



Constitution

Neighbourhood Houses Victoria

Neighbourhood Houses Victoria Inc

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The NHVic Constitution was last amended at the AGM held on 21 November 2019.

Part 1 - GENERAL

1. Name

The name of the Incorporated Association is Neighbourhood Houses Victoria (Incorporated); (in these rules called "the Association").

2. Statement of Purposes

Neighbourhood Houses Victoria's purposes, in partnership and collaboration with our member Neighbourhood House Networks, Neighbourhood Houses, Learning Centres and their communities, are to:

- 1) Build a shared vision of strong, inclusive communities and lead and influence social change to achieve this vision.
- 2) Promote and enhance understanding of community development principles, while also strengthening the capacity of Neighbourhood Houses & Learning Centres in their community development practice.
- 3) Advocate on behalf of the collective membership at local, state and national government levels.
- 4) Provide support, advice, referral, professional learning and information to members
- 5) Identify and capitalise on strategic opportunities to promote Neighbourhood Houses and Learning Centres and their work.

3. Financial Year

The financial year of the Association is each period of 12 months ending on 30 June.

4. Definitions

In these rules, unless the contrary intention appears:

Absolute Majority of the Board, means a majority of the Board members currently holding office and entitled to vote at the time (as distinct from a majority of Board members present at a Board Meeting).

Associate member means a member of the Association who does not have voting rights but can access Neighbourhood Houses Victoria membership services.

Board means the Board of Governance of the Association.

Disciplinary Appeal Meeting means a meeting of the members of the Association convened under these rules.

Disciplinary Meeting means a meeting of the Board convened in accordance with these rules.

Disciplinary Subcommittee means the subcommittee appointed in accordance with these rules.

Full Member means a member of the Association who has voting rights and can access Neighbourhood Houses Victoria membership services.

General Meeting means a general meeting of members of the Association convened in accordance with these rules and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting.

Office Holder of an Incorporated Association means:

- 1) a member of the Board
- 2) the secretary
- 3) a person including an employee of the Association who makes, or participates in making, decisions that affect the whole, or a substantial part, of the operations of the Association.

Representative means a person selected by a full member of the Association.

Special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution.

The Act means the Associations Incorporations Reform Act 2012 and includes any regulations under that Act.

The Registrar means the Registrar of Incorporated Associations.

Words or expressions contained in these rules shall be interpreted in accordance with the Interpretation of Legislation Act 1984 and The Act as in force from time to time.

Part 2 – POWERS OF ASSOCIATION

5. Powers of Association

- 1) Subject to The Act, the Association has power to do all things incidental or conducive to achieve its Statement of Purposes.
- 2) Without limiting this rule the Association may:
 - a) acquire, hold and dispose of real or personal property
 - b) open and operate accounts with financial institutions
 - c) invest its money in any security in which trust monies may lawfully be invested
 - d) raise and borrow money on any terms and in any manner as it thinks fit
 - e) secure the repayment of money raised or borrowed, or the payment of a debt or liability
 - f) appoint agents to transact business on its behalf
 - g) enter into any other contract it considers necessary or desirable.
- 3) The Association may only exercise its powers and use its income and assets (including any surplus) for its Purposes.

6. Not for Profit Organisation

- 1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 2) Subrule 6.1 does not prevent the Association from paying a member:
 - a) reimbursement for expenses properly incurred by the member; or
 - b) for goods or services provided by the member, if this is done in good faith on terms no more favourable than if the member was not a member.
- 3) Any surplus assets remaining after the payment of the Association's liabilities shall be applied in furthering all or any of the objects of the Association.

Part 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

7. Membership

The Association must have at least 5 members.

8. Eligibility

- 1) Organisations are eligible for Membership of the Association provided that they:
 - a) support the Statement of Purposes of Neighbourhood Houses Victoria.
 - b) operate in accordance with the Sector Vision, Purpose, Philosophy, Principles and Practice Statements.

9. Full Membership

- 1) Organisations are eligible for **Full Membership** provided that they are:
 - a) recognised by the Association as a neighbourhood house, learning centre, or neighbourhood house network;
 - b) not-for-profit community-based, community managed, independently incorporated associations, co-operatives or companies limited by guarantee;
 - c) are located in Victoria.
- 2) All current full members shall retain their membership provided that they remain financial members.

10. Associate Membership

Organisations that do not meet the criteria for full membership (as per Rule 9) are eligible for Associate Membership.

11. Application

- 1) An application by an organisation for membership of the Association:
 - a) shall be made in writing in the approved form and
 - b) shall be lodged with the Association.
- 2) As soon as is practicable after the receipt of the application, it shall be referred to the Board.
- 3) The Board shall determine whether to approve or to reject the application.
- 4) Following approval of an application, the applicant shall be notified in writing and payment of the first year's annual subscription requested within 28 days.
- 5) Upon payment of the annual subscription within the required timeframe, the applicant shall become a member of the Association and their name shall be entered in the Register of Members.

12. Entrance Fee and Annual Subscription

- 1) The Association does not charge entrance fees.
- 2) The annual subscription is determined by the Board and is payable annually as the membership falls due.
- 3) The Board may, at its discretion, waive all or part of the subscription fee for any member who, in its opinion, is in particularly disadvantaged or necessitous circumstances.
- 4) A full member is not entitled to vote at any general meeting unless they are a current financial member.

13. General Rights of Full Members and Associate Members

- 1) A **full member** of the Association has the right:
 - a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules
 - b) to submit items of business for consideration at a general meeting
 - c) to attend and be heard at general meetings
 - d) to vote at a general meeting
 - e) to have access to the minutes of general meetings and other documents of the Association in accordance with these Rules
 - f) to inspect the register of members.
- 2) A full member is entitled to vote if:
 - a) the member is a full member of the Association
 - b) the member's membership rights are not suspended for any reason.
- 3) An associate member is not entitled to vote but has the right:
 - a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules
 - b) to attend and be heard at general meetings
 - c) to have access to the minutes of general meetings.

14. Rights not Transferable

The rights of a member are not transferable and end when membership ceases.

15. Full Member Representation

- 1) A full member is entitled to appoint a person to act as its representative at general meetings of the Association.
- 2) A full member must nominate in writing on the approved form a person to act as its representative at general meetings of the Association.
- 3) A full member may change its representative using the approved form.
- 4) The person appointed is entitled to exercise all the rights to which a full member is entitled including the right to vote at general meetings.
- 5) The person appointed represents the interest of the full member neighbourhood house rather than personal, individual or interests.
- 6) A person who is elected to the Board may not be a representative of a full member for the duration of their Board membership.

16. Member Liability

The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs and expenses of the winding up of the Association, except to the amount of any unpaid membership fees.

17. Resignation of Members

- 1) A member of the Association may resign from the Association by giving notice in writing to the Secretary. All monies owed to the Association shall be a debt due and payable by the member and shall be paid immediately.
- 2) The Secretary or their nominated representative shall make in the Register of Members an entry recording the date on which the member ceased to be a member.

18. Register of Members

- 1) The Secretary or their nominated representative must keep and maintain a Register of Members that includes:
 - a) for each current member:
 - i) the full name, address and date of becoming a member
 - ii) if the member is an associate member, a note to that effect
 - iii) any other information determined by the Board.
 - b) for each former member, the date of ceasing to be a member must be entered in the Register of Members within 14 days after that date.
- 2) Any full member may, at a reasonable time and free of charge, inspect the register of members.

- 3) The full member accessing the Register must:
 - a) not copy any information on the Register of Members, with the exception of information that is required to convene a special general meeting held at the Request of Members.
 - b) not make improper use of information recorded on the Register of Members; to
 - i) contact or send materials unrelated to the business of the Association to the other member
 - ii) transmit such information to a third party for purposes unrelated to the business of the Association.

Division 2 - Disciplinary action

19. Disciplinary Procedures

- 1) The Association may take disciplinary action against a member in accordance with these rules if it is determined that the member:
 - a) has failed to comply with these Rules; or
 - b) refuses to support the purposes of the Association; or
 - c) has engaged in conduct prejudicial to the Association.

20. Disciplinary Subcommittee

- 1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a Disciplinary Subcommittee to hear the matter and determine what action, if any, to take against the member.
- 2) The members of the Disciplinary Subcommittee:
 - a) maybe Board members, full member representatives of the Association as per Rule 15 or anyone else; but
 - b) must not be biased against, or in favour of, the member concerned.

21. Notice to Member

- 1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
 - a) stating that the Association proposes to take disciplinary action against the member
 - b) stating the grounds for the proposed disciplinary action
 - c) specifying the date, place and time of the meeting at which the Disciplinary Subcommittee intends to consider the disciplinary action (the disciplinary meeting)
 - d) setting out the member's appeal rights under these rules; and
 - e) advising the member that they may do one or both of the following:
 - i) attend the disciplinary meeting and address the Disciplinary Subcommittee at that meeting;
 - ii) give a written statement to the Disciplinary Subcommittee at any time before the disciplinary meeting.
- 2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22. Decision of Subcommittee

- 1) At the disciplinary meeting, the Disciplinary Subcommittee must:
 - a) give the member an opportunity to be heard; and
 - b) consider any written statement submitted by the member.
- 2) After complying with rule 20.1 the Disciplinary Subcommittee may:
 - a) take no further action against the member; or
 - b) reprimand the member; or
 - c) suspend the membership rights of the member for a specified period; or
 - d) expel the member from the Association.
- 3) The Disciplinary Subcommittee may not fine the member.
- 4) The suspension of membership rights or the expulsion of a member by the Disciplinary Subcommittee under this rule takes effect immediately after the vote is passed.

23. Appeal Right

- 1) An organisation whose membership rights have been suspended or that has been expelled from the Association under these rules may give notice to the effect that they wish to appeal against the suspension or expulsion.
- 2) The notice must be in writing and given:
 - a) to the Disciplinary Subcommittee immediately after the vote to suspend or expel the member is taken; or
 - b) to the Secretary not later than 48 hours after the vote.
- 3) If an organisation has given notice under rule 21.1, a Disciplinary Appeal Meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- 4) Notice of the Disciplinary Appeal Meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must:
 - a) specify the date, time and place of the meeting; and state:
 - b) the name of the member against whom the disciplinary action has been taken,
 - c) the grounds for taking that action; and
 - d) that at the Disciplinary Appeal Meeting the members present must vote on whether the decision to suspend or expel the member should be upheld or revoked.

24. Conduct of Disciplinary Appeal Meeting

- 1) At a Disciplinary Appeal Meeting:
 - a) no business other than the question of the appeal may be conducted
 - b) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - c) an organisation whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

- 2) After complying with rule 22.1 the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the member should be upheld or revoked.
- 3) A member may not vote by proxy at the meeting.
- 4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3 - Grievance procedure

25. Grievance Procedure

- 1) This grievance procedure applies to disputes under these Rules between:
 - a) a member and another member
 - b) a member and the Board
 - c) a member and the Association.
- 2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- 3) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 4) If a member has initiated a grievance procedure in respect of a dispute between the member and the association, the association must not take disciplinary action against any of the following members in relation to the matter which is the subject of the grievance procedure until the grievance procedure has been completed:
 - a) the member who initiated the grievance procedure (complainant member);
 - b) a member of the association appointed by the complainant member under subsection (2) to act on behalf of the complainant member in the grievance procedure.

26. Appointment of Mediator

- 1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 23.3 the parties must within 10 days:
 - a) notify the Board of the dispute
 - b) agree to or request the appointment of a mediator; and
 - c) attempt in good faith to settle the dispute by mediation.
- 2) The mediator must be:
 - a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement:
 - i) if the dispute is between a member and another member—a person appointed by the Board; or
 - ii) if the dispute is between a member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

- 3) A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who:
 - a) has a personal interest in the dispute; or
 - b) is biased in favour of or against any party.

27. Mediation Process

- 1) The mediator to the dispute, in conducting the mediation, must:
 - a) give each party every opportunity to be heard
 - b) allow due consideration by all parties of any written statement submitted by any party; and
 - c) ensure that natural justice is accorded to the parties throughout the mediation process.
- 2) The mediator must not determine the dispute.

28. Failure to Resolve the Dispute by Mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with The Act or otherwise at law.

Part 4 - GENERAL MEETINGS OF THE ASSOCIATION

29. Annual General Meeting

- 1) The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- 2) The Board may determine the date, time and place of the annual general meeting.
- 3) The annual general meeting shall be specified as such in the notice convening it.
- 4) The ordinary business of the annual general meeting is:
 - a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then
 - b) to receive and consider:
 - i) the annual report of the Board on the activities of the Association during the preceding financial year; and
 - ii) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with The Act;
 - iii) to elect the members of the Board;
- 5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

30. Special General Meeting

- 1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 2) The Board may convene a Special General Meeting whenever it thinks fit.
- 3) No business other than that set out in the Notice convening the meeting may be conducted at the meeting.

31. Special General Meeting held at the Request of Full Members

- 1) The Board must convene a special general meeting if a request to do so is made in accordance with subrule 31.2 by at least 10% of the total number of full members.
- 2) A request for a special general meeting must:
 - a) be in writing
 - b) state the business to be considered at the meeting and any resolutions to be proposed
 - c) include the names and signatures of the full member representatives as per Rule 15 requesting the meeting; and
 - d) be given to the Secretary.
- 3) If the Board does not convene a special general meeting within one month after the date on which the request is made, the full members making the request (or any of them) may convene the special general meeting.
- 4) A special general meeting convened by full members under subrule 3
 - a) must be held within 3 months after the date on which the original request was made; and
 - b) may only consider the business stated in that request.
- 5) The Association must reimburse all reasonable expenses incurred by the full members convening a Special General Meeting under subrule 29.3 upon presentation to the Treasurer of appropriate receipts.

32. Business of General Meetings

- 1) All business that is transacted at a general meeting and all business that is transacted at the annual general meeting, with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.
- 2) A full member desiring to bring any business before a meeting may give notice of that business in writing, or verbally to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

33. Procedure at General Meetings

- 1) Attendance at general meetings shall be open to all members.
- 2) The President, or in the President's absence, the Vice President, shall preside as Chairperson at each general meeting of the Association.

- 3) If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.

34. Notice of General Meetings

- 1) The Secretary or the Secretary's representative or, (in the case of a special general meeting held at the request of full members, those full members convening the meeting) must give members of the Association at least 21 days' notice of a General Meeting.
- 2) The notice must specify:
 - a) the date, time and place of the meeting
 - b) the nature of the business to be considered at the meeting and specify if there is an intention to propose any special resolution/s to the meeting, stating in full the proposed special resolution/s
 - c) that each full member may appoint another full member representative (as per Rule 15) as a proxy for the meeting where proxy votes are allowed and include a copy of any form that the Committee has approved for the appointment of a proxy.
- 3) Notice may be sent by:
 - a) prepaid post to the address appearing in the Register of Members; or
 - b) electronic transmission.
- 4) This rule does not apply to a disciplinary appeal meeting.

35. Proxies

- 1) Each full member shall be entitled to appoint another full member representative (as per Rule 15) as their 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 full member appointing the proxy may give specific directions as to how the proxy is to vote, otherwise the proxy may vote on behalf of the full member in any matter as they see fit.
- 3) The notice appointing the proxy shall be in the form approved by the Board for the appointment of a proxy.
- 4) Proxy votes are not accepted for a disciplinary appeal meeting.

36. Use of Technology

- 1) A member representative (as per Rule 15) not physically present at a general meeting may be permitted if practicable to participate in the meeting by the use of technology that allows that member representative and the member representatives present at the meeting to clearly and simultaneously communicate with each other.
- 2) A member representative participating in a general meeting as permitted under subrule 36.1 is taken to be present at the meeting and, if the member representative is entitled to votes at the meeting, is taken to have voted.

37. Quorum at General Meetings

- 1) No business may be conducted at a general meeting unless a quorum of full member representatives (as per Rule 15) is present.
- 2) Twenty full member representatives (as per Rule 15) present (being full members entitled under these rules to vote at a general meeting) including three neighbourhood house networks constitute a quorum for the transaction of the business of a general meeting.
- 3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - a) in the case of a meeting convened by, or at the request of full members, the meeting must be dissolved and the business of the meeting is taken to have been dealt with; and
 - b) if full members wish to have the same business reconsidered at another Special General Meeting, the full members must make a new request;
 - c) the meeting shall stand adjourned to the same day in the next week at the same time and place unless another place is specified by the Chairperson at the time of the adjournment and notice of the adjourned meeting must be given to members as soon as practicable.
- 4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the full members representatives (as per Rule 15) present (being not less than 10) shall be a quorum.

38. Adjournment of General Meetings

- 1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of full member representatives (as per Rule 15) present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 2) Without limiting subrule 37.1, a meeting may be adjourned:
 - a) if there is insufficient time to deal with the business at hand; or
 - b) to give the full members more time to consider an item of business.
- 3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with these rules.

39. Voting at General Meetings Note

- 1) On any question arising at a General Meeting:
 - a) each full member shall have one nominated representative (as per Rule 15) to speak on their behalf and to cast their vote
 - b) full member representatives (as per Rule 15) may vote personally or by proxy; and
 - c) except in the case of a special resolution, the question must be decided on a majority of votes.

- 2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote and such use of the second or casting vote must be recorded in the minutes of the meeting.
- 3) This rule does not apply to a vote at a disciplinary appeal meeting conducted in accordance with these rules.

40. Special Resolutions

A special resolution is passed if not less than three quarters of the full member representatives (as per Rule 15) voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

41. Manner of Determining Whether Resolution Carried

- 1) A question arising at a General Meeting of the Association shall be determined on a show of hands, unless a poll is requested in accordance with these rules.
- 2) A declaration by the Chairperson that a resolution has been:
 - a) carried
 - b) carried unanimously
 - c) carried by a particular majority; or
 - d) lost; and
 - e) an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- 3) If a poll is demanded by three or more full member representatives (as per Rule 15) on any question:
 - a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - b) the Chairperson must declare the result of the resolution on the basis of the poll.
- 4) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- 5) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

42. Minutes of General Meetings

- 1) The Board must ensure that minutes are taken and kept of each general meeting.
- 2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 3) In addition, the minutes of each annual general meeting must include:
 - a) the names of the members attending the meeting
 - b) proxy forms given to the Chairperson of the meeting in accordance with these rules
 - c) the financial statements submitted to the members in accordance with these rules
 - d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under The Act.

Part 5 - BOARD OF GOVERNANCE

Division 1—Powers of Board

43. Role and Powers

- 1) The business of the Association must be managed by or under the direction of a Board.
- 2) The Board may exercise all the powers of the Association except those powers that these Rules or The Act require to be exercised by general meetings of the members of the Association.
- 3) The Board may:
 - a) appoint and remove staff
 - b) establish subcommittees consisting of members with terms of reference it considers appropriate
 - c) appoint consultants on such terms as it may determine.

44. Delegation

- 1) The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than:
 - a) this power of delegation; or
 - b) a duty imposed on the Board by The Act or any other law.
- 2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 3) The Board may, in writing, revoke a delegation wholly or in part.

45. Indemnity of Office Holders

The Association shall indemnify each Office Holder against any liability incurred in good faith by the Office Holder in the course of performing their duties as an Office Holder.

Division 2 - Composition of Board and duties of members

46. Composition of the Board

- 1) The Board shall consist of:
 - a) a maximum of ten and a minimum of eight members; and
 - b) the Chief Executive Officer [as an ex-officio, non-voting member]
- 2) Where possible six of the Board members will be from metropolitan organisations and four will be from rural Victoria.

47. Executive of the Board

- 1) The Executive of the Association shall be:
 - a) President
 - b) Vice-President
 - c) Secretary
 - d) Treasurer

48. President and Vice-President

- 1) The President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Board meetings.
- 2) If the President and the Vice-President are both absent, or are unable to preside at a Board meeting the Chairperson of the meeting must be a Board member elected by the other Board members present.

49. Secretary

- 1) The Secretary must perform any:
 - a) duty or function required under The Act to be performed by the Secretary of an Incorporated Association including responsibility for lodging documents of the Association with the Registrar
 - b) other duty or function imposed on the Secretary by these Rules.
- 2) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- 3) The secretary must give the Registrar written notice of any change to their address or any email address within 14 days of the change.

50. Treasurer

- 1) The Treasurer must:
 - a) ensure that the financial records of the Association are kept in accordance with The Act
 - b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the Annual General Meeting of the Association
 - c) must perform any other duty or function imposed by these Rules.

51. General Duties of the Board

- 1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and The Act.
- 2) The Board is collectively responsible for ensuring that the Association complies with The Act and that individual members of the Board comply with these Rules.
- 3) Board members must exercise their powers and discharge their duties:
 - a) with reasonable care and diligence
 - b) in good faith in the best interests of the Association; and
 - c) for a proper purpose.

- 4) Board members and former Board members must not make improper use of:
 - a) their position; or
 - b) information acquired by virtue of holding their Board position to gain an advantage for themselves or any other person or to cause detriment to the Association.
- 5) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a General Meeting.

Division 3 - Election of Board members and tenure of office

52. Nomination of Board Members.

- 1) Nominations of candidates, (who must be over 18), for election as members of the Board:
 - a) shall be made in writing, signed by representatives (as per Rule 15) of two full members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - b) shall be delivered to the Secretary of the Association not less than fourteen days before the date fixed for the holding of the annual general meeting.

53. Election of Board Members

- 1) If the number of nominations received is less than or equal to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected.
- 2) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

54. Ballot

- 1) The ballot for the election of members of the Board shall be conducted before the annual general meeting in such usual and proper manner as the Board may direct.
- 2) If any elected position remains unfilled after completion of the election, the Board shall fill any remaining vacancy by appointing an eligible person. The new Board member appointed shall hold office subject to these rules for two years from the date of the election in which the vacancy occurred, ceasing at the conclusion of the annual general meeting.

55. Election of Executive Positions

- 1) The President, Vice-President, Secretary and Treasurer shall be elected by and from the members of the Board. Elections shall be held at the first meeting of the Board following the AGM.
- 2) The President shall hold office for a term of two years and is eligible for re-election for a maximum of one additional term.
- 3) Other Executive positions shall hold office for a term of one year and are eligible for re-election annually.

56. Terms of Office

- 1) Each member of the Board, subject to these rules:
 - a) shall hold office for a term of two years, ceasing at the conclusion of the annual general meeting
 - b) is eligible for election to the Board for a total of three consecutive terms.
 - c) is eligible for election to the Board having already served three consecutive terms provided a break of at least 2 years has elapsed before re-joining the Board.

57. Vacation of Office

- 1) A person ceases to be a Board member if that person:
 - a) resigns from the Board by written notice addressed to the Board
 - b) becomes insolvent under administration as defined in section 38 of the Interpretation of Legislation Act 1984
 - c) becomes a represented person within the meaning of the Guardianship and Administration Act 1986
 - d) ceases to reside in Australia
 - e) is removed from office in accordance with these rules
 - f) fails to attend three consecutive Board meetings, without an apology being accepted or leave of absence having been granted by the Board.

58. Casual Vacancies

- 1) In the event of a casual vacancy in:
 - a) the position of the Secretary, the Board must within fourteen days appoint one of their number to the position for the remainder of the term of that position
 - b) the position of President, Vice President or Treasurer the Board shall elect one of their number to the position for the remainder of the term of that position
 - c) the position of an ordinary member of the Board, the Board may appoint an eligible person to fill the vacancy and the new Board member appointed shall hold office subject to these rules, until the conclusion of the annual general meeting when the term of office for that position expires.
- 2) The Board may continue to act despite any vacancy in its membership

Division 4 - Meetings of Board

59. Board Meetings

- 1) The Board shall meet at least seven (7) times in each year at such place and such times as the Board may determine.
- 2) Special meetings of the Board may be convened by the President or by any four of the members of the Board.

60. Notice of Meetings

- 1) Notice of each Board meeting must be given to each Board member at least two business days before the date of the meeting :
- 2) The notice must state the date, time and place of the meeting.
- 3) If a Special Board meeting is convened, the notice must include the general nature of the business to be conducted and no other business may be conducted at such a meeting.

61. Urgent Meetings

- 1) In cases of urgency, a meeting can be held without notice being given in accordance with these rules provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- 2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- 3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

62. Procedure and Order of Business

- 1) The procedure to be followed at a meeting of the Board must be determined from time to time by the Board.
- 2) The order of business may be determined by the members present at the meeting.

63. Use of Technology

- 1) A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology, if practicable, that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- 2) A Board member participating in a Board meeting as permitted under subrule 63.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

64. Quorum

- 1) No business shall be transacted unless a quorum is present
- 2) Fifty percent plus one of the current sitting members of the Board (in person or as allowed by the use of technology) constitutes a quorum.
- 3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting:
 - a) the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with these rules
 - b) in the case of a special meeting, the meeting lapses.

65. Voting

- 1) Questions arising at a meeting of the Board or sub-committee appointed by the Board shall be determined preferably by consensus or on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 2) Each member present at a meeting of the Board or sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote. Use of the second or casting vote must be recorded in the minutes of that meeting.
- 3) Voting by proxy is not permitted.

66. Conflict of Interest

- 1) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- 2) The member:
 - a) must not be present while the matter is being considered at the meeting; and
 - b) must not vote on the matter.
- 3) This rule does not apply to a material personal interest:
 - a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - b) that the member has in common with all, or a substantial proportion of, the members of the Association.

67. Minutes of Meetings

- 1) The Board must ensure that accurate minutes are taken and kept of each Board meeting.
- 2) The minutes must record the following:
 - a) the names of the members in attendance at the meeting
 - b) the business considered at the meeting
 - c) any resolution on which a vote is taken and the result of the vote
 - d) any material personal interest disclosed in accordance with these Rules.

68. Leave of Absence

- 1) The Board may grant a Board member leave of absence for a period not exceeding three consecutive scheduled Board meetings.
- 2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

Part 6 - FINANCIAL MATTERS

69. Source of Funds

The funds of the Association shall be derived from annual subscriptions, donations, grants and such other sources as the Board determine.

70. Management of Funds

- 1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- 3) The Board may authorise the Treasurer or their nominated representative to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 4) All cheques, electronic funds transfers and other negotiable instruments must be signed by 2 Board members or their nominated representatives.
- 5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

71. Financial Records

- 1) The Association must keep financial records that:
 - a) correctly record and explain its transactions, financial position and performance; and
 - b) enable financial statements to be prepared as required by The Act.
- 2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 3) The Treasurer or their nominated representative must keep in his or her custody, or under his or her control:
 - a) the financial records for the current financial year; and
 - b) any other financial records as authorised by the Board.

72. Financial Statements

- 1) For each financial year, the Board must ensure that the requirements under The Act relating to the financial statements of the Association are met.
- 2) Without limiting subrule 72.1, those requirements include:
 - a) the preparation of the financial statements
 - b) the review or auditing of the financial statements
 - c) the submission of the financial statements to the annual general meeting of the Association.

Part 7 - GENERAL MATTERS

73. Registered Address

The registered address of the Association is the address determined from time to time by resolution of the Board.

74. Regulations

The Board shall have the power to make regulations for the promotion of the principles and of the Association and for the proper conduct of its business, provided that no regulation shall be contradictory to this constitution. The Board may revoke or amend any regulation. The decision of the Board on the construction or interpretation of any regulation shall be conclusive and binding on all members of the Association, unless and until such decision shall be rescinded.

75. Notices

- 1) Any notice required to be given to a member or a Board member under these Rules may be given:
 - a) by handing the notice to the member representatives (as per Rule 15) personally; or
 - b) by sending it by pre-paid post to the member at the address shown in the Register of Members; or
 - c) by email.
- 2) Sub rule 76.1 does not apply to notice given for urgent meetings.
- 3) Any notice required to be given to the Association or the Board may be given by:
 - a) handing the notice to a member of the Board
 - b) sending the notice by post to the registered address of the Association
 - c) leaving the notice at the registered address
 - d) email to the email address of the Association

76. Custody of Records

All securities and records, registers and other documents of value, except those in use shall be held at the registered address of the Association or in such other safe place as the Association shall decide.

77. Inspection of Books and Records

- 1) Full members may on request inspect:
 - a) the register of members
 - b) the minutes of general meetings
 - c) subject to subrule 78.2, the financial records, books, securities and any other relevant document, however compiled, recorded or stored, that relate to the incorporation and management of the Association, including minutes of Board meetings.

- 2) The Board may refuse to permit a full member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 3) Subject to subrule 78.2 books and records:
 - a) will be available for inspection at the Association premises during normal operating hours by appointment with and under the supervision of the Secretary or their nominated representative; and
 - b) may not be altered or removed from the Association premises by the full member making the request
 - c) may be copied subject to any restrictions under these rules or The Act and the Association may charge a reasonable fee for provision of a copy of such record.
- 4) This Constitution is available on request to all members and applicants for membership free of charge.

78. Winding Up or Cancellation

- 1) The Association may be wound up voluntarily by special resolution.
- 2) In event of the winding up or the cancellation of the Incorporation of the Association, there remains, after satisfaction of all its debts and liabilities, any property, whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other Association, Institution or Institutions having objects similar to the objects of the Association and which is a fund, authority or Institution approved by the Commissioner of Taxation as a fund, authority or Institution referred to in section 78 (1) (a) of the Income Tax Assessment Act 1936, as amended.
- 3) The body to which the surplus assets are to be given must be decided by special resolution.

79. Alteration of Rules

- 1) These Rules may only be altered by special resolution of a general meeting of the Association.
- 2) An alteration of these Rules does not take effect unless or until it is approved by the Registrar.