SURVIVORS OF TORTURE AND TRAUMA ASSISTANCE AND REHABILITATION SERVICE INCORPORATED
CONSTITUTION

1. NAME

1.1. The name of the incorporated organisation is Survivors of Torture and Trauma Assistance and Rehabilitation Service Incorporated referred to herein as the Association

2. DEFINITIONS AND INTERPRETATION

2.1. DEFINITIONS:

a. **Accounts** refers to the financial information and records kept in accordance with Clause 11.2.a.

b. **the Act** means the Associations Incorporation Act 1985.

c. **AGM** means an Annual General Meeting convened in accordance with Clause 8.1.

d. **Annual Subscription** means an amount fixed by the Board from time to time under Clause 5.2.

e. **Appellant** means a Member who has initiated an appeal under Clause 5.4.h against an Expulsion Determination.

f. **Applicant** means a person who has applied to the Secretary for membership of the Association.

g. **Auditor** refers to the person appointed in accordance with Clause 11.5.a.

h. **Charge** refers to a formulated allegation against a Member as referred to in Clause 5.4.a.

i. **Disciplinary Notice** refers to a notice provided to a Member or Members under Clause 5.4.

j. **Elected Members** refers to the nine voting members of the Board elected at AGM referred to in Clause 6.2.a.i.

k. **Expulsion Determination** means a determination of the Board to expel a Member pursuant to Clause 5.4.

l. **Financial Member** means a Member who is not an Unfinancial Member or a Lapsed Member.
First Board Meeting means the meeting of the Board held in accordance with Clause 16.2.a following the adoption of this Constitution.

General Meeting refers to either or both an AGM and/or SGM.

Lapsed Member means a Member whose Annual Subscription has remained outstanding for three months as referred to in Clause 5.2.e.

Life Member means a person bestowed with honorary life membership in accordance with Clause 5.6.

Member refers to an Individual Member, Patron or a person holding honorary life membership.

Patron means a person determined by the Board to serve as the patron of the Association in accordance with Clause 5.5.

Register refers to the register of Members kept in accordance with Clause 5.7.

Repealed Constitution means the Constitution of Survivors of Torture and Trauma Assistance and Rehabilitation Service Inc (STTARS) adopted October 1991, amended 12 September 1995 and in force immediately prior to the adoption of this Constitution.

the Regulations means the Associations Incorporation Regulations 2008.

the Seal means the common seal as referred to in Clause 7 of this Constitution.

SGM means a Special General Meeting convened in accordance with Clause 8.2.

Staff Representative means the person chosen by the employees of the Association from amongst their number to serve as a non-voting member of the Board under Clause 6.2.a.iii.

Unfinancial Member means a Member who has not paid an Annual Subscription fixed and due in accordance with Clause 5.2.

2.2. INTERPRETATION:

a. Where a day is fixed on, or by which something must or may be done, that thing may be done at any time prior to 5:00pm on that day.

b. Where a day by which something must or may be done falls on a Saturday, Sunday or Public Holiday, such requirement will be taken to have been satisfied if it is done prior to 5:00pm on the next business day.

c. Any Clause requiring any notice be provided will be satisfied if such notice is provided by email transmission. A notice emailed to a Member via an email address provided by
that Member shall be deemed to have been provided immediately upon its transmission. The Secretary shall, in the event of transmission of a Disciplinary Notice, take all reasonable additional steps to verify receipt by the Member of such notice. Should a notice be provided to a Member by post, it is to be sent by registered post and is deemed to have been provided as of the time it is posted.

d. Headings are for convenience only and neither:
   
i. Create rights or obligations; or
   ii. Affect the interpretation of any provision of this Constitution.

e. References to time refer to time in South Australia (whether Australian Central Standard Time or Central Daylight Time, as applicable).

f. Unless the context otherwise requires, references to a singular include references to the plural and vice versa.

3. OBJECTS AND PURPOSES OF ASSOCIATION

3.1. The objects and purposes of the Association shall be:

a. To assist survivors of torture and trauma by providing health, welfare, educational and other services, focussing primarily on refugees and people with migrant backgrounds;

b. To provide a caring workplace for employees who will carry out these objects and purposes;

c. To create a referral network of persons who may assist in carrying out these objects and purposes;

d. To provide training in the special needs of torture and trauma survivors;

e. To undertake research, publicity, information and educational activities on issues relating to torture and trauma;

f. To work for the abolition of torture and situations which create trauma; and

g. To undertake any other activity or function considered necessary by the Association to further its objects and purposes.

4. POWERS OF ASSOCIATION

4.1. The Association shall have all the powers conferred by section 25 of the Act subject to any modifications or exclusions stated in this Constitution.
5. MEMBERSHIP

5.1. MEMBERSHIP – ELIGIBILITY

a. Membership of the Association shall be open to any person aged at least 18 years of age who supports its objects and purposes.

b. A person wishing to become a Member may apply at any time to the Secretary. Membership will be considered active when all appropriate paperwork has been completed and the subscription fee paid.

5.2. ANNUAL SUBSCRIPTIONS

a. The Board may from time to time fix a monetary amount payable annually by Members to the Association.

b. Where an Annual Subscription has been fixed, it shall fall due for payment on 30 September of each year.

c. The Secretary shall by no later than 31 August each year cause a notification to be posted or transmitted electronically to all Members advising the amount of an Annual Subscription and the date by which it must be paid.

d. Any Individual Member whose Annual Subscription is outstanding up to a period of 1 month after the date for payment has passed shall be deemed to be an Unfinancial Member.

e. Any Individual Member whose Annual Subscription is outstanding for more than 3 months after the date for payment has passed shall be deemed to be a Lapsed Member and will cease automatically to be a Member. The Board may, at its discretion, reinstate the membership of a Lapsed Member on such terms as it sees fit.

f. An Unfinancial or Lapsed Member may attend any General Meeting of the Association but shall not be entitled to vote upon any question arising for determination.

g. The Board may, in the case of members joining the Association during a Financial Year, discount the Annual Subscription so as to require payment of reduced, a pro rata amount.

5.3. RESIGNATIONS

a. A Member may resign from membership of the Association by providing notice of resignation to the Secretary or Public Officer of the Association. Unless the notice specifies a later date, such resignation will be deemed to take effect immediately upon its receipt.

b. A resigning Member shall remain liable to the Association for any outstanding Annual Subscription(s), which the Association may recover as a debt due.
5.4. DISCIPLINE AND/OR EXPULSION OF MEMBERS

a. The Board may notify a written Charge against a Member where it considers that conduct detrimental to the interests of the Association or contrary to its objects and purposes has occurred, is occurring or may occur.

b. Where such a Charge is to be notified, the Secretary shall as soon as is reasonably practicable provide a Disciplinary Notice to the Member with whom it is concerned, stating:
   
   i. The details of the Charge;
   ii. Particulars of any provision in this Constitution together with any applicable by-law, policy or resolution of the Association allegedly breached;
   iii. Particulars of alleged conduct constituting conduct detrimental to the interests of the Association or contrary to its objects and purposes; and
   iv. The potential consequences of a finding that the Charge is substantiated.

c. The Board may, at its discretion, suspend some or all of the rights a Member would otherwise be empowered to exercise in association with the process by which a Charge is determined.

d. The Disciplinary Notice shall further invite the Member to attend a Board Meeting at which the matter will be determined. Such meeting shall not take place until at least 28 days after the Disciplinary Notice is provided.

e. The Board shall consider:
   
   i. Any written material the member provides between receiving the Disciplinary Notice and the Board Meeting at which the matter will be determined;
   ii. Any further information provided verbally or in writing at the Board Meeting at which the matter will be determined.

f. The determination of the Board shall be communicated to the affected Member, and in the event of an adverse determination, the Member shall (subject to any intervening appeal) cease to be a Member 14 days after the Board has communicated its determination to the Member.

g. A Member may appeal to a General Meeting against an Expulsion Determination. The intention to appeal and the matters asserted as supporting an appeal shall be communicated in writing to the Secretary or Public Officer of the Association within 14 days after the Expulsion Determination has been communicated to the Member.

h. An Appellant's membership of the Association shall not be terminated unless an Expulsion Determination is upheld by the members of the Association in a General Meeting after the Appellant has been afforded an opportunity to be heard.
i. Between the initiation of an appeal and its determination in a General Meeting, an Appellant shall have the restrictions upon membership privileges applicable to a Lapsed Member.

j. In the event that Members in a General Meeting determine to uphold an Expulsion Determination, the membership of the affected Member will be terminated at the date of the General Meeting at which the Expulsion Determination is upheld.

k. Any outstanding Annual Subscription(s) at the time of expulsion are recoverable by the Association against the former Member as a debt due.

5.5. PATRON

a. The Board may resolve to invite or appoint any person to serve as the patron of the Association where, in its view, such appointment is consistent with the objects and purposes of the Association.

b. A person appointed to serve as Patron will cease to hold that position:

i. Upon their signed resignation being provided to the Secretary; or

ii. Upon the Board resolving that the person shall no longer be the Patron of the Association.

5.6. HONORARY LIFE MEMBERSHIP

a. The Board may resolve to bestow honorary life membership upon any Individual Member. Any individual person so appointed shall:

i. Remain a Member (subject to Clause 5.4) for the balance of their natural life; and

ii. Not be required to pay any Annual Subscription.

5.7. REGISTER OF MEMBERS

a. The Secretary shall maintain a Register of Members. The Register shall contain:

i. The name, telephone contact number(s), postal address and email address (if any) of each Member;

ii. The date on which each Member was admitted to the Association;

iii. Information allowing immediate identification at any time of Lapsed Members and any Unfinancial Members; and

iv. If applicable, the date of and reason(s) for termination of a Member’s membership.
6. THE BOARD

6.1. POWERS AND DUTIES

a. The affairs of the Association shall be managed and controlled by a Board which may, subject to this Constitution, exercise all such powers and do all such things it considers consistent with the objects of the Association and that are not contrary to law or required to be done by the Association in General Meeting.

b. The Board has the management and control of the funds and other property of the Association.

c. The Board is empowered to appoint, engage or employ such persons as are required to carry out the objects of the Association. It may delegate any of its powers to any such person on such terms as it sees fit.

d. The Board may, at its discretion, appoint one or more committees in which particular powers are vested and to whom specified responsibilities are allocated.

e. The Board is empowered to interpret the meaning of this Constitution and/or determine any matter in respect of which the Constitution is silent.

f. The Board shall appoint a Public Officer as required by the Act. Should no Member be appointed to that position, the Secretary shall serve as the Public Officer until such time as an appointment is made.

g. The Board must cause the Association to have and maintain at all times Directors’ and Officers’ Liability insurance.

6.2. COMPOSITION AND TENURE

a. The Board shall have up to 11 members consisting of:

   i. Nine voting members elected by the Members in AGM as described in this Constitution;

   ii. One Member who may be co-opted by the 9 voting members after each AGM to serve as a tenth voting member of the Board until the next AGM; and

   iii. One further member elected by the employees of the Association from amongst their number to serve as a non-voting representative of staff.

b. Elected Members shall each serve a term of three years commencing upon their election at AGM (Commencing AGM) and expiring at the third AGM to occur after their election (Concluding AGM).

Approved 6th September 2018
c. In the event that the Concluding AGM takes place more than 3 years after the Commencing AGM in respect of any 1 or more Elected Member(s), such person(s) will continue to serve on the Board until the Concluding AGM takes place.

d. Board Members shall be eligible to stand for re-election upon the expiry of each term served without any requirement to submit a fresh nomination.

e. Any Member (other than a current Board Member) wishing to stand for election to a Board vacancy must provide a signed nomination to the Secretary no less than 14 days prior to the AGM at which the election is to occur. The Secretary shall review such nominations and confirm that all nominating Members are Financial Members. Nominations received from Unfinancial Members or Lapsed Members shall be rejected.

f. Where the number of Members nominating matches the number of vacancies to be filled at an AGM, the Secretary shall report accordingly to the AGM and the person presiding shall declare such persons duly elected to the Board.

g. A Member of the Board may resign their position. If a vacancy arises due to the resignation of a Board Member, the Board may

i. convene a Special General Meeting to elect a replacement to serve the balance of the resigning Board member’s term; or

ii. co-opt a Member to serve until the next AGM, or leave the position vacant until the next AGM, at which time a new member will be elected to serve the balance of the incomplete term as a voting Board Member.

h. Clause 6.2 is to be read in conjunction with the Transitional Provisions established in Clause 16.

6.3. OFFICE HOLDERS

a. The Board shall, at the first Board meeting after each AGM, elect from within the body of Elected Members the following Office Holder positions:

   i. A Chairperson;
   ii. A Vice-Chairperson;
   iii. A Secretary;
   iv. A Treasurer; and
   v. Five ordinary members.

b. Board Members holding an Office Holder position will serve in such positions until and at the next AGM (Term).

c. A Board Member serving in an Office Holder position may resign from that position by providing a written, signed notice of resignation to the Chairperson (or the Secretary in the case of a resignation by the person holding the position of Chairperson).
d. If the Chairperson has resigned from that position, the Vice-Chairperson will assume the role of Acting Chairperson until and at the next AGM.

e. The Board may, should multiple resignations occur such that its ability to transact business in a quorate meeting is compromised, co-opt 1 or more Members to serve as voting members of the Board until the next AGM. The number of Members so co-opted shall not be such as to result in there being more than 10 Board Members entitled to exercise a vote.

6.4. BOARD MEETINGS – FREQUENCY

a. The Board shall meet together for the despatch of business at least 10 times per financial year.

b. The Secretary shall provide not less than 7 days’ notice to all Board Members of a Board Meeting. Such notice shall specify:

i. The time and place of the meeting; and
ii. The business to be transacted at the meeting.

6.5. BOARD MEETINGS – PROCEEDINGS

a. The Chairperson shall preside at meetings of the Board. In the absence of the Chairperson, the Vice-Chairperson shall preside. In the absence of both the Chairperson and Vice-Chairperson, those present may select from within their number a Member to preside.

b. Questions arising at any meeting of the Board shall be decided by a simple majority of votes and, in the event of a tie, the Chairperson shall have a casting vote in addition to a deliberative vote.

c. A quorum for a Board Meeting shall be half of all voting Members plus one. A Member of the Board may attend and participate in a meeting (including voting on any question arising) by telephone or other electronic means.

d. In the event that no quorum is achieved within 30 minutes of the notified time by which a Board Meeting was to commence, such a meeting must be postponed to a time and date to be determined by the Chairperson. In the event that no quorum is achieved within 30 minutes of the notified commencement time of the postponed meeting, those present may conduct the meeting and any decisions taken will have the same status as those made by a quorate meeting of the Board.

e. A member of the Board holding a direct or indirect pecuniary interest in any matter arising for consideration by the Board (including but not limited to a contract or proposed contract with the Association) must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to such a matter. The Board Member must further disclose the nature and extent of the direct or indirect pecuniary interest at the next AGM of the Association.
6.6. DISQUALIFICATION

a. A Board position (including any Office Holder position held) shall become vacant if the individual holding it:

i. Becomes disqualified or otherwise ineligible under the Act or any other law to serve in that position;
ii. Is expelled under this Constitution;
iii. Becomes permanently incapacitated by ill health;
iv. Is absent from more than 3 consecutive Board meetings within a financial year notwithstanding that apologies are given – the Board may, however, dispense with enforcement of this provision (either before or after it is infringed).

b. In the event that a member of the Board is disqualified and ceases to be a member:

i. The process established for the replacement of a resigning Board Member in Clause 6.2 shall apply;
ii. The remaining members of the Board shall elect a replacement to occupy any Office Holder position held by the disqualified member prior to their disqualification.

6.7. BOARD DECISIONS OUTSIDE OF MEETINGS

a. The Board may determine any matter or adopt any resolution it sees fit outside of a meeting by means of resolution circulated in writing and signed, physically or electronically, by a simple majority of Board Members. The adoption of any such circular resolution will be noted in the minutes of the next Board Meeting to take place.

7. COMMON SEAL

7.1. The Association shall have a common Seal upon which its corporate name shall appear in legible characters.

7.2. The Seal shall only be affixed to a document or otherwise used:

a. With the express authorisation of the Board; or
b. Pursuant to a specific delegation issued by the Board;
c. And in all cases be witnessed by the Chairperson (or, in their absence, the Vice-Chairperson) and the Secretary.

7.3. All instances by which the Seal is affixed to a document or otherwise used in any way shall be recorded in the minute book of the Association.
8. GENERAL MEETINGS

8.1. ANNUAL GENERAL MEETINGS

a. The Board shall call an AGM in accordance with the Act and this Constitution.

b. Each AGM shall be convened within 5 months of the end of the Association’s financial year.

c. The order of business at an AGM shall include:

i. Confirmation of the minutes of the previous AGM and of any SGMs that have taken place since the previous AGM;

ii. Consideration of the accounts and reports of the Board and the Auditor’s report;

iii. Election of members to the 3 Board positions in respect of the Board Positions for which the AGM is the concluding AGM;

iv. The appointment of Auditors;

v. Any other business requiring consideration by the Association in General Meeting.

d. No Member who joined the Association between 1 October in a given year and the next AGM may stand for election to any position or vote upon any matter in that AGM.

8.2. SPECIAL GENERAL MEETINGS

a. The Board may call an SGM of the Association at any time.

b. Upon a requisition in writing of not less than 10% of the total number of Financial Members of the Association, the Board shall within 1 month of the receipt of the requisition convene an SGM for the purpose specified in the requisition.

c. Every requisition for an SGM shall be signed by all requisitioning Members and shall state the purpose of the SGM requested.

d. If an SGM is not convened within 1 month as required by this Clause following a valid requisition being provided to the Board, the requisitionists may convene an SGM. Such a meeting shall be convened in the same manner as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

8.3. NOTICE OF GENERAL MEETINGS

a. At least 21 days’ notice of an AGM or SGM must be given to Members of the Association. Such notice will state when and where the meeting is to be held and must provide particulars of the nature and order of business to be transacted at the meeting.
b. Notice of an AGM or SGM at which a Special Resolution is to be moved must be given at least 21 days prior to the meeting at which it will be proposed and must include particulars of the Special Resolution to be moved.

8.4. GENERAL MEETINGS – PROCEEDINGS

a. The Chairperson shall preside at an AGM or SGM. In the absence of the Chairperson, or in the event that the Chairperson declines the chair or, in the case of an AGM, is contesting an election in order to continue as a member of the Board, the Vice-Chairperson shall preside. In the absence, unwillingness or inability of both the Chairperson and Vice-Chairperson to preside, members present may select a member of the Board who holds an Office Bearer position to preside.

b. Fifteen Members present personally or by proxy shall constitute a quorum for the transaction of business at an AGM or SGM.

c. In the event that no quorum is achieved within 30 minutes of the notified time by which an SGM convened on the requisition of Members was to commence, such meeting will lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the Members present shall form a quorum.

8.5. GENERAL MEETINGS – VOTING

a. Subject to this Constitution, all Financial Members (and only Financial Members) have 1 vote at an AGM or SGM. Such vote may be cast in the course of a show of hands or a poll as may be the case.

b. Subject to this Constitution, a question for decision at a General Meeting, other than a Special Resolution, must be determined by a majority of votes cast in person and/or by proxy.

c. Unless a poll is requested by at least 5 Members, a question for decision at a General Meeting must be determined by a show of hands.

8.6. GENERAL MEETINGS – POLL

a. If a poll is requested by at least 5 Financial Members present at the General Meeting, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question. The manner by which a poll is conducted may include, but is not limited to, a ballot.

b. A poll requested for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.
8.7. ORDINARY RESOLUTIONS AND SPECIAL RESOLUTIONS

a. A special resolution is a resolution passed at a duly convened General Meeting in circumstances where:

i. At least 21 days’ written notice specifying the intention to propose the resolution as a special resolution has been provided to all Members; and
ii. It is passed by a majority of not less than three-quarters of the total votes cast (including any proxy votes).

b. An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

8.8. PROXIES

a. A Financial Member may appoint another Financial Member as their proxy for a specified General Meeting. Such appointment shall enable the proxy to cast a vote on behalf of the appointing Member separate to their own.

b. A Financial Member who wishes to appoint a proxy must submit a written and signed proxy nomination to the Secretary no less than 7 calendar days prior to the General Meeting in which it is proposed that such proxy rights may be exercised.

c. The Secretary must review each proxy nomination received and, not less than three calendar days prior to the General Meeting in which it is proposed that such proxy rights may be exercised:

i. Accept it upon being satisfied that both the person appointing a proxy and the person appointed to serve as a proxy are Financial Members and that it bears the signature of the person appointing a proxy; or
ii. Reject it if all due enquiries indicate that one or both of the person appointing a proxy or the person appointed to serve as a proxy are not Financial Members as of the day the purported proxy nomination is provided.

d. The Secretary must, as soon as reasonably practicable after accepting or rejecting a proxy nomination, inform both the person appointing a proxy and the person nominated to serve as a proxy of such outcome.

9. MINUTES

9.1. The Secretary shall ensure that:

a. Proper minutes of all proceedings of Board meetings and General Meetings shall be entered within 1 month after the relevant meeting in minute books or electronic record kept for the purpose.

b. The minutes kept pursuant to this rule must be confirmed at the next Board or General Meeting as applicable.
The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next meeting at which the minutes are confirmed.

d. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10. DISPUTE RESOLUTION

10.1. The dispute resolution procedure set out in this rule applies to disputes under these Rules between:

a. A Member and another Member
b. A Member and the Association.

10.2. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties involved.

10.3. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by all parties involved.

11. FINANCIAL REPORTING

11.1. FINANCIAL YEAR

a. Each financial year of the Association shall commence on 1 July and conclude on 30 June the following year.

11.2. ACCOUNTS TO BE KEPT

a. The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

11.3. ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS

a. In relation to each financial year, the Accounts, together with the Auditor’s report, the Board’s statement and the Board’s report shall be laid before Members at the AGM taking place after the conclusion of each financial year.

11.4. ANNUAL RETURNS

a. The annual (periodic) return shall be lodged with Consumer and Business Services (or otherwise as may be required by law) within 6 months after the end of each financial
year. If must be accompanied by a copy of the Accounts, the auditor’s report, the Board’s statement and the Board’s report.

11.5. AUDITOR

a. The Association shall, at each AGM, appoint a person to be the Auditor of the Association to serve in such role and discharge such functions as are required under the Act.

b. The Auditor shall hold office until the next AGM and is eligible for re-appointment.

c. If an Auditor is not appointed at an AGM for any reason, the Board shall appoint an Auditor for the current financial year.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

12.1. The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Association.

13. WINDING UP

13.1. The Association may be wound up in the manner provided for in the Act.

14. APPLICATION OF SURPLUS ASSETS

14.1. If after the winding up of the Association there remain ‘surplus assets’ as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

14.2. The Association may determine to distribute surplus assets to nominated charities. Such organisation or organisations shall be identified and determined by a resolution of Members in General Meeting.

15. ALTERATION OF CONSTITUTION

15.1. One or more of the provisions of this Constitution (including an alteration to the Association’s name) may be altered by Special Resolution. This includes rescission or replacement by substitute provisions.

15.2. Any such alteration to this Constitution shall be registered as required by the Act.

15.3. The registered Constitution shall bind the Association and every Member to the same extent as if they have respectively sealed and signed them and agreed to be bound by all of the provisions therein.

Approved 6th September 2018
16. TRANSITIONAL

16.1. CONTINUITY OF POSITIONS

a. Between the commencement of this Constitution and the First Board Meeting, all Members who held a position on the Committee established by Rule 9 of the Repealed Constitution shall continue to hold such position and be deemed Elected Members under this Constitution.

16.2. FIRST BOARD MEETING – REDUCTION OF ELECTED MEMBER POSITIONS

a. The Board shall meet within 14 days of the adoption of this Constitution.

b. The Chairperson shall, as first order of business, call for 1 Elected Member to resign as a Member of the Board in order to facilitate the reduction by 1 elected position necessitated by the transition from the Committee established under the Old Constitution to the Board established under this Constitution.

c. In the event that an Elected Member volunteers to resign their position, such resignation will be noted and deemed effective immediately. Should that occur, the remaining members shall determine the identity of the person to be co-opted to serve on the Board pursuant to Clause 6.2.a.ii of this Constitution.

d. In the event that no Elected Member volunteers to resign their position, the Chairperson shall draw lots to determine which of the Board members shall cease to hold their position on the Board. The Chairperson shall be excluded and shall hence be ineligible for selection as the Elected Member who will cease to hold their position. Upon such process concluding, the person selected shall cease to be a member of the Board with immediate effect, and the remaining Board Members shall confirm or determine the identity of the person to be co-opted to serve on the Board pursuant to Clause 6.2.a.ii of this Constitution.

e. Should a co-opted person be present during the First Board Meeting, he or she may, once co-opted, participate in its deliberations but cast no vote in relation to any question put to poll for resolution.

f. To avoid doubt, a person who ceases to be a member of the Board as a result of lots being drawn in accordance with this Clause is eligible to:

   i. Be co-opted to further Board service pursuant to Clause 6.2.a.ii of this Constitution (including immediately); or
   ii. Nominate for election to the Board at one or more subsequent AGMs.

16.3. FIRST BOARD MEETING – ESTABLISHMENT OF ELECTED MEMBER COHORTS BY CONSENSUS

a. Upon the conclusion of the business mandated by Clause 16.2, the Chairperson shall proceed to administer a further process by which the 9 elected voting members of the
Board are divided into 3 cohorts in order to facilitate the transition to staggered Board terms of 3 years’ duration under this Constitution.

b. The Chairperson shall invite Elected Members to discuss informally and attempt to:
   i. Group themselves into 3 cohorts of 3 Elected Members each; and
   ii. Designate the cohorts agreed to as ‘Cohort A,’ ‘Cohort B’ and ‘Cohort C.’

c. In the event that Elected Members are able to achieve such a division into Cohorts informally and/or by consensus, that fact shall be minuted and the Board membership position each Elected Member holds shall thereafter be associated with and attributed to the relevant Cohort designation (i.e. ‘Cohort A,’ ‘Cohort B’ and ‘Cohort C.’)

d. Cohort A Board positions will fall vacant as of the next AGM (AGM 1) to take place after the First Board Meeting. Elected Members who are the incumbents in those positions prior to AGM 1 may stand for election to those vacant positions, as may any other Member wishing to be elected to the Board. That AGM shall constitute the Commencing AGM for those elected.

e. Cohort B Board positions will fall vacant as of the second AGM (AGM 2) to take place after the First Board Meeting. Those Elected Members who are the incumbents in those positions prior to AGM 2 may stand for election to those vacant positions, as may any other Member wishing to be elected to the Board. That AGM shall constitute the Commencing AGM for those elected.

f. Cohort C Board positions will fall vacant as of the third AGM (AGM 3) to take place after the First Board Meeting. Those Elected Members who are the incumbents in those positions prior to AGM 3 may stand for election to those vacant positions, as may any other Member wishing to be elected to the Board. That AGM shall constitute the Commencing AGM for those elected.

g. The Fourth AGM to take place after the First Board Meeting (AGM 4) shall constitute:
   i. The Concluding AGM for the Elected Members who were elected to Cohort A positions in the course of AGM 1, resulting in those three Cohort A positions falling vacant; and
   ii. The Commencing AGM for the members elected to the vacant Cohort A positions (which may include 1 or more Board members re-elected to those positions for a further 3-year term).

h. The pattern of staggered 3-year terms established in this Clause shall thereafter continue in accordance with (and beyond) the following visual representation:

<table>
<thead>
<tr>
<th>AGM 1</th>
<th>AGM 2</th>
<th>AGM 3</th>
<th>AGM 4</th>
<th>AGM 5</th>
<th>AGM 6</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cohort A</td>
<td>Commencing AGM</td>
<td></td>
<td>Concluding AGM / Commencing AGM</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cohort B</td>
<td></td>
<td>Commencing AGM</td>
<td></td>
<td>Concluding AGM / Commencing AGM</td>
<td></td>
</tr>
<tr>
<td>Cohort C</td>
<td></td>
<td></td>
<td>Commencing AGM</td>
<td></td>
<td>Concluding AGM / Commencing AGM</td>
</tr>
</tbody>
</table>

Approved 6th September 2018
16.4. FIRST BOARD MEETING – ESTABLISHMENT OF MANDATORY ELECTED MEMBER COHORTS

a. In the event that allocation of Elected Members into Cohorts cannot be achieved informally and/or by consensus in the course of the First Board Meeting pursuant to Clause 16.4, the Chairperson shall cause lots to be drawn in order to allocate randomly each Elected Member to one position in one of Cohorts A, B and C.

b. Upon the conclusion of that process, the resulting allocation of Elected Members to a position in one of Cohorts A, B and C will be minuted and the pattern established in the balance of Clause 16.3 of Cohort positions falling vacant, being filled by election and concluding, shall apply as if such allocations were achieved informally and/or by consensus.