

CONSTITUTION OF Joondalup Business Association Inc.



ABN 80 752 810 540

An Association incorporated pursuant to the
Associations Incorporation Act 2015 (WA)

Contents

PART 1 - PRELIMINARY	4
1) Name	4
2) Type of entity.....	4
3) Terms used	4
4) Relationship between Constitution and Associations Act.....	5
5) Interpretation.....	5
6) Financial year.....	5
PART 2 – OBJECT, PURPOSES AND POWERS.....	6
7) Object and purposes.....	6
9) Powers	6
10) Not-for-profit body.....	6
PART 3 - MEMBERS.....	7
Division 1 — Membership	7
11) Number of members	7
12) Classes of membership and eligibility	7
13) Creation of new classes of members.....	7
14) Rights of members	7
15) Applying for membership.....	8
16) Dealing with membership applications	8
17) Becoming a member.....	8
18) When membership ceases.....	8
19) Resignation.....	8
20) Rights not transferable	9
Division 2 — Membership fees & register of members.....	9
21) Membership fees	9
22) Register of members	9
PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION	10
Division 1 — Term used.....	10
23) Term used: member.....	10
Division 2 — Disciplinary action	10
24) Suspension or expulsion	10
25) Consequences of suspension.....	11
Division 3 — Resolving disputes.....	11
26) Terms used	11
27) Application of Division.....	11
28) Parties to attempt to resolve dispute.....	11

29)	How grievance procedure is started	11
30)	Determination of dispute by Board.....	12
Division 4 — Mediation.....		12
31)	Application of Division.....	12
32)	Appointment of mediator.....	12
33)	Mediation process.....	13
34)	If mediation results in decision to suspend or expel being revoked.....	13
35)	Inability to resolve dispute.....	13
PART 5 — BOARD.....		14
Division 1 — Powers of the Board.....		14
36)	Board	14
Division 2 — Composition of Board and duties of members.....		14
37)	Membership of Board.....	14
38)	Qualifications of Board members	14
39)	Board members duties	15
40)	President.....	15
41)	Vice-President.....	16
42)	Secretary	16
43)	Treasurer.....	16
Division 3 — Election of Board members and tenure of office.....		17
44)	How members become Board members.....	17
45)	Nomination of Board members.....	17
46)	Term of office	17
47)	Election of the Board	18
48)	Resignation and removal from office	18
49)	When membership of Board ceases	19
50)	Filling casual vacancies	19
51)	Validity of acts.....	19
Division 4 — Board meetings.....		19
52)	Board meetings.....	19
53)	Notice of Board meetings	20
54)	Procedure and order of business.....	20
55)	Use of technology to be present at Board meetings.....	20
56)	Circular resolutions	20
57)	Quorum for Board meetings	21
58)	Voting at Board meetings.....	21
59)	Minutes of Board meetings.....	21

Division 5 — Sub Committees and subsidiary offices	22
60) Sub Committees and subsidiary offices.....	22
61) Delegation to Sub Committees and holders of subsidiary offices.....	22
PART 6 — GENERAL MEETINGS OF ASSOCIATION.....	23
63) General meeting	23
64) Annual general meeting.....	23
65) Special general meetings	23
66) Notice of general meetings	24
67) Presiding member and quorum for general meetings.....	24
68) Adjournment of general meeting	24
69) Proxies at annual and special general meetings.....	25
70) Voting at general meeting.....	25
71) When special resolutions are required.....	26
72) Determining whether resolution carried.....	26
73) Minutes of general meeting.....	26
PART 7 — FINANCIAL MATTERS	27
74) Source of funds.....	27
75) Control of funds.....	27
76) Use of common seal	27
77) Financial statements and financial reports	28
PART 8 — GENERAL MATTERS	29
78) Standing Orders	29
79) Giving notices to members.....	29
80) Custody of books and securities.....	29
81) Inspection of documents	29
82) Prohibited use of information on members register	30
83) Publication by Board members of statements about Association business prohibited...	30
84) Distribution of surplus property on cancellation of incorporation or winding up	30
85) Changes to the Constitution.....	30

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PART 1 - PRELIMINARY

1) Name

The name of the Association is Joondalup Business Association Inc.

2) Type of entity

The Association is a not-for-profit Association incorporated under the Associations Incorporation Act 2015 (WA).

3) Terms used

In this Constitution, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

Association means Joondalup Business Association Inc.;

Board means the group of people, called Board members, who are responsible for the management of the affairs of the Association;

Board meeting means a meeting of the Board members;

Board member means a member of the Board appointed under clause 47);

books means the Association's registers, minutes, documents, securities, financial records, financial statements and financial reports as defined in Section 62 of the Associations Act, however compiled, stored or recorded;

Clause means a clause of this Constitution;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

Constitution means this document as amended from time to time;

financial records includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry, such as sales day books, purchase day books, sales returns day books, purchases, returns day books, bank books, cash receipts books, cash payments books, petty cash receipts books, petty cash payments books and journals; and
- (c) working papers and other documents needed to explain —
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

financial statements means:

- (a) if the Association uses the cash basis of accounting:
 - (i) a statement of receipts and payments for the financial year,
 - (ii) a reconciled statement of bank account balances as at the end of the financial year, and
 - (iii) a statement of assets and liabilities as at the end of the financial year.
- (b) if the Association uses the accrual basis of accounting:
 - (i) a statement of income and expenditure for the financial year, and
 - (ii) a balance sheet;

financial year, of the Association, means the 12 months commencing on 1 July and ending on 30 June each year;

general meeting, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend, and is either

- (a) an annual general meeting, or
- (b) a special general meeting;

member means a person who is an ordinary or associate member of the Association;

office holder means a Board member defined in clause 37)a);

ordinary Board member means a Board member who is not an office holder of the Association under clause 37)a)v);

ordinary resolution means a resolution at a meeting that:

- (a) is not a special resolution, and
- (b) is passed by the votes of more than 50% of the persons who are entitled to cast a vote at that meeting;

President means the Board member holding office as the President of the Association;

Quorum means the number of persons required to be present in order to conduct a meeting;

Secretary means the Board member holding office as the Secretary of the Association;
special general meeting means a general meeting of the Association other than the annual general meeting;

special resolution means a resolution proposed at a meeting and passed by the votes of not less than 75% of the persons who are entitled to cast a vote at that meeting;

tier 1 Association means an Association that, in a financial year:

- (a) has a revenue of less than \$250,000 or such other amount that is prescribed from time to time under section 64(1) of the Associations Act 2015, or
- (b) has been declared by the Commissioner to be a tier 1 Association.

A tier 1 Association can also elect to prepare basic financial statements with no independent review or audit;

Treasurer means the Board member holding office as the Treasurer of the Association.

4) Relationship between Constitution and Associations Act

The Associations Act 2015 overrides any provision in this Constitution which is inconsistent with the Associations Act 2015.

5) Interpretation

In this Constitution:

- a) The words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- b) Reference to an 'act' includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as the Associations Regulations).

6) Financial year

The Association's financial year will be the period of 12 months commencing on 1 July and ending on 30 June of each year.

PART 2 – OBJECT, PURPOSES AND POWERS

7) Object and purposes

The aim of the Association is to establish, maintain and conduct an association of a recreational, social, non-political and non-sectarian nature for the following purposes:

- a) the promotion and fostering of
 - i) the exchange of business knowledge between Members
 - ii) a 'buy local' strategy
 - iii) networking opportunities between Members
- b) communicating with Members, whether by newsletter or otherwise, with information that may be relevant to the successful operation of their business
- c) cooperation with local authorities and bodies in advancing the interests of Members and also the wider community
- d) social interaction between Members
- e) lobbying on behalf of Members as their representative business body on matters deemed of concern by the Board; and
- f) search other activities which the Board or the Members by general meeting so decide.

9) Powers

Subject to the Associations Act 2015, the Association may do all things necessary to lawfully pursue its objects purposes.

10) Not-for-profit body

- a) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- b) A payment may be made to a member out of the funds of the Association only if it is authorised under clause 10)c).
- c) A payment to a member out of the funds of the Association is authorised if it is —
 - i) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - ii) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - iii) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - iv) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

PART 3 - MEMBERS

Division 1 — Membership

11)Number of members

The Association will have a minimum of six (6) members with full voting rights.

12)Classes of membership and eligibility

- a) The Association consists of Ordinary, Associate and Life members.
- b) A person can only belong to one class of membership.
- c) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.
- d) **Ordinary membership**
 - (1) Upon application and agreement to be bound by this Constitution membership of the Association is open to any person engaged as owner or employer in any trade, profession, industry or business, who is not classified as an Associate member under clause 12)e)(1).
 - (2) Ordinary members who are not individual persons shall nominate one natural person to represent the organisation and the rights of membership shall be vested in that person. The nominated person may be changed at any time by notifying the Association in writing.
- e) **Associate membership**
 - (1) Upon application and agreement to be bound by this Constitution, Associate Membership is open to:
 - (a) any serving politician at Local, State or Federal government levels.
 - (b) any government department, instrumentality or corporation which may, in the opinion of the Board, promote or advance trade, commerce, industry and the objects of the Association; and
 - (c) any person who may, in the opinion of the Board, promote or advance trade, commerce, industry and the objects of the Association.
 - (2) Associate members who are not individual persons shall nominate one natural person to represent the organisation and the rights of membership shall be vested in that person. The nominated person may be changed at any time by notifying the Association in writing.
 - (3) Associate members do not have the right to stand for a position on the Board of the Association.
- f) **Life membership**
 - i) Any current member may nominate a member for consideration for Life Membership.
 - ii) The Board may elect to award Life membership to any member for outstanding service to the Association. The award shall be granted on a simple majority vote.
 - iii) Life members shall not be liable for any membership fees and have the full rights of a member as described in clause 14).

13)Creation of new classes of members

The Board has the right and power from time to time to create new classes of membership with such rights, privileges and obligations as are determined applicable.

14)Rights of members

Ordinary and Associate members have rights of a member, including:

- a) the right to vote,

- b) the right to stand for office, subject to the provisions of clause 38),
- c) other rights and benefits determined by the Board, or
- d) other rights and benefits determined by resolution of the members at a general meeting.

15)Applying for membership

A person who wishes to become an Ordinary or Associate member under clause 12)d) or 12)e) must apply in writing to the Association.

16)Dealing with membership applications

- a) The Board must consider each application for membership of the Association and decide whether to accept or reject the application.
- b) Subject to clause 16)c), the Board must consider applications in the order in which they are received by the Association.
- c) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- d) The Board must not accept an application unless the applicant —
 - i) is eligible under clause 12)e) or e); and
 - ii) has applied under clause 15).
- e) The Board may reject an application even if the applicant —
 - i) is eligible under clause 12)e) or e); and
 - ii) has applied under clause 15).
- f) The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.
- g) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

17)Becoming a member

An applicant for membership of the Association becomes a member when —

- a) the Board accepts the application; and
- b) the applicant pays any membership fees payable to the Association under clause 21)a).

18)When membership ceases

- a) A person ceases to be a member when any of the following takes place —
 - i) for a member who is an individual, the individual dies;
 - ii) the person resigns from the Association under clause 19);
 - iii) the person is expelled from the Association under clause 24);
 - iv) the person ceases to be a member under clause 21)b).
- b) The Secretary must keep a record, for at least one year after a person ceases to be a member, of-
 - i) the date on which the person ceased to be a member; and
 - ii) the reason why the person ceased to be a member.

19)Resignation

- a) A member may resign from membership of the Association by giving written notice of the resignation to the Secretary.

- b) The resignation takes effect —
 - i) when the Secretary receives the notice; or
 - ii) if a later time is stated in the notice, at that later time.
- c) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the **owed amount**) at the time of resignation.
- d) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

20) Rights not transferable

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

Division 2 — Membership fees & register of members

21) Membership fees

- a) Members shall pay a membership fee as set by the Board from time to time. The Board may set differing fees for the same class of membership, based on criteria set by the Board.
- b) Subject to clause 21)c), if a person fails to pay
 - i) the annual membership fee to the Association within 3 months after the due date, or
 - ii) the monthly membership fee to the Association within 2 months of the due date, or
 - iii) 48 hours prior to the annual general meeting, whichever comes first,
 the person ceases to be a member.
- c) If a person ceases to be a member under clause 21)b) and subsequently pays all the member's outstanding fees to the Association, the Board may, if it considers fit and at its sole discretion, reinstate the member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.
- d) Members are not liable to pay, by reason of the person's membership, any other debts incurred by or on behalf of the association, including the costs of winding up of the association.

22) Register of members

- a) The Association shall maintain and keep updated a members' register which shall contain:
 - i) the full names of each member,
 - ii) the contact postal, residential or email addresses of each member,
 - iii) the class of membership held by each member, and
 - iv) the date upon which a person became a member.
- b) Within 28 days after a change in membership the Secretary shall ensure that a membership change is recorded in the members register.
- c) The Secretary shall ensure that the members register is kept and maintained at such place as the Board decides.
- d) A member may request to inspect the register of members, subject to the provisions of clause 80).

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

23)Term used: member

In this Part —

member, in relation to a member who is expelled from the Association, includes former member.

Division 2 — Disciplinary action

24)Suspension or expulsion

- a) The Board may decide to suspend a member's membership or to expel a member from the Association if —
 - i) the member refuses or neglects to comply with this Constitution; or
 - ii) the member acts detrimentally to the interests of the Association.
- b) The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- c) The notice given to the member must state —
 - i) when and where the Board meeting is to be held; and
 - ii) the grounds on which the proposed suspension or expulsion is based; and
 - iii) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion;
- d) At the Board meeting, the Board must —
 - i) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
 - ii) give due consideration to any submissions so made; and
 - iii) decide whether or not the member should be —
 - (1) expelled as member; or.
 - (2) suspended as a member and if so the period of the member's suspension or the member's membership.
- e) A decision of the Board to suspend the member's membership or to expel the member from the Association takes immediate effect.
- f) The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- g) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under clause 24)f), give written notice to the Secretary seeking to appeal the Board's decision to suspend or expel the member and requesting the appointment of a mediator under clause 32).
- h) If notice is given under clause 24)g), the member who gives the notice and the Board are the parties to the mediation.

25)Consequences of suspension

- a) During the period a member's membership is suspended, the member —
 - i) loses any rights (including voting rights) arising as a result of membership; and
 - ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- b) When a member's membership is suspended, the Secretary must record in the register of members —
 - i) that the member's membership is suspended; and
 - ii) the date on which the suspension takes effect; and
 - iii) the period of the suspension.
- c) When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.

Division 3 — Resolving disputes

26)Terms used

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

- a) who is a party to the dispute; and
- b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

27)Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes —

- a) between members; or
- b) between one or more members and the Association.

28)Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

29)How grievance procedure is started

- a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 28), any party to the dispute may start the grievance procedure by giving written notice to the Secretary of —
 - i) the parties to the dispute; and
 - ii) the matters that are the subject of the dispute.
- b) Within 28 days after the Secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- c) The Secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- d) The notice given to each party to the dispute must state —
 - i) when and where the Board meeting is to be held; and
 - ii) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- e) If —
 - i) the dispute is between one or more members and the Association; and

- ii) any party to the dispute gives written notice to the Secretary stating that the party —
 - (1) does not agree to the dispute being determined by the Board; and
 - (2) requests the appointment of a mediator under clause 32),
- iii) the Board must not determine the dispute.

30) Determination of dispute by Board

- a) At the Board meeting at which a dispute is to be considered and determined, the Board must —
 - i) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
 - ii) give due consideration to any submissions so made; and
 - iii) determine the dispute.
- b) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.
- c) A party to the dispute may, within 14 days after receiving notice of the Board's determination under clause 30)b), give written notice to the Secretary requesting the appointment of a mediator under clause 32).
- d) If notice is given under clause 30)c), each party to the dispute is a party to the mediation.

Division 4 — Mediation

31) Application of Division

- a) This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator —
 - i) by a member under clause 24)g); or
 - ii) by a party to a dispute under clause 29)e)ii)(2) or 30)c).
- b) If this Division applies, a mediator must be chosen or appointed under clause 32).

32) Appointment of mediator

- a) The mediator must be a person chosen —
 - i) if the appointment of a mediator was requested by a member under clause 24)g)— by agreement between the Member and the Board; or
 - ii) if the appointment of a mediator was requested by a party to a dispute under clause 29)e)ii)(2) or 30)c)— by agreement between the parties to the dispute.
- b) If there is no agreement for the purposes of clause 32)a) then, subject to clauses 32)b) and 32)c), the Board must appoint the mediator.
- c) The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
 - i) a member under clause 24)g); or
 - ii) a party to a dispute under clause 29)e)ii)(2); or
 - iii) a party to a dispute under clause 30)c) and the dispute is between one or more members and the Association.
- d) The person appointed as mediator by the Board may be a member or former member of the Association but must not —
 - i) have a personal interest in the matter that is the subject of the mediation; or

- ii) be biased in favour of or against any party to the mediation.

33)Mediation process

- a) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- b) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- c) In conducting the mediation, the mediator must —
 - i) give each party to the mediation every opportunity to be heard; and
 - ii) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - iii) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- d) The mediator cannot determine the matter that is the subject of the mediation.
- e) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- f) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

34)If mediation results in decision to suspend or expel being revoked

- If —
- a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under clause 24)g); and
 - b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,
- that revocation does not affect the validity of any decision made at a Board meeting or general meeting during the period of suspension or expulsion.

35)Inability to resolve dispute

If a dispute cannot be resolved under the procedures set out in clauses 33) and 34), any party to the dispute may apply to the Administrative Tribunal to determine the dispute in accordance with the Associations Act 2015 or otherwise at law.

PART 5 — BOARD

Division 1 — Powers of the Board

36) Board

- a) The Board members are the persons who, as the Board of the Association, have the power to manage the affairs of the Association.
- b) Subject to the Act, this Constitution and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- c) The Board must take all reasonable steps to ensure that the Association complies with the Act and this Constitution.

Division 2 — Composition of Board and duties of members

37) Membership of Board

- a) The Board members consist of —
 - i) the President
 - ii) two (2) Vice-Presidents
 - iii) the Secretary
 - iv) the Treasurer(collectively called the office holders).
These positions are called the office holders
 - v) not less than two and not more than five ordinary Board members
 - vi) the Board may also nominate up to two additional members who may be associate members or non-members of the association. These positions will be non-voting.
- b) A person must not hold 2 or more of the offices mentioned in clauses 37)a)i)- 37)a)iv) at the same time.

38) Qualifications of Board members

- a) A Board member shall be:
 - i) aged over 18, and
 - ii) the individual nominating or the organisation which the person represents must have been Ordinary or Life member of the Association for not less than 12 months prior to standing for election.
- b) A person cannot be an elected Board member if:
 - i) they are an Associate Member; or
 - ii) in the previous 5 years, they have been convicted of, or imprisoned for:
 - (1) an indictable offence under the laws of any state or territory of the Commonwealth of Australia in relation to the promotion, formation or management of a body corporate,
 - (2) an offence involving fraud or dishonesty punishable by imprisonment for a period of 3 months or more under the laws of any state or territory of the Commonwealth of Australia, or
 - (3) they are:
 - (a) bankrupt, or
 - (b) unless the person has obtained the consent of the Commissioner, a person whose affairs are under insolvency laws.
 - (4) unless they have obtained the consent of the Commissioner, a person who has committed a breach of the following Board member's duties:
 - (a) duty of care and diligence,
 - (b) duty of good faith and proper purpose,
 - (c) duty to not improperly use their position,

- (d) duty to ensure that the Association does not incur a debt while insolvent, or
 - (e) duty to not improperly use information gained while a Board member.
- c) A Board member who has been suspended as a member under clause 24) cannot act in the position of a Board member until their period of suspension as a member has expired.

39) Board members duties

a) General Board members duties

- i) Board members shall comply with their duties as Board members under legislation and common (judge-made) law and shall and, where applicable, with the duties described in Governance Standard 5 of the ACNC Regulations:
 - (1) Exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Board member of the Association,
 - (2) Act in good faith in the best interests of the Association,
 - (3) Act for a proper purpose,
 - (4) Act to further the object and purposes of the Association,
 - (5) Act in the best interests of the Association,
 - (6) Not misuse information gained in their role as a Board member,
 - (7) Disclose any perceived or actual material conflicts of interest,
 - (8) Ensure that the financial affairs of the Association are managed responsibly, and
 - (9) Not allow the Association to operate while insolvent.
 - (10) Not improperly use:
 - (i) information obtained because they are or were a Board member, or
 - (ii) their position of Board member, to:
 - ii) gain an advantage for themselves or another person, or
 - iii) cause detriment to the Association.

b) Board members conflict of interest

- i) A Board member shall disclose to all the Board members present at the Board meeting the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at the Board meeting.
- ii) Disclose the nature and extent of the interest at the next general meeting of the Association.
- iii) The disclosure of a conflict of interest by a Board member shall be recorded in the minutes of the Board meeting.
- iv) Each Board member who has a material personal interest in a matter that is being considered at a Board meeting (or that is proposed in a Board circular resolution) shall not, except as provided under clause 23.2(e):
 - (1) be present at the Board meeting while the matter is being discussed, or
 - (2) vote on the matter.
- v) A Board member may still be present and vote if:
 - (1) their interest relates to an insurance contract that insures, or would insure, the Board member against liabilities incurred by the Board member as a Board member,
 - (2) the Board members who do not have a material personal interest in the matter pass a resolution that:
 - (3) identifies the Board member, the nature and extent of the Board member's interest in the matter and how it relates to the Association's affairs, and
 - (4) states that those Board members who do not have a material personal interest in the matter are satisfied that the Board member's material personal interest in the matter should not prevent the Board member from being present at the Board meeting while the matter is being discussed or from voting on the matter.

40) President

The President has the following duties –

- a) consulting with the Secretary regarding the business to be conducted at each Board and general meeting

- b) convening and presiding at Board meetings and preside at general meetings as outlined in this Constitution; and
- c) holding all property books and records for which no other officer has responsibility; and
- d) performing any other duty which may be required or is deemed to be necessary, due to urgency, provided always that such action which is taken without prior approval must be consistent with the aims and objectives of the Association and must be subject to ratification by the Board.

41) Vice-President

The Vice-President has the following duties –

- a) support and assist the President in their duties; and
- b) in the absence of incapacity of the President to exercise all their powers, authorities and duties; and
- c) carrying out any other duty given to the Vice-President under this Constitution or by the Board.

42) Secretary

The Secretary has the following duties —

- a) dealing with the Association's correspondence; and
- b) consulting with the President regarding the business to be conducted at each Board meeting and general meeting; and
- c) preparing the notices required for meetings and for the business to be conducted at meetings;
- d) unless another member is authorised by the Board to do so, maintaining on behalf of the Association-
 - i) the register of members, and recording in the register any changes in the membership; and
 - ii) an up-to-date copy of this Constitution; and
 - iii) a record of Board members and other persons authorised to act on behalf of the Association,
- e) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- f) maintaining full and accurate minutes of Board meetings and general meetings;
- g) carrying out any other duty given to the Secretary under this Constitution or by the Board.

43) Treasurer

The Treasurer has the following duties —

- a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
- c) ensuring that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time;
- d) taking out all necessary insurances;

- e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- f) coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report;
- h) carrying out any other duty given to the Treasurer under this Constitution or by the Board.

Division 3 — Election of Board members and tenure of office

44) How members become Board members

A member becomes a Board member if the member —

- a) is elected to the Board at a general meeting; or
- b) is appointed to the Board by the Board to fill a casual vacancy under clause 50).

45) Nomination of Board members

- a) At least 28 days before an annual general meeting, the Secretary must send written notice to all members —
 - i) calling for nominations for election to the Board; and
 - ii) stating the date by which nominations must be received by the Secretary to comply with 45)b).
- b) A member who wishes to be considered for election to the Board at the annual general meeting must nominate for election by sending written notice of the nomination to the Secretary at least 14 days before the annual general meeting.
- c) The written notice must include a statement by two (2) other members in support of the nomination.
- d) A member may nominate for one specified position of office holder of the Association or to be an ordinary Board member.
- e) A member whose nomination does not comply with this clause is not eligible for election to the Board unless the member is nominated under clause 47)b) or 47)i)ii).

46) Term of office

- a) The term of office of a Board member, including officeholders begins when the member-
 - i) is elected at an annual general meeting under clause 47); or
 - ii) is appointed to fill a casual vacancy under clause 50).
- b) Subject to clauses 48) and 49), a Board member holds office until the position the hold on the Board is declared vacant at an annual general meeting.
- c) All Board positions shall be elected for a period of 2 years. The positions of one Vice President and the Secretary shall be declared vacant in the alternate year to the President, one Vice President and Treasurer.
- d) A Board member may be re-elected.
- e) No member shall be eligible to be a member of the Board for more than three (3) consecutive terms unless agreed by the majority of members present, in person or by proxy, at a general meeting.

47) Election of the Board

Office holders

- a) At the annual general meeting, a separate election must be held for each position of office holder of the Association which is due for election.
- b) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- c) If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.
- d) If more than one member has nominated for a position, the members present at the meeting, in person or by proxy, must vote to decide who is to be elected to the position.
- e) The election shall be by confidential ballot and will be conducted by the chairperson of the meeting.
- f) Each member present at the meeting, in person or by proxy, may vote for one member who has nominated for the position.
- g) A member who has nominated for the position may vote for himself or herself.
- h) On the member's election, the new President of the Association may take over as the chairperson of the meeting.

Ordinary Board members

- i) If the number of members nominating for the position of ordinary Board member is not greater than the number to be elected, the chairperson of the meeting —
 - i) must declare each of those members to be elected to the position; and
 - ii) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- j) If —
 - i) the number of members nominating for the position of ordinary Board member is greater than the number to be elected; or
 - ii) the number of members nominating under 47)i) is greater than the number of positions remaining unfilled,
 - iii) the members at the meeting, in person or by proxy, must vote to decide the members who are to be elected to the position of ordinary Board member.
- k) The election shall be by confidential ballot and will be conducted chairperson of the meeting.
- l) A member who has nominated for the position of ordinary Board member may vote in accordance with that nomination.

48) Resignation and removal from office

- a) A Board member may resign from the Board by written notice given to the Secretary or, if the resigning member is the Secretary, given to the President.
- b) The resignation takes effect —
 - i) when the notice is received by the Secretary or President; or
 - ii) if a later time is stated in the notice, at the later time.
- c) At a general meeting, the Association may by resolution —
 - i) remove a Board member from office; and
 - ii) elect a member who is eligible under clause 38) to fill the vacant position.

- d) A Board member who is the subject of a proposed resolution under clause 48)c)i) may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the members.
- e) The Secretary or President may give a copy of the representations to each member or, if they are not so given, the Board member may require them to be read out at the general meeting at which the resolution is to be considered.

49)When membership of Board ceases

A person ceases to be a Board member if the person —

- a) dies or otherwise ceases to be a member; or
- b) resigns from the Board or is removed from office under clause 48); or
- c) becomes ineligible to accept an appointment or act as a Board member under clause 38)b);
- d) becomes permanently unable to act as a Board member because of a mental or physical disability; or
- e) fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

50)Filling casual vacancies

- a) The Board may appoint a member who is eligible under clause 38) to fill a position on the Board that —
 - i) has become vacant under clause 48); or
 - ii) was not filled by election at the most recent annual general meeting.
- b) If the position of Secretary becomes vacant, the Board must appoint a member who is eligible under clause 38) to fill the position within 14 days after the vacancy arises.
- c) Subject to the requirement for a quorum under clause 57), the Board may continue to act despite any vacancy in its membership.
- d) If there are fewer Board members than required for a quorum under clause 57), the Board may act only for the purpose of —
 - i) appointing Board members under this clause; or
 - ii) convening a general meeting.

51)Validity of acts

The acts of a Board or Sub Committee, or of a Board member or member of a Sub Committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board member or member of a Sub Committee.

Division 4 — Board meetings

52) Board meetings

- a) The Board must meet at least 6 times in each year on the dates and at the times and places determined by the Board.
- b) The date, time and place of the first Board meeting must be determined by the Board members as soon as practicable after the annual general meeting at which the Board members are elected.
- c) Special Board meetings may be convened by the President or any 2 Board members.

53) Notice of Board meetings

- a) Notice of each Board meeting must be given to each Board member at least 48 hours before the time of the meeting.
- b) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- c) Unless 53)d) applies, the only business that may be conducted at the meeting is the business described in the notice.
- d) Urgent business that has not been described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.

54) Procedure and order of business

- a) The President or, in the President's absence, the Vice-President shall preside as chairperson of each Board meeting.
- b) If the President and Vice-President are absent or are unwilling to act as chairperson of a meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- c) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- d) The order of business at a Board meeting may be determined by the Board members at the meeting.
- e) A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board.
- f) A person invited under 54)e) to attend a Board meeting —
 - i) has no right to any agenda, minutes or other document circulated at the meeting; and
 - ii) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
 - iii) cannot vote on any matter that is to be decided at the meeting.

55) Use of technology to be present at Board meetings

- a) The presence of a Board member at a Board meeting need not be by attendance in person but may be by that Board member and each other Board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- b) A member who participates in a Board meeting as allowed under subclause (a) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

56) Circular resolutions

- a) The Board may pass a circular resolution without a Board meeting being held.
- b) A circular resolution is passed if all the Board members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in c)-e) below.
- c) Each Board member may sign:
 - i) a single document setting out the resolution and containing a statement that they agree to the Board circular resolution, or
 - ii) separate copies of that document, as long as the wording of the Board circular resolution is the same in each copy.

- d) The association may send a circular resolution by email to the Board members and the members may agree to the Board circular resolution by sending a reply email to that effect, including the text of the circular resolution in their reply.
- e) A circular resolution is passed when 75% of the eligible Board members sign or otherwise agrees to the circular resolution.

57)Quorum for Board meetings

- a) The quorum for a Board meeting shall be a majority (more than 50%) of total Board members.
- b) Subject to clause 57)e), no business is to be conducted at a Board meeting unless a quorum is present.
- c) A quorum must be present for the entire Board meeting.
- d) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting —
 - i) in the case of a special meeting — the meeting lapses; or
 - ii) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- e) If —
 - i) a quorum is not present within 30 minutes after the commencement time of a Board meeting held under 57)d)ii); and
 - ii) at least 2 Board members are present at the meeting, those members present are taken to constitute a quorum.

58)Voting at Board meetings

- a) Each Board member present at a Board meeting has one vote on any question arising at the meeting.
- b) A motion is carried if a majority of the Board members present at the Board meeting vote in favour of the motion.
- c) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- d) A vote may take place by the Board members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.
- e) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

59)Minutes of Board meetings

- a) The Board must ensure that minutes are taken and kept of each Board meeting.
- b) The minutes must record the following —
 - i) the names of the Board members present at the meeting;
 - ii) the name of any person attending the meeting under clause 54)e);
 - iii) the business considered at the meeting;
 - iv) any motion on which a vote is taken at the meeting and the result of the vote.
- c) The minutes of a Board meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- d) The chairperson must ensure that the minutes of a Board meeting are reviewed and signed as correct by —
 - i) the chairperson of the meeting; or
 - ii) the chairperson of the next Board meeting.

- e) When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - i) the meeting to which the minutes relate was duly convened and held; and
 - ii) the matters recorded as having taken place at the meeting took place as recorded; and
 - iii) any appointment purportedly made at the meeting was validly made.

Division 5 — Sub Committees and subsidiary offices

60) Sub Committees and subsidiary offices

- a) To help the Board in the conduct of the Association's business, the Board may, in writing, do either or both of the following —
 - i) appoint one or more Sub Committees;
 - ii) create one or more subsidiary offices and appoint people to those offices.
- b) A member of the Board shall be nominated as an ex-officio member of each Sub Committee.
- c) A Sub Committee may consist of the number of people, whether or not members, that the Board considers appropriate.
- d) A person may be appointed to a subsidiary office whether or not the person is a member.
- e) Subject to any directions given by the Board —
 - i) a Sub Committee may meet and conduct business as it considers appropriate; and
 - ii) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

61) Delegation to Sub Committees and holders of subsidiary offices

- a) In this clause —

non-delegable duty means a duty imposed on the Board by the Act or another written law.
- b) The Board may, in writing, delegate to a Sub Committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than —
 - i) the power to delegate; and
 - ii) a non-delegable duty.
- c) A power or duty, the exercise or performance of which has been delegated to a Sub Committee or the holder of a subsidiary office under this clause, may be exercised or performed by the Sub Committee or holder in accordance with the terms of the delegation.
- d) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- e) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- f) Any act or thing done by a Sub Committee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board.
- g) The Board may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF ASSOCIATION

63)General meeting

A general meeting is a meeting of the members of the Association.

- a) There are two types of general meetings, namely:
 - i) An annual general meeting, and
 - ii) A special general meeting.

64)Annual general meeting

- a) The Board must determine the date, time and place of the annual general meeting.
- b) The Association shall hold an annual general meeting each calendar year:
 - i) within 6 months after the end of the Association's financial year, or
 - ii) within a longer period if the Commissioner so allows.
- c) If the Association requires the approval from the Commissioner to hold its annual general meeting within a longer period under subclause 64)b)ii) the Secretary shall ensure that application is made to the Commissioner for such approval no later than 4 months after the end of the financial year.
- d) The notice calling for an annual general meeting shall specify that it is an annual general meeting of the Association and shall comply with clause 64)e).
- e) The ordinary business of the annual general meeting is as follows —
 - i) confirmation of the minutes of the previous annual general meeting,
 - ii) confirmation of the minutes of any special general meeting held since the previous annual general meeting (if the minutes of that special general meeting have not yet been confirmed),
 - iii) elect or appoint Board members
 - iv) receive the financial statements for the previous financial year, and
 - v) receive
 - (1) the review report on the financial statements for the previous financial year (if any), or
 - (2) the auditor's report on the financial statements for the previous financial year (if any).
- f) Any other business of which notice has been given in accordance with this Constitution may be conducted at the annual general meeting.

65)Special general meetings

- a) Any meeting of members which is not an annual general meeting is a special general meeting.
- b) The Board may convene a special general meeting.
- c) The Board must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- d) The members requiring a special general meeting to be convened must —
 - i) make the requirement by written notice given to the Secretary; and
 - ii) state in the notice the business to be considered at the meeting; and
 - iii) each sign the notice.
- e) The special general meeting must be convened within 28 days after notice is given under clause 65)d)i) and may only consider the business stated in the notice by which the requirement was made.
- f) If the Board does not convene a special general meeting within that 28-day period, the members making the requirement (or any of them) may convene the special general meeting.

- g) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under 65)f).

66) Notice of general meetings

- a) The Secretary or, in the case of a special general meeting convened under clause 65)c), the members convening the meeting, must give to each member at least 21 days' notice the general meeting.
- b) The notice must —
 - i) specify the date, time and place of the meeting; and
 - ii) indicate the general nature of each item of business to be considered at the meeting; and
 - iii) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the Board under clause 45)b); and
 - iv) if a special resolution is proposed —
 - (1) set out the wording of the proposed resolution; and
 - (2) state that the resolution is intended to be proposed as a special resolution.

67) Presiding member and quorum for general meetings

- a) The President or, in the President's absence, the Vice-President must preside as chairperson of each general meeting.
- b) If the President and Vice-President are absent or are unwilling to act as chairperson of a general meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- c) Fifteen (15) members personally present and entitled to vote shall constitute a quorum for an annual general meeting or special general meeting.
- d) No business is to be conducted at a general meeting unless a quorum is present.
- e) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - i) in the case of a special general meeting — the meeting lapses; or
 - ii) in the case of the annual general meeting — the meeting is adjourned to —
 - (1) the same time and day in the following week; and
 - (2) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- f) If —
 - i) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under 67)e)ii); and
 - ii) at least 2 members are present at the meeting,
those members present are taken to constitute a quorum.

68) Adjournment of general meeting

- a) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- b) Without limiting 68)a), a meeting may be adjourned —
 - i) if there is insufficient time to deal with the business at hand; or
 - ii) to give the members more time to consider an item of business.
- c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

- d) Notice of the adjournment of a meeting under this clause 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 clause 66).

69) Proxies at annual and special general meetings

- a) A member may appoint a proxy to attend and vote at an annual general meeting or special general meeting on their behalf.
- b) The appointed proxy must be a member.
- c) No member may hold more than three proxy votes at an annual general meeting or special general meeting.
- d) A proxy appointed to attend and vote for a member has the same rights as the member to:
 - i) speak at the annual general meeting or special general meeting, and
 - ii) cast a vote (but only to the extent allowed by the proxy's appointment)
- e) An appointment of proxy shall be signed by the appointing member and shall contain:
 - i) the appointing member's name and address,
 - ii) the association's name,
 - iii) the proxy's name or the name of the office held by the proxy, and
 - iv) the annual general meeting(s) and special general meeting(s) at which the appointment may be used by the proxy.
- f) At least forty-eight (48) hours before the annual general meeting or special general meeting for which the proxy relates is scheduled to commence, proxy forms shall be received by the association at the address stated in the notice of the annual general meeting or special general meeting, or at the association's registered address.
- g) A proxy does not have the right to speak or vote for a member at an annual general meeting or special general meeting while the member is present at the annual general meeting or special general meeting.
- h) Unless the association receives written notice before the start or resumption of an annual general meeting or special general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
 - i) dies,
 - ii) is mentally incapacitated, or
 - iii) revokes the proxy's appointment.
- i) A member may specify the way the proxy shall vote on a particular resolution.

70) Voting at general meeting

- a) On any question arising at a general meeting, subject to 70f), each member present, in person or by proxy, has one vote.
- b) Before a vote is taken, the Chair of the meeting will state whether any proxy votes have been received and, if so, how the proxy votes shall be cast
- c) A copy of the document by which the appointment is made must be given to the Secretary before any general meeting to which the appointment applies.
- d) The appointment has effect until —
 - i) the end of any general meeting to which the appointment applies; or
 - ii) the appointment is revoked by the body corporate and written notice of the revocation is given to the Secretary.

- e) Except in the case of a special resolution, a motion is carried if a majority of the members present at a general meeting, in person or by proxy, vote in favour of the motion.
- f) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- g) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- h) For a person to be eligible to vote, in person or by proxy, at a general meeting as a member, the member —
 - i) must have been a member at the time notice of the meeting was given under clause 66); and
 - ii) must have paid any fee or other money payable to the Association by the member.

71)When special resolutions are required

- a) A special resolution is required if it is proposed at a general meeting —
 - i) to affiliate the Association with another body; or
 - ii) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- b) Clause 71)a) does not limit the matters in relation to which a special resolution may be proposed.

72)Determining whether resolution carried

- a) In this clause —
poll means the process of voting in relation to a matter that is conducted in writing.
- b) Subject to 72)d), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
 - i) carried; or
 - ii) carried unanimously; or
 - iii) carried by a particular majority; or
 - iv) lost.
- c) If the resolution is a special resolution, the declaration under 72)b) must identify the resolution as a special resolution.
- d) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other members present in person—
 - i) the poll must be taken at the meeting in the manner determined by the chairperson;
 - ii) the chairperson must declare the determination of the resolution on the basis of the poll.
- e) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- f) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- g) A declaration under clause 72)b) or 72)d) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

73)Minutes of general meeting

- a) The Secretary, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.

- b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- c) In addition, the minutes of each annual general meeting must record —
 - i) the names of the members attending the meeting; and
 - ii) the financial statements or financial report presented at the meeting, as referred to in clause 64)e)iv); and
 - iii) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in clause 64)e)v).
- d) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- e) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - i) the chairperson of the meeting; or
 - ii) the chairperson of the next general meeting.
- f) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - i) the meeting to which the minutes relate was duly convened and held; and
 - ii) the matters recorded as having taken place at the meeting took place as recorded; and
 - iii) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

74)Source of funds

The funds of the Association may be derived from annual fees, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

75)Control of funds

- a) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- b) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
- c) The Board may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
 - i) two (2) Board members; or
 - ii) one Board member and a person authorised by the Board.
- e) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

76)Use of common seal

- a) The association may decide to have a common seal on which its corporate name appears in legible characters.
- b) If the association does decide to have a common seal under this rule
 - i) the secretary shall ensure its safe custody, and

- ii) it shall only be used under resolution of the board.
 - c) The association shall sign off on a document without using a common seal (if any) if the document is signed by 2 directors.
 - d) The association shall sign off on a document using its common seal (if any), if the fixing of the common seal is witnessed by:
 - i) any 2 directors, or
 - ii) one director and another person authorised by the board.
- The secretary shall ensure that every use of the common seal is recorded in the minutes

77)Financial statements and financial reports

- a) For each financial year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- b) Without limiting 76)a), those requirements include the preparation of the financial statements; and —
 - i) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - ii) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - iii) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

PART 8 — GENERAL MATTERS

78) Standing Orders

- a) Provided that they are not inconsistent with this Constitution or the Associations Act 2015, the Board may make, amend and repeal Standing Orders for the management of the Association by way of an ordinary resolution at a Board meeting.
- b) Any Standing Orders made under clause 77)a) do not form part of this Constitution and are not required to be lodged with the Commissioner.

79) Giving notices to members

- a) In this clause —

recorded means recorded in the register of members.
- b) A notice or other document that is to be given to a member under this Constitution is taken not to have been given to the member unless it is in writing and —
 - i) delivered by hand to the recorded address of the member; or
 - ii) sent by prepaid post to the recorded postal address of the member; or
 - iii) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

80) Custody of books and securities

- a) Subject to 79)b), the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- b) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
- c) Clauses 79)a) and 79)b) have effect except as otherwise decided by the Board.
- d) The books of the Association must be retained for at least 7 years.

81) Inspection of documents

- a) A member may request to inspect —
 - i) the register of members; or
 - ii) the record of the names and addresses of Board members, and other persons authorised to act on behalf of the Association; or
 - iii) any other record or document of the Association.
- b) Despite clause 80)a), the Board may refuse to permit a member of the Association to inspect or obtain a copy of 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.
- c) The member must contact the Secretary to make the necessary arrangements for the inspection.
- d) The inspection must be free of charge.
- e) Subject to clause 80)b), the member may make a copy of or take an extract from a record or document referred to in clause 80)a) but does not have a right to remove the record or document for that purpose.
- f) The member must not use or disclose information in a record or document referred to in clause 80)a) except for a purpose —
 - i) that is directly connected with the affairs of the Association; or
 - ii) that is related to complying with a requirement of the Act.

- g) The Board may require a member who requests access to records under clause 80)a) to provide a statutory declaration to the Secretary setting out the purpose of the request and declaring that the purpose is connected with the Association's affairs.

82) Prohibited use of information on members register

- a) A member shall not use or disclose the information on the members register:
- b) To gain access to information that a member has deliberately denied to them (for example, in relation to a social, family or legal difference or dispute involving the latter member),
- c) To contact, send material to the Association or a member for the purpose of advertising for political, religious, charitable or commercial purposes, or
- d) For any other purpose unless the use of the information:
 - i) is approved by the Board, and
 - ii) for a purpose directly connected:
 - iii) to the Association's affairs, or
 - iv) to the provision of information to the Commissioner under the Associations Act 2015.

83) Publication by Board members of statements about Association business prohibited

A Board member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Board meeting unless —

- e) the Board member has been authorised to do so at a Board meeting; and
- f) the authority given to the Board member has been recorded in the minutes of the Board meeting at which it was given.

84) Distribution of surplus property on cancellation of incorporation or winding up

- a) In this clause —

surplus property, in relation to the Association, means property remaining after satisfaction of —

- i) the debts and liabilities of the Association; and
- ii) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

- b) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

85) Changes to the Constitution

An amendment to the constitution changing the Association's:

- i) name, or
 - ii) object or purposes,
- does not become effective until:
- iii) the required documents are lodged with the Commissioner, and
 - iv) the Commissioner's written approval to the changes is received by the association.