

# Mental Health Legal Centre Incorporated

Reg. No. A0013662S, ABN 30 996 171 084

## CONSTITUTION

### PART 1 – CONTENTS

#### 1. Contents

The contents of this constitution are:

#### PART 1 – CONTENTS

##### 1. Contents

#### PART 2 – NAME AND PURPOSES

2. Name
3. Purposes
4. Legal Capacity and Powers
5. Not For Profit Organisation

#### PART 3 – MEMBERSHIP

6. Minimum Number of Members
7. Eligibility
8. Applications
9. Approval
10. Subscriptions
11. Rights, Obligations and Liability
12. Disciplinary Action
13. Resignation
14. Cessation
15. Register of Members
16. Grievance Procedure

#### PART 4 – GENERAL MEETINGS

17. Annual General Meeting
18. Special General Meetings
19. Notice
20. Representatives
21. Use of Technology
22. Quorum
23. Chairing
24. Participation
25. Voting
26. Poll

#### PART 5 – THE BOARD

27. Membership
28. Election
29. Ballot
30. Co-option
31. Term of Office
32. Responsibility and Powers

#### PART 5 – THE BOARD *contd*

33. Committees
34. Regulations
35. Public Statements
36. Duties
37. Indemnity

#### PART 6 – OFFICE-BEARERS

38. Positions
39. Election
40. Term of Office
41. Secretary

#### PART 7 – BOARD MEETINGS

42. Convening
43. Notice
44. Use of Technology
45. Quorum
46. Chairing
47. Voting
48. Conflict of Interest
49. Leave of Absence
50. Resolutions without Meeting

#### PART 8 – FINANCIAL AND LEGAL

51. Sources of Funds
52. Financial Year
53. Management of Funds
54. Payments
55. Audit and Review of Accounts
56. Minutes
57. Records
58. Signing of Documents
59. Common Seal
60. Registered Address
61. Amendment of Constitution
62. Winding Up
63. Tax Deductibility
64. Notices
65. Interpretation
66. Board Transition
67. Associations Incorporation Act Transition

#### PART 9 – INDEX

68. Index

## **PART 2 – NAME AND PURPOSES**

### **2. Name**

The name of the incorporated association is “Mental Health Legal Centre Incorporated”.

Note: Under section 12A of the Act\*, the name and registration number of the association must appear in legible characters in all notices, advertisements and other official publications of the association, and in all its business documents.

### **3. Purposes**

The purposes of the association are:

- (1) to work towards justice for and advance the legal rights of people having or labelled as having a psychiatric disability;
- (2) to provide an independent legal advice and advocacy service for consumers of psychiatric services in Victoria;
- (3) to provide independent advocacy in test cases in mental health matters in order to advance and protect consumers’ rights;
- (4) to ensure consumer perspectives in law reform, policy development and delivery of its services;
- (5) to lobby for continuing reform of mental health laws and practices;
- (6) to monitor the delivery of psychiatric services in Victoria and other relevant jurisdictions;
- (7) to act as an information resource on mental health law for consumers and non-profit groups;
- (8) to provide education about mental health law to consumers and the community; and
- (9) to work to reduce involuntary mental health treatment.

### **4. Legal Capacity and Powers**

4.1 The association has the legal capacity of an incorporated body.

See section 14(2) of the Act\*.

4.2 The association has power to do all things incidental or conducive to the attainment of its purposes.

See section 16(1)(d) of the Act\*.

4.3 The association may only:

- (a) exercise its powers; and
  - (b) use its income and assets (including any surplus);
- for its purposes.

### **5. Not For Profit Organisation**

5.1 The association must not distribute any surplus, income or assets directly or indirectly to its members.

See section 51 of the Act\*.

5.2 Clause 5.1 does not prevent the association from paying its members:

- (a) reimbursement for expenses properly incurred by them, and
- (b) for goods supplied and services provided by them,

if this is done in good faith on terms no more favourable than if the member were not a member.

See section 3(2) of the Act\*.

## **PART 3 – MEMBERSHIP**

### **6. Minimum Number of Members**

The association must have at least 5 members.

See definition of “association” in section 3(1) and section 35(2)(a) of the Act\*.

### **7. Eligibility**

7.1 Any person who supports the purposes of the association is eligible for membership.

7.2 In clause 7.1, “person” includes an individual, incorporated body or unincorporated body, and part of an incorporated or unincorporated body, subject to clause 7.3.

7.3 An unincorporated body, or part of an incorporated or unincorporated body may only become a member by nominating an individual or incorporated body to be a member on its behalf.

7.4 In this constitution, unless the contrary intention appears, “member” includes an unincorporated body, or part of an incorporated or unincorporated body represented by a member in accordance with clause 7.3.

## **8. Applications**

- 8.1 Applications for membership must be:
- (a) in writing\*, stating that the applicant:
    - (i) wishes to become a member of the association;
    - (ii) supports the purposes of the association; and
    - (iii) agrees to comply with the constitution and regulations\* of the association;
  - (b) signed by:
    - (i) a nominator,
    - (ii) a seconder, and
    - (iii) the applicant;
  - (c) accompanied by the first subscription; and
  - (d) given to the Secretary.
- 8.2 The nominator and seconder must both have been members of the association for at least 1 year.
- 8.3 A member may not nominate or second more than 3 applicants for membership each year.
- 8.4 The Board may by regulation\* prescribe a nomination form for the purposes of this clause, in which case nominations must be in the prescribed form.

## **9. Approval**

- 9.1 The Board may not consider applications for membership in the period:
- (a) between 1 July and the annual general meeting, or
  - (b) between the giving of notice of a special general meeting and the special general meeting.
- 9.2 The Board must by resolution approve or reject the application at the next meeting after the Secretary has received it, subject to clause 9.1.
- 9.3 The Board must without delay notify the applicant in writing\* whether the application has been approved or rejected.
- 9.4 No reason need be given for the rejection of an application.

- 9.5 If the Board approves the application:
- (a) the applicant becomes a member from the date of the Board meeting; and
  - (b) the name and address of the new member, and the date of becoming a member must be entered without delay in the register of members.
- 9.6 If the Board rejects the application, it must return the subscription to the applicant.

## **10. Subscriptions**

- 10.1 The Board must by regulation\* set the subscription.
- 10.2 The amount of the subscription and the date for payment may vary according to criteria set by the Board in the regulation\*.
- 10.3 The voting and other rights of members who have not paid the subscription by the date for payment are suspended until the subscription is paid.
- 10.4 Except for the subscription, there are no entrance fees or other amounts to be paid in respect of membership of the association.

## **11. Rights, Obligations and Liability**

- 11.1 The rights of members include:
- (a) to submit items of business for consideration at general meetings under clause 19.3;
  - (b) to receive notice of general meetings under clause 19;
  - (c) to participate in general meetings under clause 24;
  - (d) to elect the Board under clause 28; and
  - (e) to have access to the records of the association under clause 57.
- See section 15 of the Act\* (from 1/7/12).
- 11.2 The rights of members are not transferable, and end when the member ceases to be a member in accordance with clause 14.
- 11.3 By becoming and remaining members, members agree to support the purposes of the association.
- 11.4 Members agree that all intellectual property created by them while participating in the association belongs to the association and must not be used without its permission.

- 11.5 Members must at all times comply with the constitution and regulations\*.
- 11.6 This constitution is an enforceable contract between the association and each member.  
See section 14A of the Act\*.
- 11.7 Members (including Board members) are not liable to contribute to the debts and liabilities of the association by reason only of their membership.  
See section 15(1) of the Act\*.

## 12. Disciplinary Action

- 12.1 The Board may by resolution passed by an absolute majority\* reprimand, suspend or expel a member for:
- (a) failing to comply with the constitution or regulations\*; or
  - (b) conduct prejudicial to the association.
- 12.2 The Board must not pass a resolution under clause 12.1 unless the member concerned has been:
- (a) informed of the grounds for the proposed disciplinary action; and
  - (b) given a reasonable opportunity to be heard.
- See section 14AB(3)(a) of the Act\* (from 1/7/12).
- 12.3 The Board:
- (a) may delegate its powers under this clause to a disciplinary committee appointed by the Board; and
  - (b) must delegate its powers under this clause to a disciplinary committee appointed by the Board if any Board member is biased against (or in favour of) the member concerned.
- See section 14AB(3)(b) of the Act\* (from 1/7/12).
- 12.4 The members of the disciplinary committee:
- (a) need not be Board members or members of the association; but
  - (b) must not be biased against (or in favour of) the member concerned.
- See section 14AB(3)(b) of the Act\* (from 1/7/12).
- 12.5 Clauses 12.1 and 12.2 apply to the disciplinary committee in the same way as the Board.

- 12.6 The disciplinary procedure under this clause must be completed as soon as is reasonably practicable.  
See section 14AB(3)(c) of the Act\* (from 1/7/12).
- 12.7 The association may not fine members.

## 13. Resignation

- 13.1 Members may only resign in writing\* given to the Secretary.
- 13.2 Members whose subscriptions are more than 1 year in arrears are taken to have resigned.

## 14. Cessation

- 14.1 Members cease to be members on resignation, expulsion, death or winding up.
- 14.2 If a member ceases to be a member, the date of ceasing to be a member must be entered without delay in the register of members.

## 15. Register of Members

- 15.1 The Board must ensure that a register is kept containing:
- (a) the name of each member,
  - (b) the address for notices last given by the member,
  - (c) the date of becoming a member, and
  - (d) in the case of former members – the date of ceasing to be a member.
- 15.2 Members may inspect and obtain copies of the register in accordance with clause 57.

## 16. Grievance Procedure

- 16.1 The grievance procedure in this clause applies to disputes under this constitution between:
- (a) a member and another member, and
  - (b) a member and the Board or the association.
- 16.2 The parties must first attempt to resolve the dispute themselves.
- 16.3 If the parties are unable to resolve the dispute, the Board must appoint a conciliator and arbitrator (in this clause, “conciliator”).
- 16.4 The conciliator:
- (a) must not have a personal interest in the dispute;

- (b) must not be biased in favour of or against any party;
- (c) may be a member or former member of the association; and
- (d) if possible, must be appointed with the agreement of all parties.

16.5 The conciliator must conduct a conciliation at which each party is given a reasonable opportunity to be heard.

16.6 The parties must in good faith attempt to resolve the dispute by conciliation.

16.7 The conciliator may during, and must at the end of, the conciliation attempt to resolve the dispute by agreement between the parties.

16.8 If the conciliator is unable to resolve the dispute by agreement between the parties, the conciliator must determine the respective rights and obligations under this constitution of the parties and any other members.

16.9 A determination of a conciliator under clause 16.8 is binding on the parties and all members.

16.10 A party may appoint another person to act on its behalf in the grievance procedure.  
See section 14B(2) of the Act\*.

16.11 A member who is the subject of a disciplinary procedure under clause 12 must not initiate the grievance procedure under this clause until the disciplinary procedure has been completed.

See section 14AB(4) of the Act\* (from 1/7/12).

16.12 The State, Territory and Commonwealth Acts applying to commercial arbitrations do not apply to the grievance procedure in this clause.

## **PART 4 – GENERAL MEETINGS**

### **17. Annual General Meeting**

17.1 The Board must convene\* an annual general meeting each year.

See section 30(1) of the Act\*.

17.2 The annual general meeting must be held within 5 months after the end of the association's financial year under clause 52.

See section 30(2A) of the Act\*.

17.3 At the annual general meeting, the Board must submit to the members a statement containing particulars of:

- (a) the income and expenditure of the association during its last financial year,
- (b) the assets and liabilities of the association at the end of its last financial year,
- (c) the mortgages, charges and securities of any description affecting any of the property of the association at the end of its last financial year,
- (d) the same particulars in respect of each trust of which the association was trustee during any part of the last financial year, and
- (e) any trust, held on behalf of the association by a person or body other than the association, in which funds or assets of the association are placed,  
(in this clause, "the financial statements").

See section 30(3) of the Act\*.

17.4 The financial statements must:

- (a) have a certificate attached in the form prescribed under the Act\* signed by the Treasurer and another Board member certifying that the financial statements give a true and fair view of the financial position of the association during and at the end of its last financial year; and
- (b) if the accounts have been audited under clause 55.2 – be accompanied by the audited accounts and auditor's report; or
- (c) if the accounts have been reviewed under clause 55.3 – be accompanied by the report of the review.

See section 30(3A) of the Act\* (from 1/7/12).

17.5 The ordinary business of the annual general meeting is:

- (a) to verify the minutes of:
  - (i) the last annual general meeting, and
  - (ii) any special general meetings since the last annual general meeting;
- (b) to consider the annual report of the Board on the activities of the association during its last financial year;
- (c) to consider the financial statements and any accompanying audited accounts and auditor's report or report of a review; and

(d) to elect 2 Board members in accordance with clause 28.

17.6 The annual general meeting may only consider other business of which notice has been given in accordance with clause 19.2(c).

17.7 The Secretary must give the Registrar\* a statement of the annual general meeting in the form approved by the Registrar\* within 1 month after the annual general meeting.  
See section 30(4) of the Act\*.

## 18. Special General Meetings

18.1 The Board may by resolution convene\* a special general meeting whenever it considers appropriate.

18.2 The Board must convene\* a special general meeting on the request in writing\* of at least 25% of members entitled to vote.

18.3 The request:

- (a) must state the business to be considered at the meeting, including any resolution to be proposed;
- (b) may consist of multiple copies of the same document;
- (c) must include the names, addresses and signatures of the members making the request; and
- (d) must be given to the Secretary.

18.4 If the Board does not arrange for the special general meeting to be held within 6 weeks of the request being made, the members making the request (or any of them) may convene\* the special general meeting.

18.5 A special general meeting convened by members under clause 18.4:

- (a) must be held within 3 months of the original request having been made; and
- (b) may only consider the business stated in the original request.

18.6 The association must reimburse all reasonable expenses incurred by the members convening a special general meeting under clause 18.4.

18.7 Special general meetings may only consider business of which notice has been given in accordance with clause 19.2(c).

## 19. Notice

19.1 At least 21 days notice in writing\* of general meetings must be given to each member.

See section 15(5) of the Act\* (from 1/7/12).

19.2 The notice must state:

- (a) the date, time and place (or places) of the meeting,  
See section 15(5) of the Act\* (from 1/7/12).
- (b) if the meeting is to be held at more than 1 place – the technology that will be used,
- (c) the general nature of each item of business to be considered, and
- (d) if a special resolution\* is to be proposed:
  - (i) the proposed resolution, and
  - (ii) that it is intended that the resolution be proposed as a special resolution\*.

See section 29(3) of the Act\*.

19.3 The notice must include under clause 19.2(c) any item of business that any member has requested in writing\* be considered at least 7 days before the notice is sent.

19.4 The notice must also include:

- (a) a statement that members that are incorporated bodies may appoint a representative to attend, speak and vote on their behalf in accordance with clause 20, and
- (b) a copy of clause 20.

19.5 The notice may include a form of appointment for the purposes of clause 20, but members are not required to use the form.

19.6 Despite clause 19.1, the accidental omission to give notice of the meeting to a member or members, or the non-receipt by a member or members of notice of the meeting does not invalidate the meeting.

See section 15(6) of the Act\* (from 1/7/12).

## 20. Representatives

20.1 Members that are incorporated bodies may appoint individuals to represent them at general meetings.

- 20.2 Appointments of representatives must be:
- (a) in writing\*, naming the individual (or individuals, in order) appointed;
  - (b) sealed by, or signed on behalf of, the member making the appointment; and
  - (c) given to the chair of the meeting before or at the commencement of the meeting.

20.3 Representatives may exercise all the rights of members under this Part.

## **21. Use of Technology**

General meetings may be held at more than 1 place, provided that the technology used enables each member present at all places the meeting is held to clearly and simultaneously communicate with every other such member.

See section 30AA of the Act\* (from 1/7/12).

## **22. Quorum**

22.1 The quorum for consideration of the ordinary business of the annual general meeting is the presence in person or by representative of at least 5 members entitled to vote.

22.2 The quorum for consideration of a proposed resolution (including a special resolution) recommended by the Board is the presence in person or by representative of at least 10% of members entitled to vote.

22.3 The quorum for the consideration of all other business at general meetings is the presence in person or by representative of at least 25% of members entitled to vote.

22.4 If a quorum is not present within 30 minutes from the time of the meeting of which notice has been given, the meeting must not proceed.

## **23. Chairing**

23.1 The Chair is entitled to chair general meetings.

23.2 If the Chair is not present, or does not wish to chair the meeting, the Deputy Chair is entitled to chair.

23.3 If neither the Chair nor the Deputy Chair is present, or if neither wishes to chair the meeting, the meeting must elect another member to chair.

23.4 The chair of the meeting does not have a casting vote.

## **24. Participation**

All members are entitled to attend and speak and vote at general meetings, except those whose rights have been suspended under clause 10.3 or 12.1.

See sections 15(7) and 15(8) of the Act\* (from 1/7/12).

## **25. Voting**

25.1 Each member has 1 vote.

25.2 Members may vote in person or by representative. There is no voting by proxy.

25.3 Unless a poll is demanded:

- (a) voting is by show of hands; and
- (b) the declaration by the chair of the meeting of the result of the vote is conclusive evidence of that result.

25.4 If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

## **26. Poll**

26.1 In this clause, “poll” means where votes are cast in writing.

26.2 Any member entitled to vote (including the chair of the meeting) may demand a poll before or immediately after the declaration of the result on a show of hands.

26.3 The poll must be taken as directed by the chair of the meeting.

## **PART 5 – THE BOARD**

### **27. Membership**

27.1 The Board has:

- (a) 6 elected Board members – at least 2 elected each year under clause 28, with staggered 3 year terms; and
- (b) up to 3 co-opted Board members – appointed under clause 30.

27.2 Employees of the association and current users of its services are not eligible to be elected or appointed as Board members.

## **28. Election**

- 28.1 The notice of each annual general meeting must include a call for nominations for at least 2 Board members.
- 28.2 Only individuals who:
- (a) have been members of the association for at least 1 year; and
  - (b) are entitled to vote at the annual general meeting;
- are eligible:
- (c) to be elected as Board members; and
  - (d) to nominate candidates and second nominations.
- 28.3 Nominations must be signed by:
- (a) the nominator and seconder, and
  - (b) the candidate, consenting to the nomination.
- 28.4 The Board may by regulation\* prescribe a nomination form for the purposes of clause 28.3, in which case nominations must be in the prescribed form.
- 28.5 Nominations (or an emailed or faxed copy) must be received by the Secretary no later than 4.00 p.m. 1 week before the annual general meeting.
- 28.6 If the number of nominations is equal to the number of open Board positions, the chair of the annual general meeting must declare those candidates elected.
- 28.7 If there are more nominations than open Board positions, a ballot must be held at the annual general meeting in accordance with clause 29.
- 28.8 If there are fewer than open Board position, the chair of the annual general meeting must declare any candidate who has nominated elected, and the Board must fill the remaining vacancy or vacancies in accordance with clause 31.8.
- 28.9 A general meeting may by resolution passed by a simple majority elect a Board member if there is less than 6 elected Board members at the time of the general meeting.

## **29. Ballot**

- 29.1 The chair of the annual general meeting must appoint a returning officer to conduct the ballot (who may be the chair of the meeting).
- 29.2 The candidates may each make a short speech in support of their election.

29.3 The election must be by secret ballot.

29.4 The returning officer must give each member present in person or by representative a ballot paper with the names of the candidates listed in an order decided by lot.

29.5 Voters must cross off the names of those candidates they do not wish to vote for, leaving the names of those candidates they do wish to vote for.

29.6 Voters must cross off sufficient names so that the number of candidates whose names have not been crossed off is equal to or less than then number of Board positions available.

29.7 Ballot papers that do not comply with clause 29.6 are informal.

29.8 Each formal ballot paper where the name of a candidate has not been crossed off counts as 1 vote for that candidate.

29.9 The returning officer must declare elected the candidates who receive the most votes, subject to clause 29.10.

29.10 If 2 or more candidates receive the same number of votes, and 1 or some but not all of those candidates are to be elected, the returning officer must decide by lot which is to be elected.

## **30. Co-option**

30.1 The Board may:

- (a) at its first meeting after the annual general meeting each year, and
  - (b) at any subsequent meeting,
- co-opt up to 3 individuals as Board members.

30.2 Co-opted Board members must be, or become, members of the association.

30.3 The Board may by resolution decide when the term of office of a co-opted Board member is to begin and end.

30.4 Before co-opting Board members, the association may call for expressions of interest, by advertisement or otherwise.

## **31. Term of Office**

31.1 Elected Board members hold office:

- (a) from the end of the annual general meeting at which they are elected,
- (b) until the end of the third annual general meeting after they are elected,

subject to clauses 31.3–31.7.

\*see definition in clause 65.1.

- 31.2 Co-opted Board members hold office:
- (a) from the time they are co-opted,
  - (b) until the end of the annual general meeting after they are co-opted,
- subject to clauses 30.3 and 31.3–31.7.
- 31.3 Board members may be re-elected and co-opted again.
- 31.4 Board members may resign in writing\* given to the Secretary.  
Compare section 27(2)(a) of the Act\* (from 1/7/12).
- 31.5 Board members cease to be Board members if they:
- (a) cease to be a member of the association;
  - (b) become an employee of the association or a user of its services;
  - (c) become bankrupt, or apply to take or take advantage of any law relating to bankrupt or insolvent debtors, or compound with their creditors, or make an assignment of their estate for the benefit of their creditors; or
  - (d) become subject to a guardianship or administration order under the Victorian *Guardianship and Administration Act 1986*.
- See section 27(2) of the Act\* (from 1/7/12).
- 31.6 The Board may by resolution passed by an absolute majority\* remove:
- (a) a co-opted Board member, or
  - (b) an elected Board member who has failed to attend all Board meetings for 3 months or more without leave of absence under clause 49.
- 31.7 A general meeting may by resolution passed by a simple majority:
- (a) remove any Board member; and
  - (b) fill the resulting vacancy.
- Compare section 27(2)(b) of the Act\* (from 1/7/12).
- 31.8 If there is a vacancy in its membership (including a vacancy in accordance with clause 31.7(a) not filled under clause 31.7(b)), the Board may appoint an individual who would be eligible to be elected under clause 28.2 to fill the vacancy for the remainder of the term of office.

- 31.9 The Board may continue to act despite any vacancy in its membership.
- 31.10 Even if it is subsequently found that a person who has acted as a Board member was not properly elected or appointed, the validity of:
- (a) the acts of that person as a Board member, and
  - (b) decisions of Board meetings in which that person has participated,
- is not affected.

## **32. Responsibility and Powers**

- 32.1 The Board is responsible for both the governance and management of the association.
- 32.2 The Board must by regulation\* delegate the management of the association to the Manager\*.
- 32.3 The Board may exercise all powers of the association on its behalf.
- 32.4 The Board may by resolution delegate its powers as it considers appropriate.
- 32.5 No delegation by the Board under this clause limits the duties and liability of each Board member.

## **33. Committees**

- 33.1 The Board may establish committees with such membership and terms of reference as it considers appropriate.
- 33.2 Without limiting clause 33.1, the Board must by regulation\* establish:
- (a) an Audit and Risk Committee, and
  - (b) a Stakeholder Advisory Committee.

## **34. Regulations**

- 34.1 The Board may by resolution passed by an absolute majority\* make regulations to give effect to this constitution.
- 34.2 Members must at all times comply with the regulations as if they formed part of this constitution.

## **35. Public Statements**

- 35.1 The Board may by regulation\* or resolution authorise the Chair, the Secretary or another person to make public statements on behalf of the association.

35.2 No person may make any public statement on behalf of the association unless authorised by the Board.

### **36. Duties**

36.1 Board members and former Board members must not make improper use of:

- (a) their position, or
  - (b) information acquired by virtue of holding their position,
- so as:
- (c) to gain an advantage for themselves or any other person; or
  - (d) to cause detriment to the association.

See section 29A of the Act\*.

36.2 Board members must exercise their powers and discharge their duties with reasonable care and diligence.

See section 29AB of the Act\* (from 1/7/12).

36.3 Board members must exercise their powers and discharge their duties:

- (a) in good faith in the best interests of the association; and
- (b) for a proper purpose.

See section 29AC of the Act\* (from 1/7/12).

### **37. Indemnity**

The association indemnifies Board members against any liability incurred in good faith by them in the course of performing their duties.

Compare section 29E of the Act\* (from 1/7/12).

## **PART 6 – OFFICE-BEARERS**

### **38. Positions**

38.1 The office-bearers of the association are:

- (a) Chair,
  - (b) Deputy Chair,
  - (c) Treasurer, and
  - (d) Secretary,
- subject to clause 38.2.

38.2 The Board may by regulation\* establish other office-bearer positions.

### **39. Election**

39.1 The Board must at its first meeting after the annual general meeting each year elect the office-bearers (except the Secretary) from among the Board members.

39.2 Office-bearers may be re-elected.

### **40. Term of Office**

40.1 Office-bearers hold office from the time of their election until their successor is elected, subject to clauses 40.2–40.5.

40.2 Office-bearers may resign in writing\* given to the Secretary.

40.3 Office-bearers who cease to be Board members, other than by the expiry of their term of office, cease to be office-bearers.

40.4 Office-bearers may be removed by resolution of the Board passed by an absolute majority\*.

40.5 The Board must as soon as practicable fill vacancies in office-bearer positions for the remainder of the term.

40.6 This clause does not apply to the Secretary.

### **41. Secretary**

41.1 The Manager\* is the Secretary of the association, subject to clauses 41.5–41.7.

41.2 The Secretary is the secretary of the association for the purposes of the Act\*.

41.3 The Secretary must notify the Registrar\* within 14 days of appointment.

See section 28(1) of the Act\*.

41.4 The Secretary whose appointment was last notified to the Registrar\* remains the secretary of the association for the purposes of the Act\* until the appointment of a new Secretary is notified.

See section 42(1)(b) of the Act\*.

41.5 The Secretary may resign in writing\* given to the Chair.

Compare section 27(2)(a) of the Act\* (from 1/7/12).

41.6 The Secretary ceases to be the Secretary if they:

- (a) become bankrupt, or apply to take or take advantage of any law relating to bankrupt or insolvent debtors, or compound with their creditors, or make

an assignment of their estate for the benefit of their creditors;

- (b) become subject to a guardianship or administration order under the Victorian *Guardianship and Administration Act 1986*; or
- (c) cease to reside in Australia.

See section 27(2) of the Act\* (from 1/7/12).

41.7 A general meeting may by resolution passed by a simple majority:

- (a) remove the Secretary; and
- (b) fill the resulting vacancy.

Compare section 27(2)(b) of the Act\* (from 1/7/12).

41.8 The Board must fill any vacancy in the position of Secretary within 14 days (except for a vacancy already filled under clause 41.7(b)).

See section 25(1) of the Act\*.

41.9 The Secretary is not a Board member, but must attend all Board meetings, unless excused or requested not to by the Board.

## **PART 7 – BOARD MEETINGS**

### **42. Convening**

42.1 The Secretary, Chair or any 3 Board members may convene\* a Board meeting.

42.2 Ordinary Board meetings must be held at least 6 times each year.

42.3 At its first meeting after the annual general meeting each year the Board must by resolution set the dates, times and places of ordinary Board meetings until the next annual general meeting.

42.4 The Board may by resolution subsequently change the dates, times and places of ordinary meetings.

### **43. Notice**

43.1 Each Board member must be given at least 7 days notice in writing\* of Board meetings, subject to clause 43.4.

43.2 Notice may be given of more than 1 Board meeting at the same time.

43.3 The notice must state the date, time and place (or places) of the meeting, but need not include the business to be considered.

43.4 In cases of urgency a meeting may be held without the notice required by clause 43.1, provided that:

- (a) as much notice as practicable is given to each Board member by the quickest practicable means; and
- (b) resolutions may only be passed by an absolute majority\*.

### **44. Use of Technology**

44.1 Board meetings may be held at more than 1 place, provided that the technology used enables each Board member present at all places the meeting is held to clearly and simultaneously communicate with every other such Board member.

See section 29AA of the Act\* (from 1/7/12).

44.2 Without limiting clauses 43.4(a) and 44.1, Board meetings may be convened\* and held by telephone.

### **45. Quorum**

The quorum for Board meetings is the presence in person of a majority of Board members at the time.

### **46. Chairing**

46.1 The Chair is entitled to chair Board meetings.

46.2 If the Chair is not present, or does not wish to chair the meeting, the Deputy Chair is entitled to chair.

46.3 If neither the Chair nor the Deputy Chair is present, or if neither wishes to chair the meeting, the Board must elect another Board member to chair.

46.4 The chair of the meeting does not have a casting vote.

### **47. Voting**

47.1 Each Board member has 1 vote.

47.2 There is no voting by proxy.

47.3 If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

## **48. Conflict of Interest**

- 48.1 Board members who have a material personal interest in a matter that is being considered at a Board meeting must:
- (a) disclose the nature and extent of their interest:
    - (i) to the Board as soon as they become aware of the interest; and
    - (ii) in the statement submitted to the next annual general meeting under clause 17.3;
  - (b) not be present while the matter is being considered at the meeting; and
  - (c) not vote on the matter.

See sections 29B and 29C of the Act\*  
(from 1/7/12).

- 48.2 Clause 48.1 does not apply to material personal interests that:

- (a) exist only because the Board member is a member of a class of persons for whose benefit the association is established; or
- (b) the Board member has in common with all or a substantial proportion of the members of the association.

See sections 29B and 29C of the Act\*  
(from 1/7/12).

## **49. Leave of Absence**

- 49.1 The Board may by resolution grant Board members leave of absence from Board meetings for up to 3 months.

- 49.2 The Board may not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member concerned to seek leave of absence in advance.

## **50. Resolutions without Meeting**

- 50.1 A resolution agreed to in writing\* by all Board members has the same effect as a resolution passed at a Board meeting.
- 50.2 In clause 50.1, “all Board members” does not include those Board members who:
- (a) would be prohibited by clause 48.1(c) from voting on the matter at a Board meeting; or
  - (b) have leave of absence from Board meetings under clause 49.

## **PART 8 – FINANCIAL AND LEGAL**

### **51. Sources of Funds**

The funds of the association may be derived from subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

### **52. Financial Year**

The financial year of the association is from 1 July to 30 June.

### **53. Management of Funds**

- 53.1 The Board is responsible for the management of the funds of the association.

- 53.2 The association must maintain adequate and accurate accounting records of its financial transactions.

See section 30A of the Act\*.

- 53.3 All money received by or on behalf of the association must be deposited without delay into a bank account in the name of the association.

### **54. Payments**

- 54.1 All payments by the association must be:
- (a) specifically authorised in writing\*, and
  - (b) in the case of cheques – signed, by at least 2 persons nominated by the Board by regulation\* or resolution.
- 54.2 The Board may nominate a list of individuals or positions for the purposes of clause 54.1.
- 54.3 Signatories must not sign cheques until the payee and amount have been written in.

### **55. Audit and Review of Accounts**

- 55.1 In this clause:
- (a) “tier one association” means an incorporated association that has a total revenue of less than \$250,000;
  - (b) “tier two association” means an incorporated association that has a total revenue of between \$250,000 and \$1 million;
  - (c) “tier three association” means an incorporated association that has a total revenue of more than \$1 million; and

- (d) “total revenue” means the total income of the incorporated association during its last financial year from all the activities of the incorporated association before any expenses, including the cost to the incorporated association of goods sold by it, are deducted, but excluding any income received as capital.

See section 30AB of the Act\* (from 1/7/12).

- 55.2 If the association is a tier three association, the Board must arrange for the accounts for the last financial year to be audited in accordance with the Act\* before being submitted to the annual general meeting under clause 17.4(b).

See section 30B of the Act\* (from 1/7/12).

- 55.3 If the association is a tier two association, the Board must arrange for the accounts for the last financial year to be reviewed in accordance with the Act\* before being submitted to the annual general meeting under clause 17.4(c).

See section 30BA of the Act\* (from 1/7/12).

- 55.4 If the association is a tier two association, a general meeting may resolve to have the accounts audited by an independent accountant in accordance with the Act\*.

See section 30BB of the Act\* (from 1/7/12).

- 55.5 If the association is a tier one association, a general meeting may resolve to have the accounts either audited or reviewed by an independent accountant in accordance with the Act\*.

See section 30BB of the Act\* (from 1/7/12).

- 55.6 An auditor may only be removed by a general meeting in accordance with the procedure set out in section 30C of the Act\*.

See section 30C of the Act\*.

- 55.7 If different amounts are prescribed under the Act\*, the amounts in clause 55.1 are varied accordingly.

See section 30AB of the Act\* (from 1/7/12).

## **56. Minutes**

- 56.1 The Board must ensure that minutes are taken and kept of all general meetings and Board meetings (including resolutions without meeting).

See item 14 of Schedule 1 of the Act\* (from 1/7/12).

- 56.2 The minutes of annual general meetings must include a copy of:

- (a) the financial statements submitted to members in accordance with clause 17.3, and
- (b) any audited accounts and auditor’s report or report of a review accompanying the financial statements in accordance with clause 17.4.

See section 30(3C) and item 15 of Schedule 1 of the Act\* (from 1/7/12).

- 56.3 The minutes of special general meetings must include a copy of any financial statement submitted to the meeting.

See item 15 of Schedule 1 of the Act\* (from 1/7/12).

- 56.4 Members may inspect and obtain copies of minutes in accordance with clause 57.

## **57. Records**

- 57.1 The Board must provide for the safe keeping of the records of the association.

- 57.2 The association must keep all its accounting records for at least 7 years after the completion of the transactions to which they relate.

For tier three associations, see section 30B(3) of the Act\* (from 1/7/12).

- 57.3 The association must keep all its other records for at least 7 years after the record was created.

- 57.4 Members may on request inspect:

- (a) the register of members,
  - (b) the minutes of general meetings, and
  - (c) subject to clause 57.5, the other records of the association, including the minutes of Board meetings,
- at any reasonable time.

See section 15(3)(b) and items 13, 15 and 16 of Schedule 1 of the Act\* (from 1/7/12).

- 57.5 Members may not inspect the records of the association that relate to confidential personal, employment, commercial and legal matters, except as permitted by the Board.

See items 13 and 16 of Schedule 1 of the Act\* (from 1/7/12).

57.6 The Board must on request make copies of the constitution and regulations\* available to members and applicants for membership without charge.

See section 22A and (from 1/7/12) sections 15(3)(a) and 15(4) of the Act\*.

57.7 The Board must within 7 days of request make copies of:

- (a) the register of members, and
- (b) the minutes of general meetings, available to members without charge.

See section 15(4) and item 13 of Schedule 1 of the Act\* (from 1/7/12).

57.8 A person who is no longer entitled to custody of records of the association must return them to the Board within 28 days.

See section 29D of the Act\*.

## **58. Signing of Documents**

58.1 The association may sign contracts and other documents either:

- (a) by using a common seal – refer clause 59; or
- (b) by having the document signed by 2 Board members.

See section 19A of the Act\* (from 1/7/12).

58.2 A document may only be signed by 2 Board members if authorised by resolution of the Board.

## **59. Common Seal**

59.1 The association may have a common seal.

See section 14(2) of the Act\*.

59.2 Clauses 59.3–59.7 only apply if the association has a common seal.

59.3 The name of the association must appear in legible characters on the common seal.

See section 12A(1)(a) of the Act\*.

59.4 A document may only be sealed with the common seal if authorised by resolution of the Board.

59.5 The sealing must be witnessed by the signatures of at least 2 Board members nominated by the Board by regulation\* or resolution.

59.6 The Board may nominate a list of individuals or positions to be signatories for the purpose of clause 59.5.

59.7 The Board must provide for the safe keeping of the common seal.

## **60. Registered Address**

60.1 The association must have a registered address for the service of documents on the association.

See sections 13A(1) and 48 of the Act\*.

60.2 The registered address of the association must be the address of the principal office of the association, unless the Board by resolution nominates a different address.

60.3 The association must notify the Registrar\* within 14 days of any change of registered address.

See section 13A(2) of the Act\*.

## **61. Amendment of Constitution**

61.1 This constitution may only be amended by special resolution\*.

See section 22(1) of the Act\*.

61.2 An amendment to this constitution does not take effect until it has been approved by the Registrar\*.

See section 22(2) of the Act\*.

61.3 The Secretary must apply to the Registrar\* for approval of the amendment within 28 days after the special resolution\* was passed.

See section 22(3) of the Act\*.

## **62. Winding Up**

62.1 The association may be wound up voluntarily by special resolution\*.

See section 33 of the Act\*.

62.2 If the association is:

- (a) wound up voluntarily or otherwise; or
  - (b) its incorporation is cancelled;
- the surplus assets of the association must not be distributed to any member.

See section 36CA(2) of the Act\*.

62.3 The surplus assets must be given to a body that:

- (a) has similar purposes to the association; and
- (b) also prohibits the distribution of any surplus, income and assets to its members to at least as great an extent as the association;

subject to clause 62.5.

62.4 If the association is wound up voluntarily, the body to which its surplus assets are to be given must be decided by special resolution\*.

62.5 The surplus assets of the association do not include any property supplied by a government department, public authority or municipal council, including the unexpended portion of a grant. On winding up, that property must be returned to the body that supplied it or its nominee.

See section 36CA(4) of the Act\*.

### 63. Tax Deductibility

63.1 In this clause:

- (a) “contributions” and “fund-raising event” have the same meaning as in Division 30 of the Tax Act;
- (b) “DGR” means a deductible gift recipient under Division 30 of the Tax Act;
- (c) “gift funds” means:
  - (i) gifts and contributions to the association, and
  - (ii) money received by the association because of such gifts and contributions; and
- (d) “the Tax Act” means the Commonwealth *Income Tax Assessment Act 1997*.

63.2 If the association has been endorsed as a DGR:

- (a) receipts for gifts to the association must include:
  - (i) the name and ABN of the association, and
  - (ii) the fact that the receipt is for a gift;

- (b) receipts for contributions to the association in relation to a fund-raising event must include:
  - (i) the name and ABN of the association, and
  - (ii) the other information required by section 30-228 of the Tax Act;
- (c) the association must keep records that record and explain all transactions and other acts it engages in relevant to its status as a DGR for at least 5 years;
- (d) the records must show that the association uses gift funds only for the principal purpose of the association;
- (e) on winding up of the association or revocation of its endorsement (whichever occurs earlier), any surplus gift funds must be transferred to another DGR; and
- (f) on winding up or dissolution of the association its surplus assets other than any surplus gift funds must also be given to another DGR.

### 64. Notices

64.1 Members must give the association their address for notices, and any change in that address.

64.2 The address for notices may include an email address and a fax number.

64.3 The association must enter any change in the address of a member in the register of members without delay.

64.4 Notice may be given to a member by sending it to the address last given by the member.

64.5 In this constitution a period of notice of a meeting expressed in days:

- (a) does not include the day on which notice is given; but
- (b) includes the day on which the meeting is held.

64.6 Notices sent by prepaid post are taken to have been given on the second day after posting that is not a Saturday, Sunday or public holiday at that address.

64.7 Notices sent by email or fax are taken to have been given on the first day after sending that is not a Saturday, Sunday or public holiday at that address.

64.8 In this clause, “member” includes a Board member.

## 65. Interpretation

65.1 In this constitution, unless the contrary intention appears:

- (a) “absolute majority” means a majority of the votes of all Board members entitled to vote at the time, whether or not those Board members are present, and whether or not they vote;
- (b) “the Act” means the Victorian *Associations Incorporation Act 1981*;
- (c) “the association” means the association named in clause 2;
- (d) “convene” means call and arrange to hold, and includes setting the date, time and place of the meeting;
- (e) “the Manager” means the senior employee of the association;
- (f) “member” has the extended meanings given in clauses 7.4 and 20.3;
- (g) “the Registrar” means the Registrar of Incorporated Associations under the Act\*;
- (h) “regulations” means regulations of the association made under clause 34, and “regulation” has a corresponding meaning;
- (i) “special resolution” means a resolution:
  - (i) to amend this constitution;
  - (ii) to change the name of the association;
  - (iii) to amalgamate the association with another association incorporated under the Act\*; or
  - (iv) to wind up the association;which may only be passed at a general meeting where:
  - (v) at least 21 days notice of the proposed resolution has been given to all members entitled to vote;
  - (vi) the notice specifies that it is intended that the resolution be proposed as a special resolution; and

- (vii) at least three-quarters of those members who vote at the meeting (whether in person or by representative), vote in favour; and

See section 29 of the Act\*.

- (j) “in writing” includes emails and documents sent electronically.

65.2 Where this constitution requires a document to be signed, in the case of an incorporated body the document must either be sealed, or signed on its behalf.

65.3 The headings form part of this constitution.

65.4 The explanatory notes inserted in a smaller font size after provisions of this constitution are for guidance only and do not form part of this constitution.

65.5 This constitution is to be interpreted in accordance with the Victorian *Interpretation of Legislation Act 1984* as if this constitution were an Act of the State of Victoria, unless the contrary intention appears.

65.6 The Board is responsible for the interpretation of the constitution and regulations\*.

65.7 This constitution is intended to include all matters in relation to which the model rules prescribed under Act\* make provision, with the intention that none of the model rules apply to the association.

## 66. Board Transition

66.1 In this clause:

- (a) “statutory manager” means the statutory manager of the association appointed on 11 October 2010 or her successor;
- (b) “2012 AGM” means the next annual general meeting after the revocation of the statutory manager’s appointment;
- (c) “2013 AGM” means the next annual general meeting after the 2012 AGM;
- (d) “2014 AGM” means the next annual general meeting after the 2013 AGM;
- (e) “2015 AGM” means the next annual general meeting after the 2014 AGM;
- (f) “1 year term” means a term of office expiring at the end of the 2013 AGM;
- (g) “2 year term” means a term of office expiring at the end of the 2014 AGM; and

- (h) “3 year term” means a term of office expiring at the end of the 2015 AGM.

66.2 Before the revocation of the statutory manager’s appointment, the Registrar\* must appoint 6 Board members in place of those who would normally be elected under clause 28.

See sections 31G(7)(c) and 31G(8) of the Act\*.

66.3 The Board members appointed by the Registrar\* take office on the revocation of the statutory manager’s appointment.

See section 31G(9)(a) of the Act\*.

66.4 The Board members appointed by the Registrar\* hold office until the end of the 2012 AGM.

See section 31G(9)(b) of the Act\*.

66.5 Despite clause 27.1(a), 6 Board members must be elected at the 2012 AGM.

66.6 Clauses 27.2, 28 and 29 apply to the election, except that:

- (a) In clauses 28.1 and 29.6, “2” is replaced with “6”;

- (b) Clauses 28.6–28.8 are replaced with:

28.6 If there are only 6 nominations, and the candidates agree which 2 candidates are to have 1 year, 2 year and 3 year terms respectively, the chair of the annual general meeting must declare those candidates elected for those terms.

28.7 If there are fewer than 6 nominations, and the candidates agree which candidates are to have 1 year, 2 year and 3 year terms respectively, the chair of the annual general meeting must declare those candidates elected for those terms, and the Board must fill the remaining vacancy or vacancies in accordance with clause 31.8.

28.8 Otherwise, a ballot must be held at the annual general meeting in accordance with clause 29.

- (c) Clause 29.9 is replaced with:

29.9 The returning officer must declare elected:

- (a) the 2 candidates who receive the most votes for a 3 year term;

- (b) the 2 candidates who receive the next most votes for a 2 year term; and

- (c) the 2 candidates who receive the next most votes for a 1 year term;

subject to clause 29.10.

66.7 The terms of office of Board members under this clause apply despite clause 31.1(b).

66.8 This clause and the references to it in the table of contents in clause 1 and the index in clause 68 are deleted at the end of the 2015 AGM.

## **67. Associations Incorporation Act Transition**

67.1 In this constitution, “1/7/12” means the date on which a majority of the provisions of the *Victorian Associations Incorporation Amendment Act 2010* (including any re-enactment of that Act) come into operation.

67.2 Before 1/7/12:

- (a) Part 2 of this constitution is the statement of purposes of the association;
- (b) all the provisions of this constitution (including those in Part 2) are its rules;
- (c) clauses 17.4(a) and 17.4(c) do not apply;
- (d) in clause 17.5(c) the words “ or report of a review” do not apply;
- (e) in clauses 41.2 and 41.4 “secretary” is replaced with “public officer”;
- (f) in clauses 41.3 and 41.4 “Secretary” is replaced with “public officer”;
- (g) in clause 48.1 “a material personal interest in a matter that is being considered at a Board meeting” is replaced with “any direct or indirect pecuniary interest in a contract or proposed contract with the association”;
- (h) clause 48.1(b) does not apply;
- (i) in clause 48.2 “material personal interests” is replaced with “pecuniary interests”;
- (j) clauses 55.1, 55.3–55.5 and 55.7 do not apply; and

(k) clause 55.2 is replaced with:

55.2 If the association has:

(a) gross receipts in its last financial year of more than \$200,000, or

(b) gross assets of more than \$500,000,

the Board must arrange for the accounts for the last financial year to be audited in accordance with the Act\* before being submitted to the annual general meeting under clause 17.4(b).

67.3 On 1/7/12:

(a) this clause and the references to it in the table of contents in clause 1 and the index in clause 68 are deleted; and

(b) the words “ (from 1/7/12)” are deleted from the explanatory notes.

## PART 9 – INDEX

### 68. Index

“absolute majority” .....	cl.65.1(a) .....	p.16
Accounts .....	cl.53.2 .....	p.12
<i>see also</i> Audit and Review of Accounts		
“the Act” .....	cl.65.1(b) .....	p.16
Amendment of Constitution .....	cl.61 .....	p.14
Annual General Meeting .....	cl.17 .....	p.5
Applications for Membership .....	cl.8 .....	p.3
Approval of Membership .....	cl.9 .....	p.3
“the association” .....	cl.65.1(c) .....	p.16
the Association		
Definition .....	cl.65.1(c) .....	p.16
Distribution of Surplus, etc .....	cl.5.1 .....	p.2
“ .....	cl.62.2 .....	p.14
Legal Capacity .....	cl.4.1 .....	p.2
Name .....	cl.2 .....	p.2
“ .....	cl.59.3 .....	p.14
Not For Profit Organisation .....	cl.5 .....	p.2
Powers .....	cl.4.2 .....	p.2
Purposes .....	cl.3 .....	p.2
Associations Incorporation Act		
Definition .....	cl.65.1(b) .....	p.16
“association” in Section 3(1).....	cl.6 .....	p.2
Section 3(2) .....	cl.5.1 .....	p.2
Section 12A.....	cl.2 .....	p.2
Section 12A(1)(a) .....	cl.59.3 .....	p.14
Section 13A.....	cl.60 .....	p.14
Section 14(2) .....	cl.4.1 .....	p.2
“ .....	cl.59.1 .....	p.14
Section 14A.....	cl.11.6 .....	p.4
Section 14AB .....	cl.12 .....	p.4
Section 14AB(4) .....	cl.16.11 .....	p.5
Section 14B(2) .....	cl.16.10 .....	p.5
Section 15 .....	cl.11 .....	p.3
“ .....	cl.19 .....	p.6
“ .....	cl.24 .....	p.7
“ .....	cl.57 .....	p.13
Section 16 .....	cl.4.2 .....	p.2
Section 19A.....	cl.58.1(b) .....	p.14
Section 22 .....	cl.61 .....	p.14
Section 22A.....	cl.57.6 .....	p.14
Section 25(1) .....	cl.41.8 .....	p.11
Section 27(2) .....	cl.31.4–31.6 .....	p.9
Section 28(1) .....	cl.41.3 .....	p.10
Section 29 .....	cl.65.1(i) .....	p.16
Section 29(3) .....	cl.19.2(d) .....	p.6
Section 29A.....	cl.36.1 .....	p.10
Section 29AA .....	cl.44.1 .....	p.11
Section 29AB .....	cl.36.2 .....	p.10
Section 29AC .....	cl.36.3 .....	p.10
Sections 29B & 29C .....	cl.48 .....	p.12
Section 29D.....	cl.57.8 .....	p.14
Section 29E .....	cl.37 .....	p.10
Section 30 .....	cl.17 .....	p.5
Section 30(3C) .....	cl.56.2 .....	p.13
Section 30A.....	cl.53.2 .....	p.12
Section 30AA .....	cl.21 .....	p.7
Sections 30AB, 30B, 30BA, 30BB .....	cl.55 .....	p.12
Section 30B(3) .....	cl.57.2 .....	p.13
Section 30C .....	cl.55.6 .....	p.13

Associations Incorporation Act <i>contd</i>	
Section 33 .....	cl.62.1 ..... p.14
Section 35(2)(a) .....	cl.6 ..... p.2
Section 36CA .....	cl.62 ..... p.14
Section 42(1)(b) .....	cl.41.4 ..... p.10
Section 48 .....	cl.60.1 ..... p.14
Section 51 .....	cl.5.1 ..... p.2
Item 13 of Schedule 1 .....	cl.57 ..... p.13
Item 14 of Schedule 1 .....	cl.56.1 ..... p.13
Item 15 of Schedule 1 .....	cl.56, 57 ..... p.13
Item 16 of Schedule 1 .....	cl.57 ..... p.13
Transitional .....	cl.67 ..... p.17
<i>see also</i> Legal	
Audit and Review of Accounts .....	cl.55 ..... p.12
Audit and Risk Committee .....	cl.33.2 ..... p.9
Ballot for Election of the Board .....	cl.29 ..... p.8
the Board	
Audit and Risk Committee .....	cl.33.2 ..... p.9
Ballot for Election .....	cl.29 ..... p.8
Committees .....	cl.33 ..... p.9
Conflict of Interest .....	cl.48 ..... p.12
Co-option .....	cl.30 ..... p.8
Duties .....	cl.36 ..... p.10
Election .....	cl.28 ..... p.8
Indemnity .....	cl.37 ..... p.10
Membership .....	cl.27 ..... p.7
Public Statements .....	cl.35 ..... p.9
Regulations.....	cl.34 ..... p.9
Responsibility and Powers .....	cl.32 ..... p.9
Term of Office .....	cl.31 ..... p.8
Transitional .....	cl.66 ..... p.16
Board Meetings	
Chairing .....	cl.46 ..... p.11
Conflict of Interest .....	cl.48 ..... p.12
Convening .....	cl.42 ..... p.11
Leave of Absence .....	cl.49 ..... p.12
Minutes .....	cl.56 ..... p.13
Notice .....	cl.43 ..... p.11
Quorum .....	cl.45 ..... p.11
Resolutions without Meeting .....	cl.50 ..... p.12
Technology, Use of .....	cl.44 ..... p.11
Voting .....	cl.47 ..... p.11
<i>see also</i> General Meetings	
Cessation of Membership .....	cl.14 ..... p.4
Chair .....	cl.38.1(a) ..... p.10
" .....	cl.23.1 ..... p.7
" .....	cl.35.1 ..... p.9
" .....	cl.41.5 ..... p.10
" .....	cl.42.1 ..... p.11
" .....	cl.46.1 ..... p.11
Chairing	
of Board Meetings .....	cl.46 ..... p.11
of General Meetings .....	cl.23 ..... p.7
Cheques .....	<i>see</i> Payments
Committees of the Board .....	cl.33 ..... p.9
Common Seal .....	cl.59 ..... p.14
Conflict of Interest .....	cl.48 ..... p.12
Contents of Constitution .....	cl.1 ..... p.1
“convene” .....	cl.65.1(d) ..... p.16
Convening	
of Annual General Meeting .....	cl.17.1 ..... p.5
of Board Meetings .....	cl.42 ..... p.11
of Special General Meetings .....	cl.18 ..... p.6
Co-option of Board Members .....	cl.30 ..... p.8
Definitions	
“absolute majority” .....	cl.65.1(a) ..... p.16
“the Act” .....	cl.65.1(b) ..... p.16
“the association” .....	cl.65.1(c) ..... p.16
“convene” .....	cl.65.1(d) ..... p.16
“the Manager” .....	cl.65.1(e) ..... p.16
“member” .....	cl.65.1(f) ..... p.16
“the Registrar” .....	cl.65.1(g) ..... p.16
“regulations”, “regulation” .....	cl.65.1(h) ..... p.16
“special resolution” .....	cl.65.1(i) ..... p.16
“in writing” .....	cl.65.1(j) ..... p.16
Deputy Chair .....	cl.38.1(b) ..... p.10
" .....	cl.23.2 ..... p.7
" .....	cl.46.2 ..... p.11
Disciplinary Action .....	cl.12 ..... p.4
Distribution of Surplus, etc .....	cl.5.1 ..... p.2
" .....	cl.62.2 ..... p.14
Duties of Board Members .....	cl.36 ..... p.10
Election	
of Board Members .....	cl.28 ..... p.8
of Office-Bearers .....	cl.39 ..... p.10
Eligibility for Membership .....	cl.7 ..... p.2
Execution of Documents .....	cl.58 ..... p.14
Expulsion of Members .....	cl.12 ..... p.4
Financial	
Accounts .....	cl.53.2 ..... p.12
Audit .....	cl.55 ..... p.12
Distribution of Surplus, etc .....	cl.5.1 ..... p.2
" .....	cl.62.2 ..... p.14
Financial Year .....	cl.52 ..... p.12
Management of Funds.....	cl.53 ..... p.12
Payments .....	cl.54 ..... p.12
to Members .....	cl.5 ..... p.2
Records .....	cl.57 ..... p.13
Review of Accounts .....	cl.55 ..... p.12
Sources of Funds .....	cl.51 ..... p.12
Tax Deductibility .....	cl.63 ..... p.15
Financial Year .....	cl.52 ..... p.12
General Meetings	
Annual General Meeting .....	cl.17 ..... p.5
Chairing .....	cl.23 ..... p.7
Minutes .....	cl.56 ..... p.13
Notice .....	cl.19 ..... p.6
Participation .....	cl.24 ..... p.7
Poll .....	cl.26 ..... p.7
Representatives .....	cl.20 ..... p.6
Quorum .....	cl.22 ..... p.7
Special General Meetings .....	cl.18 ..... p.6
Technology, Use of .....	cl.21 ..... p.7
Voting .....	cl.25 ..... p.7
Grievance Procedure .....	cl.16 ..... p.4
Indemnity .....	cl.37 ..... p.10
Index .....	cl.68 ..... p.18
Interpretation .....	cl.65 ..... p.16
Leave of Absence from Meetings .....	cl.49 ..... p.12
Legal	
Amendment of Constitution .....	cl.61 ..... p.14
Common Seal .....	cl.59 ..... p.14
Interpretation .....	cl.65 ..... p.16
Minutes of Meetings .....	cl.56 ..... p.13
Notices .....	cl.64 ..... p.15
<i>see also</i> Notice	

Legal <i>contd</i>	
Public Officer .....	cl.67.2 ..... p.17
Records .....	cl.57 ..... p.13
Registered Address.....	cl.60 ..... p.14
Secretary .....	cl.41 ..... p.10
Signing of Documents .....	cl.58 ..... p.14
Tax Deductibility .....	cl.63 ..... p.15
Winding Up .....	cl.62 ..... p.14
<i>see also</i> the Association, Associations Incorporation Act, “special resolution”	
Legal Capacity of the Association .....	cl.4.1 ..... p.2
Liability of Members .....	cl.11.7 ..... p.4
Management of Funds .....	cl.53 ..... p.12
“the Manager” .....	cl.65.1(e) ..... p.16
Meetings	
<i>see</i> Board Meetings, General Meetings	
“member” .....	cl.65.1(f) ..... p.16
Membership of the Association	
Applications .....	cl.8 ..... p.3
Approval .....	cl.9 ..... p.3
Cessation .....	cl.14 ..... p.4
Disciplinary Action .....	cl.12 ..... p.4
Eligibility .....	cl.7 ..... p.2
Expulsion .....	cl.12 ..... p.4
Grievance Procedure .....	cl.16 ..... p.4
Minimum Number of Members .....	cl.6 ..... p.2
Payments to Members .....	cl.5 ..... p.2
Register of Members .....	cl.15 ..... p.4
Representatives .....	cl.20 ..... p.6
Resignation .....	cl.13 ..... p.4
Rights, Obligations and Liability .....	cl.11 ..... p.3
Subscriptions .....	cl.10 ..... p.3
Suspension .....	cl.12 ..... p.4
Membership of the Board .....	cl.27 ..... p.7
Minimum Number of Members .....	cl.6 ..... p.2
Minutes of Meetings .....	cl.56 ..... p.13
Name of the Association .....	cl.2 ..... p.2
“.....” .....	cl.59.3 ..... p.14
Not For Profit Organisation .....	cl.5 ..... p.2
Notice	
of Board Meetings .....	cl.43 ..... p.11
of General Meetings .....	cl.19 ..... p.6
Notices .....	cl.64 ..... p.15
Number of Members .....	cl.6 ..... p.2
Obligations of Members .....	cl.11.3–11.5 . p.3
Office-Bearers .....	cl.38 ..... p.10
Election .....	cl.39 ..... p.10
Removal .....	cl.40.4 ..... p.10
Resignation.....	cl.40.2 ..... p.10
Term of Office .....	cl.40 ..... p.10
<i>see also</i> Chair, Deputy Chair, Treasurer, Secretary	
Participation at General Meetings .....	cl.24 ..... p.7
Payments .....	cl.54 ..... p.12
to Members .....	cl.5 ..... p.2
Poll at General Meetings .....	cl.26 ..... p.7
Powers	
of the Association .....	cl.4.2 ..... p.2
of the Board .....	cl.32 ..... p.9
Public Officer .....	cl.67.2 ..... p.17
Public Statements .....	cl.35 ..... p.9
Purposes of the Association .....	cl.3 ..... p.2

Quorum	
for Board Meetings .....	cl.45 ..... p.11
for General Meetings .....	cl.22 ..... p.7
Records .....	cl.57 ..... p.13
Register of Members .....	cl.15 ..... p.4
“.....” .....	cl.57.4 ..... p.13
Registered Address .....	cl.60 ..... p.14
“the Registrar” .....	cl.65.1(g) ..... p.16
“regulations”, “regulation” .....	cl.65.1(h) ..... p.16
Regulations of the Association .....	cl.34 ..... p.9
Removal	
of Board Members .....	cl.31.6 ..... p.9
of Members of the Association .....	cl.12 ..... p.4
of Office-Bearers .....	cl.40.4 ..... p.10
Representatives of Members .....	cl.20 ..... p.6
Resignation	
of Board Members .....	cl.31.4 ..... p.9
of Members of the Association .....	cl.13 ..... p.4
of Office-Bearers .....	cl.40.2 ..... p.10
Resolutions without Meeting .....	cl.50 ..... p.12
Responsibility of the Board .....	cl.32 ..... p.9
Review of Accounts .....	cl.55 ..... p.12
Rights of Members .....	cl.11.1, 11.2 . p.3
Secretary .....	cl.41 ..... p.10
“.....” .....	cl.38.1(d) ..... p.10
“.....” .....	cl.8.1(d) ..... p.3
“.....” .....	cl.13.1 ..... p.4
“.....” .....	cl.17.7 ..... p.6
“.....” .....	cl.18.3(d) ..... p.6
“.....” .....	cl.28.5 ..... p.8
“.....” .....	cl.31.4 ..... p.9
“.....” .....	cl.35.1 ..... p.9
“.....” .....	cl.40.2 ..... p.10
“.....” .....	cl.42.1 ..... p.11
“.....” .....	cl.61.3 ..... p.14
Signing of Documents .....	cl.58 ..... p.14
Sources of Funds .....	cl.51 ..... p.12
Special General Meetings .....	cl.18 ..... p.6
“special resolution” .....	cl.65.1(i) ..... p.16
Amendment of Constitution .....	cl.61 ..... p.14
Winding Up.....	cl.62 ..... p.14
Subscriptions .....	cl.10 ..... p.3
Suspension of Members .....	cl.10.3 ..... p.3
“.....” .....	cl.12 ..... p.4
Tax Deductibility .....	cl.63 ..... p.15
Technology, Use of	
for Board Meetings .....	cl.44 ..... p.11
for General Meetings .....	cl.21 ..... p.7
Term of Office	
of Board Members .....	cl.31 ..... p.8
of Office-Bearers .....	cl.40 ..... p.10
Transitional	
Associations Incorporation Act .....	cl.67 ..... p.17
Board.....	cl.66 ..... p.16
Treasurer .....	cl.38.1(c) ..... p.10
“.....” .....	cl.17.4(a) ..... p.5
Voting	
at Board Meetings .....	cl.47 ..... p.11
at General Meetings .....	cl.25 ..... p.7
Winding Up .....	cl.62 ..... p.14
“in writing” .....	cl.65.1(j) ..... p.16