

Constitution of Mental Illness Education ACT Incorporated (MIEACT Inc)

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PART 1 - PRELIMINARY

1. Interpretation

In this Constitution, unless the context requires otherwise:

Act means the *Associations Incorporation Act 1991* (ACT).

Association means Mental Illness Education ACT Incorporated ABN 54 121 600 383.

Board means the primary governance committee of the Association referred to in rule 19 and elected or appointed in accordance with this Constitution.

Board Member means a Member elected to the Board pursuant to rule 25 or appointed to the Board in accordance with rule 23 and includes an Ordinary Board Member.

Business Day means a day except a Saturday, Sunday or public holiday in the Territory.

Chief Executive Officer means the individual appointed by the Board from time to time as, or to perform the duties of, chief executive officer of the Association.

Constitution means this constitution of the Association as amended from time to time.

Employee means any person employed by the Association on a full-time, part-time or casual basis or contracted by the Association to perform any task or duty and is paid a consideration for performing the task or duty but does not include:

- (a) a Member of the Association acting in a voluntary capacity who may receive a payment for reimbursement of expenses for performing a task or duty; or
- (b) a Board Member who may receive an honorarium or may receive a payment for reimbursement of expenses for performing a task or duty.

Financial Year means the year commencing on 1 July and ending on 30 June.

Meeting means any meeting however described or convened and includes conferences held via telephone, video or other electronic means.

Member means a member, however described, of the Association.

Membership Year means the year ending on 30 June.

Objects means the objects of the Association as set out in rule 3 of this Constitution.

Ordinary Board Member means a Board Member who is not an office-bearer of the Association as referred to in rule 19(b).

Regulations means the *Associations Incorporation Regulations 1991* (ACT).

Secretary means the person holding office under this Constitution as secretary of the Association or, where no such person holds that office, the public officer of the Association.

Special Resolution has the meaning given in section 70 of the Act.

Territory means the Australian Capital Territory.

Volunteer Educator means a person who has been trained by the Association to contribute to the Association's programs by sharing stories that draw on their lived experiences with mental health issues.

Voting Member means a Member who is:

- (a) a natural person over 18 years old;
- (b) not an Employee; and
- (c) has paid all amounts that are due and payable to the Association under this Constitution.

2. Application of Legislation Act 2001

The provisions of the *Legislation Act 2001* (ACT) apply to this Constitution in the same way as it would if the Constitution was an instrument made under the Act.

3. Objects of the Association

The Association is established as a health promotion charity to raise and administer funds for the following objects:

- (a) provide evidence-informed health promotion programs to improve mental health outcomes;
- (b) promote the personal stories of people with lived experiences of mental illness;
- (c) raise community awareness and improve understanding about mental illness;
- (d) reduce stigma and discrimination associated with mental illness; and
- (e) encourage and inform help-seeking by people experiencing mental illness, and promote positive health choices.

PART 2 - MEMBERSHIP

Division 1 - Becoming a Member

4. Eligibility for membership

A person who indicates a commitment to the Objects of the Association is eligible to be a Member of the Association.

5. Application for membership

- (a) Applications for membership must be:
 - (i) in writing in the form approved by the Board; and
 - (ii) lodged with the Board for approval.
- (b) If an application to become a Member is approved by the Board:
 - (i) the Association must enter the applicant's name in the register of Members and give written notice of the approval to the applicant; and
 - (ii) the applicant must pay the joining fee under rule 12(a).
- (c) If an application to become a Member is rejected by the Board, the Association must give written notice of the rejection to the applicant.

6. Renewing membership

- (a) Applications to renew membership must be:
 - (i) in writing in the form approved by the Board; and
 - (ii) accompanied by the annual renewal fee.
- (b) Applications must be lodged with the Board.
- (c) As soon as practicable after receiving a complete application to renew membership, the Board must update the Member's details in the register of Members.

7. Life Members

- (a) The Board has the power to bestow life membership to a Member who has demonstrated significant contribution to the Association over time.
- (b) A Member who is a life Member does not need to:
 - (i) renew membership; or
 - (ii) pay the annual renewal fee.

8. Employees

An Employee of the Association is deemed to be a Member of the Association, and is not required to comply with rules 5 or 6.

Division 2 - General

9. Membership entitlements not transferable

A right, privilege or obligation of being a Member of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

10. Cessation of Membership

- (a) A person ceases to be a Member of the Association if the person:
 - (i) dies or, in the case of a body corporate, is wound up or otherwise deregistered;
 - (ii) resigns from membership of the Association in accordance with rule 11;
 - (iii) is expelled from the Association in accordance with Division 3; or
 - (iv) fails to renew membership of the Association by the start of the Membership Year.
- (b) If a person ceases to be a Member, the Board must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

11. Resignation of Membership

- (a) A Member is not entitled to resign from membership of the Association except in accordance with this rule 11.
- (b) A Member who has paid all amounts payable by the Member to the Association may resign from membership of the Association by giving written notice (of not less than 1 month or, if the Board has determined a shorter period, that shorter period) to the Board. A resignation by a Member takes effect on the expiry of the period of notice.
- (c) Notwithstanding rule 11(b), the Board may accept the resignation of a Member in such manner and in such time as the Board determines to be appropriate.

12. Setting of Membership fees

- (a) The joining fee to the Association is \$1, or if any other amount has been determined by resolution of the Board from time to time, such other amount.
- (b) The annual renewal fee payable by each Member is \$2, or if any other amount has been determined by resolution of the Board from time to time, such other amount.
- (c) The annual renewal fee is payable each Membership Year and may be paid by a Member at any time prior to the end of the relevant Membership Year.

13. Members' liabilities

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by rule 12.

14. Dispute resolution

- (a) A dispute between a Member and another Member, or a dispute between a Member or Members and the Association, must be referred to the Board president for informal resolution.
- (b) Where a dispute under rule 14(a) involves the Board president, the dispute must be referred to the Board vice-president for informal resolution.
- (c) Where a dispute under rule 14(a) or rule 14(b) cannot be resolved informally, the dispute must be referred to mediation.
- (d) Where a dispute is referred to mediation under rule 14(c), the parties to the dispute must elect a qualified mediator to preside over the mediation.
- (e) If a dispute is not resolved by mediation within three months of the referral to a mediator, the dispute is to be referred to arbitration.

Division 3 - Expelling Members

15. Disciplining Members

- (a) Where the Board is of the opinion that a Member:
 - (i) has persistently refused or neglected to comply with a rule of this Constitution; or
 - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Association,the Board may, by resolution:
 - (iii) expel the Member from the Association; or
 - (iv) suspend the Member from the Association for a period specified by the Board.
- (b) A resolution of the Board under rule 15(a) is of no effect unless the Board confirms the resolution at a Meeting held not earlier than 14 days and not later than 28 days after the Board serves a written Notice on the Member under rule 15(c)
- (c) If the Board passes a resolution under rule 15(a), the Board must, as soon as practicable, serve a written notice on the Member:
 - (i) setting out the resolution of the Board and the grounds on which it is based;
 - (ii) stating that the Member may address the Board at a Meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (iii) stating the date, place and time of that Meeting; and
 - (iv) informing the Member that the Member may do either or both of the following:
 - A. attend and speak at that Meeting;
 - B. submit written representations relating to the resolution to the Board at or prior to the Meeting.
- (d) Subject to section 50 of the Act, at a Meeting of the Board described in rule 15(b), the Board must:
 - (i) give to the Member an opportunity to make oral representations;
 - (ii) give due consideration to any written representations submitted by the Member to the Board at or prior to the Meeting; and
 - (iii) by resolution determine whether to confirm or to revoke the resolution of the Board made under rule 15(a).
- (e) If the Board confirms a resolution under rule 15(d) , the Board must, within 7 days after that confirmation, provide written notice to the Member of that confirmation and of the Member's right of appeal under rule 16.

- (f) A resolution confirmed by the Board under rule 15(d) does not take effect:
 - (i) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; or
 - (ii) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution in accordance with rule 16(d).

16. Right of appeal of disciplined Member

- (a) A Member may appeal to the Association in general Meeting against a resolution of the Board under rule 15(d), within 7 days after notice of the resolution is served on the Member, by lodging with the Board a notice to appeal the resolution.
- (b) Upon receipt of a notice under rule 16(a), the Board must convene a general Meeting of the Association to be held within 21 days after the date on which the Board received the notice or as soon as possible after that date.
- (c) Subject to section 50 of the Act, at a general Meeting of the Association convened under rule 16(b):
 - (i) no business other than the question of the appeal must be transacted;
 - (ii) the Board and the Member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (iii) the Members present must vote by secret ballot on the question of whether the resolution made under rule 15(d) should be confirmed or revoked.
- (d) If the Meeting passes a Special Resolution in favour of the confirmation of the resolution made under rule 15(d), that resolution is confirmed.
- (e) If the Meeting passes a Special Resolution against the confirmation of the resolution made under rule 15(d), that resolution is defeated.

PART 3 - THE BOARD

Division 1- General

17. Name of the committee

The name of the Association's committee is "the Board".

18. Powers of the Board

- (a) The Board, subject to the Act, the Regulations, this Constitution, and to any resolution passed by the Association in general Meeting:
 - (i) controls and manages the affairs (including financial) of the Association;
 - (ii) may exercise all such functions as may be exercised by the Association other than functions that are required by this Constitution to be exercised by a general Meeting of the Association; and

- (iii) has power to do everything that appears to the Board to be necessary or desirable for the proper management of the affairs of the Association.
- (b) Any act or omission, or purported act or omission, by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Board Member or Member on a sub-committee.

19. Board constitution

- (a) The Board must consist of no less than five Voting Members and no more than eight Voting Members, comprising of:
 - (i) the office-bearers of the Association; and
 - (ii) Ordinary Board Members,each of whom must be elected pursuant to rule 25 or appointed in accordance with rule 23.
- (b) The office-bearers of the Association are:
 - (i) the president;
 - (ii) the vice-president;
 - (iii) the treasurer; and
 - (iv) the Secretary.
- (c) At least one Board Member shall be a current active Volunteer Educator or a Volunteer Educator who has been active during the previous two years.
- (d) The Board shall set its size and establish a skills/experience matrix for its membership from time to time in accordance with best practices and ACNC Governance Principles.

20. Board term

- (a) The term of office for each Board Member is two years, ending at the close of the second annual general Meeting after the annual general Meeting at which the Member was elected to the Board.
- (b) An office-bearer may not hold the same office for more than two consecutive terms, but may at the end of that period be nominated for another position on the Board.

21. Minutes

- (a) The Board must keep minutes of:
 - (i) proceedings of all Meetings, including Meetings of the Board and general Meetings;
 - (ii) the names of the Board Members present at a Meeting of the Board or a general Meeting; and
 - (iii) all elections and appointments of office-bearers and Ordinary Board Members.
- (b) Minutes of the proceedings of a Meeting may be accepted by resolution at the Meeting or at the next succeeding Meeting.

22. Chief Executive Officer

- (a) The Board may appoint a Chief Executive Officer for the period and on the terms and conditions (including remuneration) as determined by the Board.
- (b) The Chief Executive Officer is responsible for the day-to-day operation of the Association in accordance with the powers delegated to the Chief Executive Officer from time to time by the Board under rule 32.
- (c) The Chief Executive Officer, unless the Board resolves otherwise from time to time, is entitled to attend all Meetings of the Board and general Meetings, but is not entitled to vote.
- (d) The Board may, subject to the terms of the Chief Executive Officer's contract, suspend, remove or dismiss the Chief Executive Officer.

Division 2 - Election, vacancies and removal

23. Filling casual Board vacancies

- (a) In the event of a vacancy in the membership of the Board, the Board may appoint a Member of the Association to fill the vacancy and the Member so appointed must hold office, subject to this Constitution, until the conclusion of the next annual general Meeting following the date of the appointment.
- (b) If:
 - (i) insufficient nominations for candidates are received pursuant to rule 24 for the Board positions specified in rule 19; or
 - (ii) one or more vacancies occur in the membership of the Board,the Board may consist of and will operate effectively with the lesser number of office bearers or Ordinary Board Members as the case may be provided that certain positions are filled being the positions of:
 - (iii) president;
 - (iv) vice-president;
 - (v) Secretary;
 - (vi) treasurer; and
 - (vii) not less than two Ordinary Board Members.

24. Nomination of candidates for election

Nomination of candidates for election as office-bearers of the Association or as Ordinary Board Members:

- (a) must be made in writing, signed by two Voting Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
- (b) must be delivered to the Board not less than seven days before the date fixed for the annual general Meeting at which the election is to take place.

25. Election of Board members

- (a) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated must be taken to be elected.
- (b) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations must be received at the annual general Meeting.
- (c) If insufficient further nominations are received at the annual general Meeting, any vacant positions remaining on the Board must be deemed to be vacancies.
- (d) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (e) The ballot for the election of office-bearers and Ordinary Board Members must be conducted at the annual general Meeting in the way the Board may direct.
- (f) A person is not eligible to simultaneously hold more than one position on the Board.
- (g) Minutes of proceedings at a Meeting to elect a Board Member must be signed by the person presiding at the Meeting or by the person presiding at the next succeeding Meeting.

26. Vacancies

For the purposes of this Constitution, a vacancy in the office of a Board Member occurs if the Member:

- (a) dies;
- (b) ceases to be a Member of the Association;
- (c) resigns the office;
- (d) is removed from office pursuant to rule 27;
- (e) becomes bankrupt or personally insolvent;
- (f) suffers from mental or physical incapacity that makes them incapable of discharging their duties as a Board Member for more than three months;
- (g) is disqualified from office under section 63(1) or section 63A of the Act; or
- (h) is absent without the consent of the Board from all Meetings of the Board held during a period of six months.

27. Removal of Board Members

The Association in general Meeting may by resolution, subject to section 50 of the Act, remove any Board Member before the expiration of the Board Member's term of office.

Division 3 - Meetings of the Board

28. Meetings of the Board

- (a) The Board must meet at least three times in each calendar year at such place and time as the Board may determine.
- (b) Additional Meetings of the Board may be convened by any Board Member.
- (c) The Board must give oral or written notice of a Meeting of the Board to each Board Member at least 48 hours (or such other period as unanimously agreed by the Board Members) before the time appointed for the holding of the Meeting.
- (d) Notice of a Meeting given under rule 28(c) must specify the general nature of the business to be transacted at the Meeting, and no business other than that business may be transacted at the Meeting, except business which the Board Members present at the Meeting unanimously agree to treat as urgent business.
- (e) At Meetings of the Board:
 - (i) the president, or in the absence of the president, the vice-president, presides; or
 - (ii) if the president and the vice-president are absent, one of the remaining Board Members may be chosen by the Board Members present to preside.

29. Quorum

- (a) Any four Board Members constitute a quorum for the transaction of the business of a Meeting of the Board.
- (b) No business may be transacted by the Board unless a quorum is present and, if within half an hour after the time appointed for the Meeting a quorum is not present, the Board may:
 - (i) proceed with discussion, provided that the Board does not make any decisions or pass any resolutions on any questions arising at the Meeting; or
 - (ii) cancel the Meeting.
- (c) If a question arises under rule 29(b)(i) that requires the Board's decision or resolution, that question must be circulated amongst the Board Members for a decision or resolution out of session.

30. Voting and decisions

- (a) Questions arising at a Meeting of the Board or of any sub-committee appointed by the Board must be determined by a majority of the Board Members or sub-committee present and voting at the Meeting.
- (b) Each voting Board Member described in rule 30(a) (including the person presiding at the Meeting) is entitled to one vote. However, if the votes on any question are equal, the person presiding under rule 28(e) may exercise a second or casting vote.
- (c) Subject to rule 29(a), the Board may act notwithstanding any vacancy on the Board.

- (d) Nothing in this rule 30 prevents the Board from making decisions arising out of session.

Division 4 - Delegations

31. Delegation by Board to sub-committee

- (a) The Board may, by instrument in writing, delegate the exercise of any of its functions to one or more sub-committees (consisting of such Member or Members of the Association as the Board thinks fit), other than:
- (i) this power of delegation; and
 - (ii) a function which is a function imposed on the Board by the Act, by any other law of the Territory, or by resolution of the Association in general Meeting.
- (b) The Board may:
- (i) at any time amend or revoke any delegation of power under rule 31(a); and
 - (ii) continue to exercise any function delegated under rule 31(a).
- (c) Where the exercise of a function has been delegated to a sub-committee under this rule 31 and the delegation remains unrevoked, the sub-committee may exercise that function in accordance with the terms of the delegation.
- (d) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (e) Any act or omission by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been an act or omission by the Board.
- (f) A sub-committee may meet and adjourn as it thinks proper.

32. Delegation by Board to Chief Executive Officer

- (a) The Board may, by instrument in writing, delegate any of its functions to the Chief Executive Officer, other than a function imposed on the Board by the Act, by any other law of the Territory, or by resolution of the Association in general Meeting.
- (b) The Board may:
- (i) at any time amend or revoke any delegation of power under rule 32(a); and
 - (ii) continue to exercise any function delegated under rule 32(a).
- (c) Where the exercise of a function has been delegated to the Chief Executive Officer under this rule and the delegation remains unrevoked, the Chief Executive Officer may exercise that function in accordance with the terms of the delegation.
- (d) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

- (e) Any act or omission by the Chief Executive Officer acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been an act or omission by the Board.

PART 4 - GENERAL MEETINGS

33. Holding of annual general Meetings

- (a) The Association must, at least once in each calendar year and within the period of five months after the expiration of each Financial Year, convene an annual general Meeting of its Members.
- (b) Rule 33(a) has effect subject to the powers of the Registrar-General under section 120 of the Act in relation to extensions of time.

34. Calling of annual general Meetings

- (a) The annual general Meeting of the Association must be convened on such date and at such place and time as the Board thinks fit in accordance with the Act.
- (b) An annual general Meeting must be specified as such in the notice convening it in accordance with rule 37.
- (c) An annual general Meeting must be conducted in accordance with the provisions of this Part 4.

35. Business at annual general Meetings

In addition to any other business which may be transacted at an annual general Meeting, the business of an annual general Meeting is:

- (a) to confirm the minutes of the last preceding annual general Meeting and of any general Meeting held since that Meeting;
- (b) to receive from the Board reports on the activities of the Association during the last preceding Financial Year;
- (c) to elect Board Members, including office-bearers; and
- (d) to receive and consider the statement of accounts and the reports that are required to be submitted to Members pursuant to section 73(1) of the Act.

36. Calling of general Meetings

- (a) The Board may, whenever it thinks fit, convene a general Meeting of the Association.
- (b) The Board must, on written request by not less than five per cent of the total number of Members, convene a general Meeting of the Association.
- (c) A written request of Members for a general Meeting:
 - (i) must state the purpose or purposes of the Meeting;
 - (ii) must be signed by the Members making the request;
 - (iii) must be lodged with the Secretary; and

- (iv) may consist of several documents in similar form, each signed by one or more of the Members making the request.
- (d) If the Board fails to convene a general Meeting within one month after the date of the request by Members for the Meeting, any one or more of the Members who made the request may convene a general Meeting to be held not later than three months after that date.
- (e) A general Meeting convened by a Member or Members referred to in rule 36(d) must be convened as nearly as is practicable in the same manner as general Meetings are convened by the Board.

37. Notice of general Meetings

- (a) Except where the nature of the business proposed to be dealt with at a general Meeting requires a Special Resolution of the Association, the Board must serve a notice on each Member specifying the place, date and time of the Meeting and the nature of the business proposed to be transacted at the Meeting, at least 14 days before the date fixed for the holding of the general Meeting.
- (b) Where the nature of the business proposed to be dealt with at a general Meeting requires a Special Resolution of the Association, the Board must:
 - (i) serve a notice on each Member in accordance with rule 37(a); and
 - (ii) specify that the Board will propose the resolution as a Special Resolution,at least 14 days before the date fixed for holding of the general Meeting.
- (c) No business other than that specified in the notice convening a general Meeting may be transacted at the Meeting except, in the case of an annual general Meeting, business which may be transacted pursuant to rule 37(b).
- (d) A Member desiring to bring any business before a general Meeting may give notice in writing of that business to the Secretary at least 7 days before the date fixed for the holding of the general Meeting, and the Secretary must include that business in the next notice convening a general Meeting.

38. Quorum at general Meetings

A quorum of Members is five Voting Members present in person at a general Meeting.

39. Proceedings at general Meetings

- (a) No item of business may be transacted at a general Meeting unless a quorum of Voting Members is present during the time the Meeting is considering that item.
- (b) If a quorum is not present within half an hour after the appointed time for the commencement of a general Meeting:
 - (i) if the Meeting is convened upon request by the Members, the Meeting is dissolved; or
 - (ii) in any other case, the Meeting is adjourned to the same day, at the same time and the same place, unless otherwise specified.

- (c) If at the adjourned Meeting a quorum is not present within half an hour after the time appointed for the commencement of the Meeting, the Members present (being not less than three) constitute a quorum.

40. Presiding Member

- (a) The president, or in the absence of the president, the vice-president, presides at each general Meeting of the Association.
- (b) If the president and the vice-president are absent from a general Meeting, the Members present must elect a Member present to preside at the Meeting.

41. Adjournment of general Meeting

- (a) If a quorum is present at a general Meeting, the person presiding at the general Meeting may, with the consent of the majority of Members present at the Meeting, adjourn the Meeting from time to time and place to place.
- (b) If a general Meeting is adjourned for 14 days or more, the Board must give written or oral notice of the adjourned Meeting to each Member of the Association stating the place, date and time that the adjourned Meeting will continue and the nature of the business to be transacted at that Meeting.
- (c) Except as provided in rules 41(a) and (b), notice of an adjournment of a general Meeting or of the business to be transacted at an adjourned Meeting is not required to be given.
- (d) Only business left unfinished at the Meeting at which an adjournment took place is to be transacted at an adjourned Meeting.

42. Making of decisions

- (a) A question arising at a general Meeting of the Association is to be decided on a show of hands unless a poll is demanded.
- (b) Unless a poll is demanded:
 - (i) a declaration by the person presiding that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority, or lost; or
 - (ii) an entry to that effect in the minute book of the Association,is evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution.
- (c) At a general Meeting of the Association, a poll may be demanded by the person presiding or by not less than three Members present in person or by proxy at the Meeting.
- (d) Where the poll is demanded at a general Meeting, the poll must be taken:
 - (i) immediately, if the poll relates to the election of the person to preside at the Meeting or to the question of an adjournment; or
 - (ii) in any other case, in such manner and at such time before the close of the Meeting as the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the Meeting on that matter.

43. Voting

- (a) Subject to rule 43(c), a Voting Member has one vote only upon any question arising at a general Meeting of the Association.
- (b) All votes must be given personally or by proxy but no Member may hold more than five proxies.
- (c) If the votes on a question at a general Meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- (d) A Member or proxy is not entitled to vote at any general Meeting of the Association unless the Member or proxy is a Voting Member of the Association.
- (e) For the purposes of this rule 43 and rule 38, a person must be a Voting Member by no later than 1.00 AM on the day of the general Meeting to vote at that general Meeting.

44. Appointment of proxies

- (a) Each Voting Member is entitled to appoint another Voting Member as proxy by providing notice to the Board no later than 24 hours before the time of the Meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy must be in writing in the form approved by the Board.

PART 5 MISCELLANEOUS

Division 1 - Funds

45. Source of funds

The funds of the Association may be derived from:

- (a) joining fees;
- (b) annual renewal fees of Members;
- (c) fees for services delivered;
- (d) government funding and philanthropic grants;
- (e) donations; and
- (f) subject to any resolution passed by the Association in a general Meeting and subject to section 114 of the Act, such other sources as the Board determines.

46. Receipt of funds

- (a) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (b) The Association must as soon as practicable after receiving any money, issue an appropriate receipt.

47. Use of funds

- (a) The funds of the Association must be used for the Objects of the Association.
- (b) Subject to rule 47(a) and any resolution passed by the Association in general Meeting, the Board decides how the funds of the Association will be used.

48. Funds management

- (a) All payments by the Association, including by cheque, other negotiable instrument, debit to an account or electronic transfer of funds, must be executed by at least two people, being Board Members or Employees of the Association, authorised to do so by the Board.
- (b) Subject to any resolution passed by the Association in general Meeting, all withdrawals from Association accounts, other than accounts operated by offline transaction cards, must be authorised by at least two people, being Board Members or Employees authorised to do so by the Board.
- (c) Subject to any resolution passed by the Association in general Meeting, withdrawals from Association accounts operated by offline transaction cards, may be authorised by one person authorised to do so by the Board or Chief Executive Officer.

49. Not for profit

The assets and funds of the Association must not be distributed to Members except as *bona fide* compensation for services rendered to or expense incurred on behalf of the Association.

50. Surplus assets

- (a) Subject to rule 50(b), if the Association is wound up or its incorporation is cancelled, any surplus assets remaining after the satisfaction of all debts and liabilities will be transferred to another organisation with similar objects and purposes as determined by the Members of the Association.
- (b) If the Association's deductible gift recipient endorsement is revoked, the Association must transfer to another organisation as determined by Members of the Association and which is endorsed as a deductible gift recipient, any surplus assets representing:
 - (i) gifts of money or property made for the principal purpose of the Association;
 - (ii) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; and
 - (iii) money received by the Association because of such gifts and contributions.

Division 2 - Common seal

51. Common seal

- (a) The common seal of the Association must be kept in the custody of the Board.
- (b) The common seal must not be used except by the authority of the Board and the attaching of the common seal must be attested by the signatures of either two Board Members, or of one Board Member and of the Secretary.

Division 3 - Books

52. Custody of books

Subject to the Act, the Regulations and this Constitution, the Board must keep in its custody or under its control all records, books, and other documents relating to the Association.

53. Inspection of books

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

Division 4 - Miscellaneous

54. Alterations of Objects and Constitution

The Objects and this Constitution may only be altered in accordance with the Act.

55. Service of notice

- (a) The Association may serve a notice upon any Member by:
 - (i) serving the notice on the Member personally;
 - (ii) sending the notice by post to the Member at:
 - A. the Member's address shown in the register of Members; or
 - B. the address supplied by the Member to the Association for sending notices to the Member; or
 - (iii) sending the notice by email to the Member.
- (b) A document sent by post is, unless the contrary is proved, deemed for the purposes of this Constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

56. Honorarium

- (a) An honorarium may be paid to a Board Member subject to a resolution to that effect being passed at a general Meeting of the Association.
- (b) If a Board Member is a Volunteer Educator, that Member is not prevented from receiving an honorarium under rule 56(a) for services provided as a Volunteer Educator.

FORM OF APPOINTMENT OF PROXY

I,
(full name)

of
(address)

being a member of
(name of incorporated association)

hereby appoint
(full name of proxy)

of
(address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be) to be held on the day of 20 and at any adjournment of that meeting.

*My proxy is authorised to vote in favour of/against [delete as appropriate] the resolution [insert details].

.....
(Signature of member appointing proxy)

.....
(Date)

(*To be inserted if desired.)

NOTE: A proxy vote may not be given to a person who is not a member of the association.