

HEALTHY CITIES ILLAWARRA Inc

CONSTITUTION



**Healthy
Cities
Illawarra**

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1 Name

- 1.1 The name of the Association is to be Healthy Cities Illawarra Incorporated, hereafter known as Healthy Cities Illawarra (HCI) or the Association.

2 Interpretation

- 2.1 In these rules:

“member” means a member of the Association.

“ordinary member” means a member of the Board who is not an office-bearer.

“secretary” means –

- a) The person holding office under these rules as secretary of the Association; or
- b) Where no such person holds that office – the public officer of the Association

“special general meeting” means a general meeting of the Association other than the annual general meeting.

“The Act” means the Association's Incorporation Act 2009.

“The Regulation” means the Associations Incorporation Regulation, 2010

- 2.2 In these rules –

- a) A reference to a function includes a reference to a power, authority and duty and
- b) A reference to the exercise of a function is a duty, a reference to the performance of the duty

- 2.3 The provisions of the Interpretations Act 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

3. Charter and Objects

- 3.1 The Charter of Healthy Cities Illawarra states that:

- a) We aim to develop programs which are conducive to good health and wellbeing through the prevention and control of diseases including heart disease, stroke, cancer, diabetes, dementia, depression and anxiety.
- b) We contribute to the development of public policy to effect change
- c) We collaborate with government and non-government organisations to develop initiatives which prevent and control of disease in human beings.
- d) We undertake activities which promote the prevention and control of disease.
- e) We provide facilities and support to individuals and groups that act to prevent and control disease.

- f) We act to source funds for disease prevention initiatives from government, business and other grant sources.
- g) We aim to reduce inequality by community building capacity
- h) We recognise the special needs of vulnerable populations
- i) We aim to foster social connection and inclusion
- j) We adhere to the principles of the World Health Organisation

4. Membership Qualification

- 4.1 A person is qualified to be a member of the Association if, but only if
- a) the person is a natural person, and
 - b) the person accepts the charter, objects and constitution of the Association, and
 - c) the person has applied for and been approved for membership of the Association in accordance with rule 6.
- 4.2 An organisation is eligible to be a member if it is
- a) a Local Council under the Local Government Act, or
 - b) an incorporated association under the Incorporated Associations Act or a co-operative under Cooperatives legislation, or
 - c) an unincorporated body or group, or
 - d) a State or Federal Government body, or
 - e) a business operating in the Illawarra and Shoalhaven region, and
 - f) the organisation accepts the charter, objects and constitution of the Association, and
 - g) the organisation has been nominated and approved for membership of the Association in accordance with rule 6.

5. Eligibility for Membership by Staff

- 5.1 Membership is open to employees of the Association. A member who is on staff will be entitled to all rights and responsibilities of full members *except* the right to be elected to the Board.

6. Application for Membership

- 6.1 An application by a person or an organisation for membership of the Association must be made in writing by the person or organisation seeking membership.
- 6.2 An application from an organisation must be signed by a person who has authority from the organisation to apply on the organisation's behalf.
- 6.3 An application and membership fee must be lodged with the secretary of the Association.
- 6.4 As soon as practicable after receiving an application for membership, the secretary must refer the application to the Board which is to determine whether to approve or to reject the application.
- 6.5 If the Board determines to approve an application for membership, the secretary must, as soon as practicable after that determination, enter the applicant's name in

the register of members and, upon the name being so entered, the applicant becomes a member of the Association.

- 6.6 Where the Board does not approve an application, the secretary must, as soon as practicable after that determination, refund the membership fee and advise the person or organisation.

7. Life Membership

- 7.1 Only a natural person can be made a Life Member.
- 7.2 The election of a member as an Honorary Life Member is recognition by the Association of an outstanding contribution to the Association by that member.
- 7.3 An outstanding contribution to the Association is one which:
- a) results in the Association being substantially, demonstrably and positively changed by that contribution, and
 - b) occurs over a significant period of time (at least 10 years), and
 - c) required substantial and commendable personal input, and
 - d) can be clearly documented and corroborated.
- 7.4 Any current member of the Association who wishes to have a person considered for nomination as an Honorary Life Member may complete and forward a submission to that effect in writing to the Secretary/Public Officer. The submission must be accompanied by the required supporting information including corroborated evidence of the outstanding contribution.
- 7.5 Each nomination for the election of an Honorary Life Member must be endorsed by any two members and submitted to the Annual General meeting for consideration. Any decision will be made by majority vote of the members.
- 7.6 An Honorary Life Member is not required to pay an annual membership fee.

8. Cessation of Membership

- 8.1 A person ceases to be a member of the Association if the person -
- a) dies;
 - b) resigns that membership; or
 - c) is expelled from the Association.
 - d) fails to pay the annual membership fee under rule 12 within 12 months after the fee is due.
- 8.2 An organisation ceases to be a member of the Association if the organisation –
- (i) resigns that membership; or
 - (ii) is expelled from the Association.
 - (iii) fails to pay the annual membership fee under rule 12 within 12 months after the fee is due.

9. Membership Entitlements

- 9.1 All members of the Association -

- a) have the right to vote at general meetings of the Association, and
- b) have the right to be elected to the Board, pursuant to rule 18, unless the member is also on the staff of the Association.

9.2 Where the member is an organisation, that member has one vote.

9.3 A right, privilege or obligation which a person has by reason of being a member of the Association -

9.4 is not capable of being transferred or transmitted to another person, and

9.5 terminates upon cessation of the person's membership.

9.6 Where the member is an organisation, that organisation can nominate one representative to exercise its rights, privileges or obligations.

10. Resignation of Membership

10.1 A member of the Association is not entitled to resign that membership except in accordance with this rule.

10.2 A member of the Association who has paid all amounts payable to the Association in respect of the member's membership may resign from membership of the Association by first giving notice (being not less than 1 month or not less than such other period as the Board may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

10.3 If a member of the Association ceases to be a member under clause 10.2, and in every case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10.4 Nothing within this Constitution prohibits the Board from terminating membership for failure to pay outstanding membership fees within twelve months of the date due.

11. Register of Members

11.1 The public officer of the association must establish and maintain a register of members of the association specifying the name, email and postal or residential address of each person who is a member of the association together with the date on which the person became a member.

11.2 The register of members must be kept in New South Wales:

- a) at the main premises of the association, or
- b) if the association has no premises, at the association's official address.

11.3 The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.

11.4 A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

11.5 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that

information must not be made available for inspection.

- 11.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

12. Fees and Subscriptions

- 12.1 A member must, on admission to membership, pay an annual membership fee as determined by the Board.
- 12.2 The fee payable will be based upon one of the following categories:
- a) individual member
 - b) incorporated association, cooperative or unincorporated community and/ or non-profit group
 - c) corporate / business member
 - d) Local Council member
 - e) State or Federal government body
- 12.3 Fees will be payable on the date the member joined the Association

13. Member Liabilities

- 13.1 The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by rule 12.

14. Resolution of Internal Disputes

- 14.1 A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a community justice centre for mediation under the *Community Justice Centre Act 1983*.
- 14.2 If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- 14.3 The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

15. Disciplining of Members

- 15.1 A complaint may be made by any member of the Association that some other member of the Association:
- a) has persistently refused or neglected to comply with a provision or provisions of this constitution; or

- b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- 15.2 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 15.3 On receiving such a complaint, the Board:
 - a) must cause notice of the complaint to be served on the member concerned; and
 - b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
 - c) must take into consideration any submissions made by the member in connection with the complaint.
- 15.4 The Board may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 15.5 If the Board expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under rule 16.
- 15.6 The expulsion or suspension does not take effect:
 - a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under rule 16.4.

16. Right of Appeal of Disciplined Members

- 16.1 A member may appeal to the Association in a general meeting against a resolution of the Board under rule 15, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 16.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 16.3 On receipt of a notice from a member under clause (16.1), the secretary must notify the Board which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- 16.4 At a general meeting of the Association convened under clause (16.3)
 - a) no business other than the question of the appeal is to be transacted; and
 - b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 16.5 The appeal is to be determined by a simple majority of votes cast by members of the Association

17. Powers of the Board

- 17.1 Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the Board:
- a) is to control and manage the affairs of the Association, and
 - b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and
 - c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

18. Composition of the Board

- 18.1 The Board shall consist of a maximum of 10 directors plus the General Manager of the organisation
- 18.2 The ten directors shall consist of seven appointed members and three elected members.
- 18.3 The seven Appointed members shall be as follows-:
- a) one member from each Local Council in the Geographic area in which the Association operates, (being Kiama, Shellharbour, Shoalhaven and Wollongong Councils) and shall be the Lord mayor, Mayor or their delegate except that if a council is under an Administrator, the administrator or the Administrator's delegate shall be appointed.
 - b) Three members will be appointed from the community
- 18.4 Elected Board members will be elected at the Annual General Meeting of the Association and from eligible financial members of the Association.
- 18.5 The Board may seek specific skills in financial management, marketing, business management, governance, health sector background or other such skills as determined by the Board for appointed positions

19. Term of Board Members

- 19.1 A Lord Mayor/Mayor/Administrator of a Local Council shall be member of the Board while they hold their office on Council. A delegate from the lord mayor/mayor/Administrator shall hold office until the Lord Mayor/Mayor/Administrator advises of a replacement or until the delegates ceases to hold an office on Council, unless ¹the Lord Mayor/Mayor/Administrator or delegate is also an office bearer of the Association.
- 19.2 Where a Lord Mayor/Mayor/Administrator or delegate has ceased to hold an office on council and is an office bearer of that Association, the office bearer will be an ex-officio member of the Board and continue to hold their Association office until the declaration of a new bearer of that office at the Annual General Meeting of the association unless they have ceased to hold their office on Council due to bankruptcy, fraud or conviction of a crime.

- 19.3 The General Manager of the Association holds office while holding the position of General Manager.
- 19.4 Office bearers shall hold office from the completion of the Annual General Meeting at which they are elected until the completion of the general meeting the following year. Such members are eligible to seek re-election subject to 20.2
- 19.5 Elected Board members shall hold office for two years and shall hold office from the completion of the Annual General Meeting at which they are elected until the completion of the general meeting in the year in their term expires. Such members are eligible to seek re-election
- 19.6 Community members appointed to the Board for their specific skills shall hold office for two years from the date of their appointment. Such members are eligible for re-appointment in accordance with clause 18.5.

20. Election of Directors and Office Bearers

- 20.1 The office bearers of the Association are as follows:
- a) Chair
 - b) Deputy - Chair
 - c) Treasurer
 - d) Secretary
- 20.2 A Board member may not hold both the position of Chair and Deputy-Chair at the one time.
- 20.3 A Board member may not hold the same office of Chair, Deputy Chair or Treasurer for more than five consecutive years.
- 20.4 Elected Board members and office bearers, except for the position of secretary, shall be elected at the annual general meeting.
- 20.5 Nominations of candidates for election as office bearers of the Association or as ordinary members of the Board must be in writing, signed by one member of the Association (other than the candidate) and accompanied by the written consent of the candidate and delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 20.6 The ballot for the election of office bearers and ordinary members of the Board, shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct:
- a) if insufficient nominations are received to fill all vacancies on the Board for elected members, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting;
 - b) if insufficient nominations are received, any vacant positions remaining on the Board shall be deemed to be casual vacancies;
 - c) if the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected;

- d) if the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held;
- 20.7 The ballot for ordinary members shall take place and result of the ballot declared prior to the ballot for office bearers.
- 20.8 A nomination for the position of office bearer is deemed to have been withdrawn where a candidate has nominated for both the position of ordinary member and office bearer but not been elected to the position of ordinary member.

21. Secretary

- 21.1 The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge with the Association his or her address
- 21.2 It is the duty of the secretary to keep minutes of -
 - a) all appointments of office bearers and members of the Board;
 - b) the names of members of the Board present at a Board meeting or a general meeting; and
 - c) all proceedings at Board meetings and general meetings.
- 21.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

22. Treasurer

- 22.1 It is the duty of the treasurer of the Association to ensure that:
 - a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
 - b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

23. Casual Vacancies

- 23.1 For the purposes of these rules, a casual vacancy for the office of member occurs if the member:
 - a) dies, or
 - b) ceases to be a member of the Association, or
 - c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - d) resigns office by notice in writing given to the secretary, or
 - e) is removed from office under rule 24, or
 - f) becomes a mentally incapacitated person, or
 - g) is absent without the consent of the Board from all meetings of the Board held during a period of six months, or
 - h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

- 23.2 In the event of a casual vacancy occurring in the membership of the Board for elected member or a member appointed for special skills, the Board may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- 23.3 In the event of a casual vacancy occurring in the membership of the Board for an appointed member from a Local Council or from health sector the Association shall seek an appointed member from the Council or health entity respectively.

24. Removal of Member

- 24.1 The Association in a general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 24.2 If a member of the Board to whom a proposed resolution referred to in Clause 24.1 relates, makes representation in writing to the secretary or Chair (not exceeding reasonable length) and requests that the representation be notified to the member of the Association, the secretary or Chair may send a copy of the representations made to each member of the Association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

25. Meetings and Quorums

- 25.1 The Board will meet as often as necessary to conduct the business of the Association and not less than 4 times in one calendar year.
- 25.2 **General Meetings** - General Meetings of the Board shall be deemed to be Board Meetings and Directors will be provided with no less than 7 days notice of a General meeting except where a Director calls a Board meeting in accordance with the Act
- 25.3 The Chair or, in the Chair's absence, the Deputy Chair, is to preside as chairperson at each general meeting of the Association. If the Chair and the Deputy Chair are absent from a Board meeting or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.
- 25.4 A resolution of the Board must be passed by the majority of votes cast by directors entitled to vote on the resolution. The Chair has a casting vote in addition to their deliberative vote
- 25.5 Where a matter arises that requires a decision by the Board between meetings and the Chair determines not to convene an additional meeting, the Chair may determine the matter be voted on by email. The matter shall be determined by a majority of votes of the members of the Board. The Secretary shall retain records evidencing that the recommended resolution was distributed to all members of the Board by email and showing the votes received in favour for and against the proposed resolution. The resolution shall be minuted in the following Board minutes.
- 25.6 **Annual General Meeting** - The Annual General Meeting of the members shall take place within six months of the end of the financial year. Members will be provided with 14 days notice of the Annual General Meeting or within such time as may be allowed by the Director-General or prescribed by the Act

- 25.7 The annual General Meeting must be specified as such in the notice convening it
- 25.8 **Special Meetings** - The General Manager shall call a Special Meeting of the Members upon resolution of the Board or upon receipt of a requisition signed by at least 5 eligible Members or 5% of eligible Members of the Association, whichever is greater
- 25.9 If the Board fails to convene a Special general Meeting to be held one month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more members who made the requisition may convene a Special General Meeting to be held no later than three months after that date
- 25.10 **Quorums** - For the purpose of the General Meetings, Annual General Meeting and Special Meetings the Quorum will be 5
- 25.11 No item of business is to be transacted at a general meeting of the Association unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item

26. Delegation by Board to Sub-Committee or Task Force

- 26.1 The Board may by resolution that is recorded in the minutes of a meeting or by instrument in writing, delegate to one or more sub-committees or task forces such responsibilities and duties of the functions of the Board as the Board determines, other than:
- a) this power of delegation; and
 - b) a function which is a duty imposed on the Board by the Act or by any other law.
- 26.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 26.3 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 26.4 Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- 26.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- 26.6 Membership of a sub-committee or task force shall comprise such members of the Association, or other members co-opted for membership of a task force, as determined by the Board. A sub-committee or task may also co-opt people who are not members of the Association but who have expertise relevant to the work of the sub-Committee.
- 26.7 A sub-committee or task force shall elect a chairperson who is also a member of the Board who will be required to report the activities of the sub-committee or task force to the Board.
- 26.8 The Chairperson of a sub-committee or task force may hold that office for up to, but no more than, two consecutive years.

26.9 The Board may, by instrument in writing, revoke wholly or in part, any delegation under this rule.

26.10 The sub-committee or task force may meet and adjourn as it thinks proper.

27. Reference Group

27.1 Interested members and staff of the Association may be part of a Reference Group to advise the Board on strategic direction and programs.

27.2 The Reference Group shall be consulted by the Board during the development of any strategic plan for the organisation or for such other purpose as the Board resolves.

28. Voting and Decisions

28.1 Questions arising at a meeting of the Board or of any sub-committee or task force appointed by the Board shall be determined by a majority of the votes of members of the Board or sub-committee present at the meeting, provided that there is a quorum present at the meeting.

28.2 Each member present at a meeting of the Board or of any sub-committee or task force appointed by the Board (including the person presiding at the meeting) is entitled to one vote, unless they are not a member of the Association. In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

28.3 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by any sub-committee or task force appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

29. Notice

29.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

29.2 A member desiring to bring any business before a general meeting must give notice of that business in writing to the secretary at least 28 days prior to the date of the next general meeting who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

30. Adjournment

30.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- 30.2 If a general meeting is adjourned for 14 days or more, the secretary must be given written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 30.3 Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31. Voting

- 31.1 On any question arising at a general meeting of the Association a member has one vote only.
- 31.2 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 31.3 A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the association has been paid.
- 31.4 A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

32. Appointment of Proxies

- 32.1 Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 32.2 The notice appointing the proxy shall be on the form prescribed by the Board.
- 32.3 A member shall not be entitled to hold more than 3 proxies.

34. Insurance

- 34.1 The Association shall effect and maintain insurance

35. Funds – Source

- 35.1 The funds of the Association are to be derived from annual subscriptions of members, grants, tenders, donation, fund-raising activities and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.
- 35.2 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.
- 35.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

36. Funds - Management

- 36.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the Objects of the Association in such manner as the Board determines and in accordance with the conditions of grants from respective funding bodies.
- 36.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Board or employees of the Association, being members or employees authorised to do so by the Board.

37. Alteration of Objects and Rules

- 37.1 The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association at a special general meeting or an annual general meeting.
- 37.2 An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Board member.

38. Common Seal

- 38.1 The common seal of the Association must be kept in the custody of the public officer.
- 38.2 The common seal must not be affixed to any instrument except by the authority of the Board.
- 38.3 The Board may give authority by resolution at a meeting or by email or fax, provided at least half the Board give authority.
- 38.4 The affixing of the common seal must be attested by the signatures either of two members of the Board or of one member of the Board and of the public officer or secretary.

39. Custody of Files etc

- 39.1 Except as otherwise provided by these Rules, the Public officer must keep in his or her custody or under his or her control all records, electronic and hard copy files and other documents relating to the Association.

40. Inspection of Files etc

- 40.1 The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
- a) records, files and other financial documents of the Association,
 - b) this constitution,
 - c) minutes of all Board meetings and general meetings of the Association.
- 40.2 A member of the association may obtain a copy of any of the documents referred to in sub clause (a) on payment of a fee of not more than \$1 for each page copied.

41. Service of Notice

- 41.1 For the purpose of this constitution, a notice may be served on or given to a person:
- a) by delivering it to the person personally, or
 - b) by sending it by pre-paid post to the address of the person, or
 - c) by sending it by email or some other form of digital transmission to an address specified by the person for giving or serving the notice.
- 41.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - c) in the case of a notice sent by email or some other form of digital transmission, on the date it was sent or, if the computer from which the correspondence was sent produces a report indicating that the notice was sent on a later date, on that date.

42. Payment of Office Bearers and Members

- 42.1 No remuneration or other benefit in money or money's worth is to be given by the Association to any member of the Board, except -
- a) where the member is a salaried officer elected to the Board under rule 19.3;
 - b) to repay out of pocket expenses incurred in the normal conduct of Association duties. Such out of pocket expenses are to be determined by the Board.

43. Winding Up

- 43.1 In the event that organisation is dissolved or the incorporation of the Association is cancelled, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objectives and which is approved by the Commissioner of Taxation as a deductible gift recipient for the purposes of any Commonwealth Taxation Act.
- 43.2 The incorporated association or charity so nominated must be one which fulfils the requirements specified in Section 53(2) (a) - (c) of the Act.
- 43.3 If the Gift Fund is wound up or if the endorsement (if any) of the organisation as a deductible gift recipient is revoked, any surplus assets of the Gift Fund after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

44. Income and Property

- 44.1 The income and property of the Association shall be applied solely for the promotion of its objectives and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of pecuniary profit to the members, provided that remuneration may be paid in good faith to persons, members or otherwise in return for service actually rendered to, or expenses incurred on behalf of the Association.

45. Financial Year

- 45.1 The financial year of the association is from each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.