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Healthy Cities Illawarra Incorporated Constitution

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HEALTHY CITIES ILLAWARRA Inc

CONSTITUTION



HEALTHY CITIES ILLAWARRA INC.

As adopted by Special Resolution at AGM 9 December 2011
Effective from 13 January 2012
As adopted by special Resolution at AGM on 14th December 2012
Effective from 7th January 2013

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PART 1 - PRELIMINARY

1. NAME

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

2. INTERPRETATION

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 Association's Incorporation Regulation, 2010

(ii) 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.

(iii) 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

The Charter of Healthy Cities Illawarra states that:

(i) Every individual has an equal right to his or her optimum level of health.

(ii) Health is the responsibility of everyone in the community.

(iii) Healthy Cities Illawarra is committed to action at a local level to improve the health of the people of the Illawarra.

The Objects of Healthy Cities Illawarra shall be:

(a) to work cooperatively with all sectors of the community

(b) to support community action

(c) to develop personal skills and worth

(d) to ensure effective health advocacy

(e) to encourage health promotion and community care

(f) to protect and enhance the natural and physical environment

(g) to recognise the right of the individual to work and to contribute to the community

(h) to develop local policy and actions to establish a social, economic and a natural and physical environment that is conducive to health

(i) to raise funds for the purpose of achieving the Objects of the Association.

(j) to provide a mechanism for Local Councils to co-operate on health issues and health promotion.

PART 2 - MEMBERSHIP OF PEAL FOR GILES LEARNING INC

4. MEMBERSHIP QUALIFICATIONS

- (1) A person is qualified to be a member of the Association if, but only if
- (i) the person is a natural person, and
 - (ii) the person accepts the charter, objects and constitution of the Association, and
 - (iii) the person has applied for and been approved for membership of the Association in accordance with rule 6.
- (2) An organisation is eligible to be a member if it is
- (i) a Local Council under the Local Government Act, or
 - (ii) an incorporated association under the Incorporated Associations Act or a co-operative under Co-operatives legislation, or
 - (iii) an unincorporated body or group, or
 - (iv) a State or Federal Government body, or
 - (v) a business operating in the Blawarna region, or
 - (vi) the organisation accepts the charter, objects and constitution of the Association, and
 - (vii) the organisation has been nominated and approved for membership of the Association in accordance with rule 6.
- 5. ELIGIBILITY FOR MEMBERSHIP BY STAFF**
- (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**
- (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.
- (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.
- (3) An application and membership fee must be lodged with the secretary of the Association.
- (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.
- (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) 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

- (1) Only a natural person can be made a Life Member.
- (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.
- (3) An outstanding contribution to the Association is one which:
- results in the Association being substantially, demonstrably and positively changed by that contribution, and
 - occurs over a significant period of time (at least 10 years), and
 - required substantial and commendable personal input, and
 - can be clearly documented and corroborated.
- (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.
- (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.
- (6) An Honorary Life Member is not required to pay an annual membership fee.
- 8. CESSATION OF MEMBERSHIP**
- (1) A person ceases to be a member of the Association if the person -
- (i) dies,
 - (ii) resigns that membership, or
 - (iii) is expelled from the Association,
 - (iv) fails to pay the annual membership fee under rule 12 within 12 months after the fee is due
- (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**
- (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 10, unless the member is also on the staff of the Association.
- (2) Where the member is an organisation, that member has one vote.

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

- (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates upon cessation of the person's membership.
- (4) Where the member is an organisation, that organisation can nominate one representative to exercise its rights, privileges or obligations.

10. RESIGNATION OF MEMBERSHIP

- (1) A member of the Association is not entitled to resign that membership except in accordance with this rule.
- (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.
- (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.
- (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

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name 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.
- (2) The register of members must be kept in New South Wales:
 - (i) at the main premises of the association, or
 - (ii) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (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.
- (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.
- (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:
 - (i) 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

(ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.

12. FEES AND SUBSCRIPTIONS

- (1) A member must, on admission to membership, pay an annual membership fee as determined by the Board.
- (2) The fee payable will be based upon one of the following categories:

- (i) individual member
- (ii) Incorporated association, cooperative or unincorporated community and/ or non-profit group
- (iii) corporate / business member
- (iv) Local Council member
- (v) State or Federal government body

(3) Fees will be payable on the first day of each calendar year, except

- (i) Where a membership has been paid between 1 July and 31 December, 2011 that membership shall be current until 31 December 2012.
- (ii) Where a new membership is paid after 1 September of a year, that membership shall be current until 31 December the following year.

13. MEMBERS LIABILITIES

- (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

- (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 Centres Act 1983*.
- (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.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

15. DISCIPLINING OF MEMBERS

- (1) A complaint may be made by any member of the Association that some other member of the Association:
 - (i) has persistently refused or neglected to comply with a provision or provisions of this constitution; or
 - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial

or vexatious in nature.

(3) On receiving such a complaint, the Board:

- (i) must cause notice of the complaint to be served on the member concerned; and
- (ii) 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
- (iii) must take into consideration any submissions made by the member in connection with the complaint.

(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.

(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.

(6) The expulsion or suspension does not take effect:

- (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
- (ii) 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 MEMBER

(1) A member may appeal to the Association in 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.

(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.

(3) On receipt of a notice from a member under clause (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.

(4) At a general meeting of the Association convened under clause (3)

- (i) no business other than the question of the appeal is to be transacted; and
- (ii) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
- (iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(5) The appeal is to be determined by a simple majority of votes cast by members of the Association.

PART 3 THE BOARD

17. POWERS OF THE BOARD

(1) Subject to the Act, the Regulation and the constitution and to any resolution passed by the Association in general meeting, the Board:

- (i) is to control and manage the affairs of the Association, and
- (ii) may exercise all such functions as may be exercised by the Association, other than those functions that are required by the constitution to be exercised by a general meeting of members of the Association, and
- (iii) 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 COMMITTEE

(1) The Board shall consist of a maximum of 15 directors

(2) The Board shall consist of up to eleven appointed members and four elected members.

(3) Appointed members shall be as follows:

- (i) Four members shall be appointed, being one member from each Local Council in the Geographic area (which the Association operates, (being Klarna, Shellharbour, Shoalhaven and Wollongong Councils) and shall be the Lord Mayor, Mayor or their delegates except that if a Council is under an Administrator, the administrator or the Administrator's delegate shall be appointed;
- (ii) Two members shall be appointed from the health sector, one of whom shall represent the health entity that provides core funding to the Association;
- (iii) One shall be the General Manager of the Association;
- (iv) The Board may appoint up to four members who have specific skills in financial management, marketing, sponsorship, business management, governance or such other skills as determined by the Board;
- (4) Elected Board members shall be elected at the annual general meeting of the Association under rule 19 from financial members of the Association.

18A. TERMS OF BOARD MEMBERS

- (1) (a) 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 the Lord Mayor/Mayor/Administrator or delegates is also an office bearer of the Association.
- (b) Where a Lord Mayor/Mayor/Administrator or delegates 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.
- (2) Health sector members hold their office until the completion of the Annual General Meeting following their appointment. Such members are eligible for re-appointment.

¹ Constitutional amendments adopted on 14 Dec 2012 by special amendment, effective 7/1/13

- (3) The General Manager of the Association holds office while holding the position of General Manager.
- (4) Elected Board members and office bearers 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.

19. ELECTION OF MEMBERS AND OFFICE BEARERS

- (1) The office bearers of the Association are as follows:
 - (a) President
 - (b) Vice-President
 - (c) Treasurer
 - (d) Secretary
- (2) A Board member may not hold both the position of President and Vice-President at the one time.
- (3) ²A Board member may not hold the same office of President, Vice-President or Treasurer for more than five consecutive years.
- (4) Elected Board members and office bearers, except for the position of secretary, shall be elected at the annual general meeting.
- (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.
- (3) 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:
 - (i) 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;
 - (ii) if insufficient nominations are received, any vacant positions remaining on the Board shall be deemed to be casual vacancies;
 - (iii) 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;
 - (iv) if the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held;
- (4) The ballot for ordinary members shall take place and result of the ballot declared prior to the ballot for office bearers.
- (5) 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.

20. SECRETARY

- (1) The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge with the Association his or her address.
- (2) It is the duty of the secretary to keep minutes of -
 - (i) all appointments of office bearers and members of the Board;
 - (ii) the names of members of the Board present at a Board meeting or a general meeting; and
 - (iii) all proceedings at Board meetings and general meetings.

- (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.

21. TREASURER

- (1) It is the duty of the treasurer of the Association to ensure that:
 - (i) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
 - (ii) 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.

22. CASUAL VACANCIES

- (1) For the purposes of these rules, a casual vacancy for the office of member occurs if the member:
 - (i) dies, or
 - (ii) ceases to be a member of the Association, or
 - (iii) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (iv) resigns office by notice in writing given to the secretary, or
 - (v) is removed from office under rule 23, or
 - (vi) becomes a mentally incapacitated person, or
 - (vii) is absent without the consent of the Board from all meetings of the Board held during a period of six months, or
 - (viii) 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
 - (ix) 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.
- (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.
- (3) In the event of a casual vacancy occurring in the membership of the Board for an appointed member

² Constitutional amendments adopted on 14 Dec 2012 by special amendment, effective 7/1/13
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³ In the event of a casual vacancy occurring in the membership of the Board for an appointed member
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member from a Local Council or from health sector the Association shall seek an appointed member from the Council or health entity respectively.

23. REMOVAL OF MEMBER

- (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.
- (2) If a member of the Board to whom a proposed resolution referred to in Clause 23(1) relates, makes representation in writing to the secretary or president (not exceeding reasonable length) and requests that the representation be notified to the member of the Association, the secretary or president 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.

24. MEETINGS AND QUORUM

- (1) The Board will meet as often as necessary to conduct the business of the Association and not less than 5 times in one calendar year.
- (2) Additional meetings of the Board may be convened by the president or by the president following written request from any three members of the Board.
- (3) Written notice of a meeting of the Board shall be given by the secretary at the previous Board, or at least 48 hours before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause 24(2) shall specify the general nature of the business to be transacted at the meeting. Other business may be considered at the discretion of the Board.
- (5) Half of the Board constitutes a quorum for the transaction of the business of a meeting of the Board.
- (6) No business is to be transacted by the Board unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting is to stand adjourned and the business to be transacted at that meeting is to be held over until an appropriate time can be fixed.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) A right, privilege or obligation which a person has as a member of the Board is not capable of being transferred or transmitted to another person.
- (9) At a meeting of the Board -
 - (i) the president or, in the president's absence, the vice president is to preside; or
 - (ii) if the president and the vice president are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

25. DELEGATION BY BOARD TO SUB-COMMITTEE OR TASK FORCE

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(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:

- (i) the power of delegation; and
- (ii) a function which is a duty imposed on the Board by the Act or by any other law.
- (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.
- (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.
- (4) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (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.
- (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 force may also co-opt people who are not members of the Association but who have expertise relevant to the work of the sub-committee.
- (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.
- (8) The Chairperson of a sub-committee or task force may hold that office for up to, but no more than, two consecutive years.
- (9) The Board may, by instrument in writing, revoke wholly or in part, any delegation under this rule.
- (10) The sub-committee or task force may meet and adjourn as it thinks proper.

25A. REFERENCE GROUP

- (1) Interested members and staff of the Association may be part of a Reference Group to advise the Board on strategic direction and programs.
- (2) The Reference Group shall be consulted by the Board during the development of any strategic plan for the organization or for such other purposes as the Board resolves.

26. VOTING AND DECISIONS

- (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.
- (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

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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.

(3) Subject to rule 24 (iv) the Board may act despite any vacancy on the Board.

(4) 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.

PART 4 - GENERAL MEETINGS

27. ANNUAL GENERAL MEETINGS -HOLDING OF

(1) The Association must hold its annual general meetings:

- i. within 6 months after the close of the Association's financial year, or
- ii. within such later time as may be allowed by the Director-General or prescribed by the Regulation.

28. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

(1) The annual general meeting of the Association is, subject to the Act and to rule 27, to be convened on such date and at such place and time as the Board thinks fit.

(2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following -

- (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
- (ii) to receive from the Board reports on the activities of the Association in the last financial year;
- (iii) to elect office bearers and other members of the Board;
- (iv) to receive and consider any financial statement or report (including auditors' report) which is required to be submitted to members under the Act and policy of the Association.

(3) An annual general meeting must be specified as such in the notice convening it.

29. SPECIAL GENERAL MEETINGS - CALLING OF

(1) The Board may, whenever it thinks fit, convene a special general meeting of the Association.

(2) The Board must, on the requisition in writing of not less than five percent of total number of members, convene a special general meeting of the Association.

(3) A requisition of members for a special general meeting -

- (i) must state the purpose or purposes of the meeting;
- (ii) must be signed by the members making the requisition;
- (iii) must be lodged with the secretary; and
- (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the Board fails to convene a special general meeting to be held within 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 not later than three months after that date.

(5) A special general meeting convened by a member or members as referred to in clause 29(v) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who consequently incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

30. NOTICE

(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.

(2) 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 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in rule 30(i) specifying in addition to the matter required under rule 30(i), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice concerning a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 28(a).

(4) 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.

31. QUORUM FOR GENERAL MEETINGS

(1) 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.

(2) Eight members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of business of a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the request of members, is to be dissolved and in any other case is to stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than five) shall constitute a quorum.

32. PRESIDING MEMBER

(1) The president or, in the president's absence, the vice president, is to preside as chairperson at each general meeting of the Association.

(2) If the president and the vice president are absent from a general meeting or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

33. ADJOURNMENT

(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.

(2) If a general meeting is adjourned for 14 days or more, the secretary must give 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.

(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.

34. MAKING OF DECISIONS

(1) A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or led, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

(2) At a general meeting of the Association a poll may be demanded by the chairperson or by not less than half members present in person or by proxy at the meeting.

(3) If a poll is demanded it shall be taken -

(i) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

(ii) in any other case, in such a manner and at such time before the close of the meeting as the chairperson directs and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

35. SPECIAL RESOLUTION -

(1) A special resolution may only be passed by the association in accordance with section 39 of the Act.

36. VOTING

(1) On any question arising at a general meeting of the Association a member has one vote only.

(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.

(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.

(4) A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

37. APPOINTMENT OF PROXIES

- (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.
- (2) The notice appointing the proxy shall be on the form prescribed by the Board.
- (3) A member shall not be entitled to hold more than 3 proxies.

38. POSTAL BALLOTS

- (1) The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

PART 5 - MISCELLANEOUS

39. INSURANCE

- (1) The Association shall effect and maintain insurance

40. FUNDS - SOURCE

- (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.
- (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.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

41. FUNDS - MANAGEMENT

- (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.

- (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.

42. ALTERATION OF OBJECTS AND RULES

- (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.
- (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.

43. COMMON SEAL

- (1) The common seal of the Association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the Board.
- (3) The Board may give authority by resolution at a meeting or by email or fax, provided at least half the Board give authority.
- (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.

44. CUSTODY OF BOOKS ETC.

(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, books and other documents relating to the Association.

45. INSPECTION OF BOOKS ETC.

(1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

- (i) records, books and other financial documents of the Association,
 - (ii) this constitution,
 - (iii) minutes of all Board meetings and general meetings of the Association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

46. SERVICE OF NOTICES

(1) For the purpose of this constitution, a notice may be served on or given to a person:

- (i) by delivering it to the person personally, or
- (ii) by sending it by pre-paid post to the address of the person, or
- (iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (i) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (ii) 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
- (iii) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

47. PAYMENT OF OFFICE BEARERS AND MEMBERS

(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 -

- (i) where the member is a salaried officer elected to the Board under rule 19 (vi) (c);
- (ii) 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.

48. SURPLUS PROPERTY

(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.

(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.

(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.

49. INCOME AND PROPERTY

(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 services actually rendered to, or expenses incurred on behalf of the Association.

50. FINANCIAL YEAR

(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.