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The membership and subscription year shall be from 1 April to 31 March.

### 9.4 **Timely payment of fees**

Membership fees are due on 1 April in each Membership year. A Member who is more than three (3) months in arrears of the payment of fees under this clause 9 shall lose all Membership rights.

## **10. Complaints and Disputes**

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### 10.1 **Disciplining of Members**

- (a) A complaint may be made to the Board in writing by any person that a Member:
  - (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.
- (b) On receiving a complaint under clause 10.1(a), the Board:
  - (i) must cause a copy of the complaint to be served on the Member concerned;
  - (ii) must give the Member at least fourteen (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 account any submissions made by the Member in connection with the complaint.
- (c) The Board may, by resolution, expel the Member from the Association or suspend the Member from Membership 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.
- (d) If the Board expels or suspends a Member, the Secretary must, within seven (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 clause 10.2.
- (e) 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 clause 10.2(e).

whichever is the later.

## 10.2 **Right of appeal of disciplined Member**

- (a) A Member may appeal to the Association in a general meeting against a resolution of the Board under clause 10.1 within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which that Member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a Member under clause 10.2(a), the Secretary must notify the Board which is to convene a general meeting of the Association to be held at the next general meeting but not less than six (6) months in which case a special general meeting will be called.
- (d) At a general meeting of the Association convened under clause 10.2(c):
  - (i) no business other than the question of the appeal is to be transacted; and
  - (ii) the Board and the relevant 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.
- (e) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## 11. **The Board**

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### 11.1 **Managerial functions**

There shall exist a Board. The Board is to act as the committee of management of the Association and, subject to the Act and this Constitution and to any resolution passed by the Association in a general meeting:

- (a) is to control and manage the affairs of the Association;
- (b) 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; 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.
- (d) the Executive of the Board shall conduct the day to day affairs of the Association .
- (e) The Board may delegate one or more of the tasks or functions of the Board to a sub-committee of the Board, to an employee or officer of the Association or may contract such tasks or functions to an external provider.

### 11.2 **Power to borrow money**

The Board may exercise all the powers of the Association to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether





- (c) If further insufficient nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held at the annual general meeting.

#### **11.6 Removal of Ordinary Board Members**

For the purposes of this Constitution, a Board Member will cease to hold office forthwith and a casual vacancy in the office will be deemed to have occurred if that person:

- (a) dies; or
- (b) ceases to be a Member (except if the person was appointed as an independent Board Member); or
- (c) becomes a bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (d) resigns office by notice in writing given to the Secretary; or
- (e) is removed from office under clause 11.7; 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 (6) months.

#### **11.7 Removal of a Board Member by resolution**

- (a) The Association, in a general meeting, may by resolution remove any Board Member from the Board before the expiration of the Board Member's term of appointment and may, by resolution, appoint another person to hold office until the expiration of the term of appointment of the Board Member so removed.
- (b) If a Board Member to whom a proposed resolution referred to in clause 11.7(a) relates, makes representations in writing to the Secretary or Chairman (not exceeding a reasonable length) and requests that the representation be notified to the Members, the Secretary or the Chairman may send a copy of the representations to each Member or, if the representations 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.

#### **11.8 Meetings and quorum**

- (a) The Board must meet at least two (2) times in each Year at such place and time as the Board may determine.
- (b) Additional meetings of the Board may be convened by the Chairman or by any Board Member.
- (c) Oral or written notice of a meeting of the Board must be given by the Secretary to each Member of the Board at least forty-eight (48) hours (or such other period as may





- (b) The Chairman or a nominee is ex-officio on all sub-committees or special interest groups.
- (c) 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.
- (d) Despite any delegation under this clause, the Board may continue to exercise any function so delegated.
- (e) Any act or thing done or suffered by a sub-committee or special interest group 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.
- (f) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (g) A sub-committee or special interest group may meet and adjourn as it thinks proper.
- (h) A quorum for sub-committees or special interest groups shall be five (5) Members.
- (i) Where practicable, all instruments of delegation shall include a sunset clause.
- (j) Actions inconsistent with this Constitution will result in dissolution of the sub-committee or special interest group.

#### **11.10 Voting and decisions**

- (a) Questions arising at a meeting of the Board or of any sub-committee or special interest group appointed by the Board are to be determined by a majority of the votes of the Board Members or sub-committee or special interest group present at the meeting.
- (b) Each Member present at a meeting of the Board or of any sub-committee or special interest group appointed by the Board (including the person presiding at the meeting) is entitled to one (1) vote. A resolution of Board Members is passed by a majority of votes passed. In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Subject to clause 11.1, the Board may act despite any vacancy on the Board.
- (d) Unless contrary to or inconsistent with any law, any act or anything done or suffered, or purporting to have been done or suffered, by the Board, by a sub-committee(s) or special interest group(s) or other person appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in that appointment or qualification of any Board Member, sub-committee or special interest group or person.

## **12. Board Member appointments**

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### **12.1 Signed consent required by Executive**

Before a person is appointed as a Board Member, that person must give the Association a signed consent to occupy the position on the Board to which that person has been appointed and the Association must retain that consent.

## **12.2 Removal of Directors or Secretary**

A person appointed as a Board Member or Secretary pursuant to this Constitution will cease to hold office forthwith if that person:

- (a) becomes a bankrupt or makes any arrangement or composition with his or her creditors generally;
- (b) becomes prohibited from being a director or secretary of a company by reason of any order made under the Act;
- (c) ceases to be a director or Secretary by operation of the Act;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his or her office by notice in writing to the Association;
- (f) is absent without permission of the Board from three consecutive meetings of the Board; or
- (g) ceases to be a Board Member under clause 11.6 or 11.7.

## **12.3 Resignation by a Board Member**

A Board Member may resign his or her position by giving a written notice of resignation to the Association at its registered office.

## **12.4 Notification of appointment or removal to be in writing**

Any removal or appointment of any member of the Executive under this Constitution shall be made by notice in writing lodged with the Secretary.

## **12.5 Reasonable expenses of the Board**

The Board shall be entitled to approve the payment or reimbursement to any Board Member of reasonable expenses, fees and outlays incurred by such members in performance of their obligations, duties and responsibilities for the Association. .

# **13. General Meeting**

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## **13.1 Annual general meeting – holding of**

- (a) With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of six (6) months after the expiration of each Financial Year of the Association, convene an annual general meeting of its Members.
- (b) An annual general meeting of the Association shall be held in accordance with the provisions of the Act.

### 13.2 **Annual general meeting – calling of and business at**

- (a) The annual general meeting of the Association is, subject to the Act and to clause 13.3, to be convened on such date and at such place and time as the Board thinks fit.
- (b) In addition to any other business which may be transacted at an annual general meeting (including motions raised under clause 13.7), 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 during the last preceding financial year and of planned future activities; and
  - (iii) to elect the Board.
- (c) An annual general meeting must be specified as such in the notice convening it.

### 13.3 **Special General Meetings – calling of**

- (a) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- (b) The Board must, on the requisition in writing of at least five (5) per cent of the total number of Members, convene a special general meeting of the Association.
- (c) 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;
  - (iv) may consist of several documents in a similar form, each signed by one (1) or more of the Members making the requisition; and
  - (v) must comply with the requirements of the Act.
- (d) If the Board fails to convene a special general meeting to be held within thirty (30) days after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one (1) or more of the Members who made the requisition may convene a special general meeting to be held not later than ninety (90) days after that date.
- (e) A special general meeting convened by a Member or Members as referred to in sub-clause 13.3(d) must 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 incurred.

#### 13.4 Notice

- (a) The Secretary must, at least twenty one (21) days before the date fixed for the holding of a general meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) 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 specify, in addition to the matter required under clause 13.4(a), the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening 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 clause 13.2(b).
- (d) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

#### 13.5 Quorum

- (a) No item of business is to be transacted at a general meeting or any other meeting of the Members unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (b) Ten (10) per cent of Membership (being Members entitled under this Constitution to vote at a general meeting including, without limitation, a meeting convened under clause 13.3) constitutes a quorum for a meeting of Members unless a special resolution is to be considered at that meeting in which case the quorum shall be as specified in clause 13.10. .
- (c) In determining whether a quorum is present, the Chairman must count Members, proxies and any other person entitled to vote. If an individual is attending both as a Member and as a proxy or in any other capacity, the Chairman must count the individual only once.
- (d) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (i) if convened on the requisition of Members, is to be dissolved; and
  - (ii) in any other case, is to stand adjourned to the same day in the following week at the same 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.
- (e) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of that meeting, the meeting is dissolved.

#### 13.6 Presiding Member

- (a) The Chairman or, in the Chairman's absence, the Vice-Chairman, is entitled to preside as chairperson at and chair each general meeting of the Members of the Association.

- (b) If the Chairman and the Vice-Chairman are absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

### 13.7 Regulation of meetings

- (a) The chairman may regulate the meeting of members in any way consistent with this constitution (including without limitation, in determining if a motion called from the floor of a meeting is to be considered at that meeting or deferred to the next meeting).

### 13.8 Adjournment

- (a) 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.
- (b) If a general meeting is adjourned for fourteen (14) days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in clauses 13.8(a) and 13.8(b), 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.

### 13.9 Making of decisions

- (a) A resolution to be decided at a general meeting of the Association, with notice provided according to clause 13.4, is to be determined on a show of hands unless:
  - (i) before or on the declaration of the show of hands a poll is demanded; or
  - (ii) the Secretary has received any postal votes on the question (in which case, postal votes which have been properly served must be counted prior to the Chairman declaring the results of the resolution)

If a poll is demanded, the result of the poll (together with the result of any votes cast by post) is the resolution of that meeting.

A declaration by the chairperson that a resolution has been carried or lost, 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.

- (b) Polls
  - (i) At a general meeting of the Association, a poll relating to a specified item according to clause 13.4 (c) may be demanded by the chairperson or by at least three (3) Members present in person or by proxy at the meeting.
  - (ii) If a poll is demanded at a general meeting, the poll must be taken:
    - (A) 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

- (B) in any such case, in such manner and at such time before the close of the meeting as the chairperson directs.

### 13.10 **Special resolution**

A resolution of the Association is passed as a special resolution if:

- (a) the notice of meeting sets out an intention to propose the special resolution and states the resolution;
- (b) it is passed by at least 75 percent of the votes cast by Members entitled to vote on the resolution .

Thirty (30) percent of Membership (being Members entitled under this Constitution to vote) constitutes a quorum for a general meeting to which a notice to propose a special resolution is given.

### 13.11 **General resolution**

A resolution of the Association is passed as a general resolution if:

- (a) at least twenty one (21) days notice of the meeting specifying the intention to propose the resolution is given to each Member entitled to vote at the meeting and to each Board Member; and
- ; and
- (b) it is passed by more than 50% of the votes cast by the Members entitled to vote are in favour of the resolution.

### 13.12 **Voting**

- (a) On any question arising at any general meeting of the Association a Member has one (1) vote only.
- (b) Votes may be cast personally, by post (if postal voting is available for a resolution) or by proxy but no Member (other than the Chairman) may hold more than five (5) proxies.
- (c) The Board may permit a Member to cast a vote on a resolution by post. The Board may regulate the procedure for postal voting in any way consistent with this constitution . Postal votes must be lodged with the Secretary no later than seven (7) days prior to the date of the meeting.
- (d) 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.
- (e) A Member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member or proxy to the Association has been

paid, other than the amount of the annual subscription payable in respect of the then current year.

## **14. Accounts**

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### **14.1 Keeping and distribution of records**

The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of any Auditor's report required by the Act provided, however, that the Board shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to date not more than three (3) months before the date of the meeting.

### **14.2 Audit**

Once at least in every Year, the accounts of the Association shall be examined by one (1) or more properly qualified auditor or auditors appointed each Year by the Association in general meeting who shall report to the Members in accordance with the provisions of the Act.

### **14.3 Financial year**

The Financial Year of the Association will be from 1 April to 31 March.

## **15. Miscellaneous**

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### **15.1 Hay Transactions**

The Association must not take a principal position in hay transactions.

### **15.2 Insurance**

The Association at the direction of the Board may effect and maintain such insurances as the Board deems appropriate including (without limitation) Directors' and Officers' Insurance.

### **15.3 Funds - source**

- (a) The funds of the Association are to be derived from entrance fees and annual subscription fees of Members, donations, sponsorships and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.
- (b) All money received by the Association must be deposited as soon as practicable without deduction to the credit of the Association's bank account.
- (c) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **15.4 Funds – management**

- (a) 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.

### 15.5 **Alteration of objects and Constitution**

The statement of objectives and this Constitution may be altered, rescinded or added to by a Special Resolution of the Members of the Association in accordance with this Constitution and the Corporations Act. Any such Special Resolution, once passed, does not have any effect unless the Resolution is approved by a majority of not less than 30% of financial members.

### 15.6 **Common seal**

- (a) The common seal of the Association must be kept in the custody of the Board.
- (b) The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two (2) Board Members or of one (1) Board Member and of the Secretary.

### 15.7 **Custody of books**

Except as otherwise provided by this Constitution, all records, books and other documents relating to the Association must be kept at the principal place of business of the Association.

### 15.8 **Inspection of books**

The records, books and other documents of the Association must be open to inspection, free of charge, by a Member at any reasonable hour and with reasonable notice.

### 15.9 **Service of notices**

- (a) 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.
- (b) 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;
  - (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.



## **16. Secretary**

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The Secretary shall be a secretary of the Association within the meaning of, and having the rights and duties imposed by, the Act and be appointed by the Board for such term and upon such conditions as it thinks fit, and any Secretary so appointed may be removed by it.

## **17. Indemnity**

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Except to the extent prohibited by law, every Board Member, Auditor, Secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution by him or her in good faith of the duties of his or her office which is incurred in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application under the Act in which relief is granted to him or her by the Court in respect of any negligence default breach of duty or breach of trust.

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