be elected; and
- b) any board vacancy at the close of the nomination period shall be filled in accordance with clause 33.5 as a casual vacancy.

34.5 If the number of nominations received is equal to the number of vacancies on the board to be filled, the persons nominated are taken to be elected.

34.6 If the number of nominations received exceeds the number of vacancies on the board to be filled, a ballot will be held.

34.7 The ballot for the election of ordinary board members will be conducted at the annual general meeting in the manner determined by the board.

35 WHEN AN OFFICER OR ORDINARY BOARD MEMBER STOPS BEING AN OFFICER OR ORDINARY BOARD MEMBER

35.1 An officer or ordinary board member stops being an officer or ordinary board member if they:

- a) die; or
- b) become bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
- c) become a represented person within the meaning of the Guardianship and Administration Act 1995; or
- d) give written notice of resignation as an officer or ordinary board member to the board; or
- e) stop being ordinarily resident in Tasmania; or
- f) are absent from 3 consecutive meetings of the board without approval from the board; or
- g) stop being a member of the Association; or
- h) fail to pay all arrears of membership fee within 14 days after receiving a notice in writing signed by the public officer of the Association stating that the officer or board member has ceased to be a financial member of the Association.

36 MEETINGS OF THE BOARD

36.1 The board will meet at least once every three months.

- 36.2 A meeting of the board may be conducted by telephone conference calls, video link or by any other electronic means provided such meetings are convened and minuted in the usual manner.
- 36.3 A meeting of the board, other than a meeting referred to in these provisions, may be convened by the chairperson or any 3 of the members of the board.
- 36.4 Written notice of any special board meeting will be served on members of the board and will specify the general nature of the business to be transacted.
- 36.5 A special board meeting may only transact business of which notice is given in accordance with these provisions.
- 36.6 A quorum for the transaction of the business of a meeting of the board is 5 members of the board.
- 36.7 Business is not to be transacted at a meeting of the board unless a quorum is present.
- 36.8 If a quorum is not present within half an hour after the time appointed for the commencement of –
- a) a meeting of the board (other than a special board meeting), the meeting will be adjourned to the same day in the next week at the same time and at the same place; or
 - b) a special board meeting, the meeting is dissolved.
- 36.9 At each meeting of the board, the chairperson will be –
- a) the chairperson; or
 - b) in the absence of the chairperson, the deputy chairperson; or
 - c) in the absence of the chairperson and the deputy chairperson, the Secretary; or
 - d) in the absence of the chairperson and the deputy chairperson and the Secretary, a member of the board elected to preside as chairperson by the members of the board present at the meeting.
- 36.10 Any question arising at a meeting of the board will be determined –
- a) on a show of hands; or
 - b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- 36.11 On any question arising at a meeting of the board, a member of the board (including the chairperson) has one vote only.
- 36.12 However, in the case of an equality of votes, the chairperson has a second or casting vote.
- 36.13 Written notice of each board meeting will be served on each member of the board by –
- a) giving it to the member during business hours before the day on which the meeting is to be held; or

- b) leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
- c) sending it by post to the person's postal or residential address or address of business or employment last known to the server of the notice in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or
- d) faxing it to the member's fax number; or
- e) emailing it to the member's email address.

36.14 A notice delivered in accordance with this above clause is deemed to have been received:

- a) if delivered by hand, on the date it is delivered to the addressee;
- b) if mailed to an Australian address, 3 days after posting or in any other case 10 days after posting;
- c) if sent by email, at the time shown in the delivery confirmation report generated by the sender's email system.

A notice received, or deemed to have been received, on a day that is not a Business Day is taken to be received on the next Business Day.

37 DISCLOSURE OF INTERESTS AND RESTRICTION

37.1 If a member of the board or a member of a subcommittee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the board or subcommittee at a meeting, the member must disclose the nature of the interest to the board as soon as practicable after the relevant facts come to the member's knowledge.

37.2 If at a meeting of the board or a subcommittee a member of the board or subcommittee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

38 EMPLOYEES OF THE ASSOCIATION

38.1 Neither an immediate family member of a member of the Board or a member of the Board can be employed as an employee of the Association; and

38.2 An immediate family member of an employee of the Association cannot be nominated for a Board position of the Association.

39 SUBCOMMITTEES

39.1 The board may –

- a) appoint a subcommittee from the board; and
- b) prescribe the powers and functions of that subcommittee.

39.2 The board may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Association.

39.3 Each subcommittee must include at least one (1) member of the board.

39.4 A quorum for the transaction of the business of a meeting of the subcommittee is three (3) appointed members entitled to vote.

- 39.5 The board members appointed to a subcommittee will convene meetings of a subcommittee.
- 39.6 Any question arising at a meeting of a subcommittee will be determined –
- a) on a show of hands; or
 - b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- 39.7 On any question arising at a meeting of a subcommittee, a member of the subcommittee (including the chairperson) has one vote only.
- 39.8 Written notice of each subcommittee meeting will be served on each member of the subcommittee by –
- a) giving it to the member during business hours before the day on which the meeting is to be held; or
 - b) leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
 - c) sending it by post to the person's postal or residential address or address of business or employment last known to the server of the notice in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or
 - d) faxing it to the member's fax number; or
 - e) emailing it to the member's email address.

40 EXECUTIVE OF THE BOARD

- 40.1 The chairperson, the deputy chairperson, the treasurer and the secretary constitute the Executive of the board.
- 40.2 During the period between meetings of the board, the Executive may issue instructions to the public officer and employees of the Association in matters of urgency connected with the management of the affairs of the Association.
- 40.3 The Executive will report on any instructions issued under these provisions to the next meeting of the board.

41 ANNUAL MEMBERSHIP FEE

- 41.1 The annual membership fee payable by members of the Association is to be set at an Annual General Meeting.
- 41.2 The members of the Association may alter the annual membership fee by special resolution.
- 41.3 The annual membership fee of a member of the Association is due and payable on or before the first day of each financial year of the Association.
- 41.4 Life Members and Honorary Members are exempt from payment of the annual membership fee.

42 ALTERATION

- 42.1 The rules of the Association may only be altered by special resolution.
- 42.2 Within one (1) month after an alteration of
- a) the rules of the association;
 - b) the objects or purposes of the association; or
 - c) any trusts relating to the association –
- the public officer must lodge a notice of the alteration in the prescribed form with the Commissioner.
- 42.3 An alteration of the rules, objects or purposes of an association, or of any trusts relating to the Association, is of no effect unless this rule has been complied with in respect of that alteration and, in the case of an alteration of the objects or purposes of the association, unless the alteration is approved by the Commissioner.

PART 8 NOTICES

43. SERVICE OF NOTICES

- 43.1 Written notice or any communication under this constitution may be given to a member:
- a) in person
 - b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
 - c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
 - d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or
 - e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
 - f) if the Association does not have an address for the member, the Association is not required to give notice in person.

PART 9 DISPUTES

44 DISPUTES

- 44.1 A dispute between a member of the Association, in the capacity as a member, and the Association is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011.

PART 10 INSURANCE

45 INSURANCE

45.1 To the extent permitted by law, the Association may pay, or agree to pay, a premium in respect of a contract insuring a person who is, or has been, an Officer of the Association or a related body corporate against a liability:

- a) incurred by that person:
 - i. in their capacity as such an Officer;
 - ii. in the course of acting in connection with the affairs of the Association or a related body corporate, or;
 - iii. otherwise arising out of the person holding office as such an Officer;
- b) provided that the liability does not arise out of conduct involving:
 - i. a wilful breach of duty in relation to the Association or a related body corporate; or
 - ii. a contravention of the Act; or
 - iii. for costs and expenses incurred by that person in defending proceedings, whatever their outcome.

PART 11 GENERAL POWERS

46 GENERAL POWERS OF INCORPORATED ASSOCIATIONS

46.1 Subject to the Act and without prejudice to any other powers given in this Constitution or implied by law, the Association has power –

- a) to act as trustee for any other incorporated association or anybody (whether incorporated or unincorporated) formed for charitable purposes;
- b) to accept and hold upon trust real or personal property that is given to the association subject to any trust and to carry out any such trust;
- c) to buy, sell, lease;
- d) employ employees,
- e) to invest its money in or upon any security in which trustees are for the time being authorized by law to invest trust funds;
- f) to operate bank accounts, to open and operate authorised deposit-taking institution accounts;
- g) to borrow money upon such terms and in such manner and upon such security (if any) as the association thinks fit, for the purpose of carrying out its objects and purposes;
- h) to secure the repayment of money so raised or borrowed, or the payment of a debt or liability of the association, by giving mortgages, charges, or securities upon or over all or any of the real or personal property of the association; and
- i) to undertake any other lawful activity necessary to carry out the objectives and purposes of the Association.

PART 12 DISSOLUTION

47 DISSOLUTION

47.1 The Association must not be dissolved unless:

- a) not less than three-quarters of the members of the Association entitled to vote as may be present in person at a general meeting called for that purpose and of which at least fourteen (14) days' notice has been given to all members approve the dissolution of the Association;
 - b) such notice included notice of the proposed dissolution; and
 - c) a copy of the resolution to dissolve the Association is lodged with the Commissioner for Corporate Affairs within fourteen (14) days after passing the resolution.
- 47.2 On the dissolution of the Association, any property which remains after the satisfaction of all debts and liabilities shall not be paid or distributed among the members but shall be paid, given, transferred and applied by the Board in accordance with their powers to any fund, institution or authority having objects similar to the objects of the Association and which is a Gift Deductible Charity as accepted by the Commissioner of Taxation.

PART 13 SEAL

48 SEAL OF ASSOCIATION

- 48.1 The seal of the Association will be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".
- 48.2 The seal will not be affixed to any instrument except by the authority of the board.
- 48.3 The affixing of the seal is to be attested by the signatures of –
- a) two members of the board; or
 - b) one member of the board and the public officer of the Association or any other person the board may appoint for that purpose.
- 48.4 If a sealed instrument has been attested as above it is presumed that the seal was affixed to that instrument by the authority of the board unless the contrary is shown.
- 48.5 The seal will remain in the custody of the public officer of the Association.