

Women in Banking and Finance Incorporated

**Incorporation No: INC9875161
Date of Incorporation: 5 October 2000**

**Constitution
December 2018**

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Part 1 INTRODUCTION

1 Definitions

(1) In this constitution:

Association means Women in Banking and Finance Incorporated.

Authorised Signatory means the public officer of the Association, or a Director who is ordinarily resident in Australia and appointed as an authorised signatory by resolution of the Board.

Board means the committee set up pursuant to the Act, the Regulation and this constitution to control and manage the affairs of the Association.

Chief Executive Officer means a member of the Association who is appointed to perform the roles described in clause 21.

Director-General means the Director-General of the Department of Fair Trading.

ordinary director means a member of the Board who is not an office-bearer of the Association, as referred to in subclause 14(2).

Director means a member of the Board.

Independent Chair means a member of the Board who is not an office-bearer of the Association, as referred to in subclause 14(2), who performs the roles described in clause 20, and who is free of any business or other relationship that could materially interfere with - or could reasonably be perceived to materially interfere with - the independent exercise of their judgement.

President means a member of the Board who is appointed as President in accordance with clause 14(2) and performs the roles described in clause 18.

Vice-President means a member of the Board who performs the roles described in clause 19.

Secretary means:

- (a) the person holding office under this constitution as Secretary of the Association, or
- (b) if no such person holds that office – the public officer of the Association.

Special general meeting means a general meeting of the Association other than an annual general meeting.

Treasurer means a member of the Board who performs the roles described in clause 17.

the Act means the Associations Incorporation Act 2009.

the Regulation means the Associations Incorporation Regulation 2010.

- (2) In this constitution:
- (a) a reference to a function includes a reference to a power, authority and duty, and
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

1A Objectives

Women in Banking and Finance Inc. is a non-profit organisation, which provides a forum for professional women in financial services and related industries. Our objective is to provide a supportive environment for career and personal development and the opportunity to network with like-minded professionals.

Part 2 MEMBERSHIP

2 Membership qualifications

- (1) A person or organisation is qualified to be a member of the Association if the person or organisation:
- (a) supports the aims and objectives of the Association and agrees to comply with the Association's constitution,
 - (b) has made an application for membership of the Association in accordance with clause 3 and has been approved for membership of the Association by the Directors, and
 - (c) fulfils one of the following criteria:
 - (i) an **Individual Member** - a person who is a financial member of the Association, or
 - (ii) a **Regional Member** - a person who is a financial member of the Association that resides outside the greater Sydney area as determined by the Board, or
 - (iii) a **Corporate Member** - an organisation having aims that are consistent with or supportive of the aims and objectives of the Association which is a financial

member of the Association. The Board may resolve to create categories of Corporate Membership, or.

- (iv) a **Group Affiliate Member** - a professional body and/or industry group having aims that are consistent with or supportive of the aims and objectives of the Association who is a financial member of the Association. The Board may resolve to create categories of Affiliate Membership and/or waive the requirement for payment of fees where there is mutual agreement and/or reciprocal membership, or
 - (v) an **Honorary Member** - a membership that may be conferred by the Board on any member in recognition of meritorious work conducted for the Association and/or meritorious work in contributing towards the aims and objectives of the Association. An Honorary Member is a member that fulfils the criteria of an Individual Member or Regional Member excepting that the membership fees are waived for whatever period as determined by the Board and may be annulled at any time. An Honorary Member will have all the rights and privileges of membership, or
 - (vi) A **Life Member** - a membership that may be conferred by the Board on any member in recognition of meritorious work conducted for the Association and/or meritorious work in contributing towards the aims and objectives of the Association. A Life Member is a member that fulfils the criteria of an Individual Member or Regional Member excepting that the membership fees are waived. A Life Member shall continue to have all the rights and privileges of membership.
- (2) **Reciprocal Membership** benefits are extended to visiting members of other Australian interstate Women in Banking and Finance organisations, however, they do not have the right to vote or be elected as a member of the Board.

3 Application for membership

- (1) An application by a person or organisation for membership of the Association:
 - (a) must be made by the applicant in writing on the current membership form of the Association (Appendix 1), and
 - (b) must be lodged with the Secretary of the Association for the relevant membership category.

- (2) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Board which is to determine whether to approve or reject the application.
- (3) As soon as practicable after the Board makes a determination, the Secretary must:
 - (a) notify the applicant in writing that the Board approved or rejected the application (whichever is applicable), and
 - (b) if the Board approved the application, request the applicant to pay (within a period of 28 days after receipt by the applicant of the notification) the prescribed fee for the membership category.
- (4) the Secretary must, on payment by the applicant of the amount set out in subclause 3 (3)(b), enter or cause to be entered the applicant's name and details in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

4 Cessation of membership

A person ceases to be a member of the Association if the person:

- (1) dies, or
- (2) resigns membership, or
- (3) has not paid fees due and is deemed an 'unfinancial member' and the Board has cancelled their membership, or
- (4) in the case of a Corporate or Group Affiliate Member, the organisation ceases to exist, or
- (5) is expelled from the Association.

5 Membership entitlements not transferable

- (1) A right, privilege or obligation which a person has by reason of being a member of the Association:
 - (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates on cessation of the person's membership,
except
 - (c) where the member is an individual and the membership fees for that Individual Member have been paid by the member's organisation and the member has left the

organisation's employment and the organisation requests the membership be transferred to a current employee of that organisation, and

- (2) Where the member is an organisation, the membership benefits and privileges cannot be transferred to another organisation or person and terminates on cessation of the organisation's membership.

6 Resignation of membership

- (1) A member of the Association may resign from membership of the Association by giving notice to the Secretary, to become effective on the date requested, or immediately if no date is specified, and the member ceases to be a member.
- (2) If a member of the Association ceases to be a member under subclause 6(1), and in every other case where a member ceases to hold membership, the Secretary must make or cause to be made an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7 Register of members

- (1) The public officer of the Association must establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- (2) The register of members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (3) A member of the Association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Board, that other amount.
- (4) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event or purpose relating to the Association or other material relating to the Association, or

- (b) any other purpose necessary to comply with the requirements of the Act or the Regulation.

8 Fees and subscriptions

- (1) A member of the Association must, on admission to membership, pay to the Association the appropriate fee as determined by the Board.
- (2) In addition to any amount payable by the member under subclause 8(1), a member of the Association must pay to the Association an annual membership fee as is determined by the Board:
 - (a) except as provided by paragraph (b), before 1 January in each calendar year, or other such date as approved by the Board, or
 - (b) if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 January in each succeeding calendar year.
- (3) The Board shall set the annual subscriptions for members.
- (4) The Board may set subscriptions of differing amounts in respect of differing classes of members.
- (5) The Board may reduce or otherwise vary the first subscription payable by a member who is approved as a member after commencement of the membership year 1 January.

9 Members' liabilities

The liability of a member of the Association 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 clause 8.

10 Resolution of internal disputes

- (1) Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

- (3) If a dispute is not resolved by mediation within 3 months of referral to the community justice centre, the dispute is to be referred to arbitration in which event the *Commercial Arbitration Act 1984* shall apply.

11 Disciplining of members

- (1) A complaint may be made to the Board by any person that a member of the Association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board decides to deal with a complaint, the Board must:
 - (a) cause notice of the complaint to be served on the member concerned; and
 - (b) give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
 - (c) take into consideration any submissions made by the member in connection with the complaint.
- (4) The Board may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (5) If the Board expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 12(5),whichever is the later.

12 Right of appeal of disciplined member

- (1) A member may appeal to the Association in general meeting against a resolution of the Board under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause 12(1), the Secretary must notify the Board which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Association convened under subclause 12(3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Association

Part 3 THE BOARD

13 Powers of the Board

- (1) The Board is to be called the Board of management of the Association or other such name as approved by the Board.
- (2) To the extent permitted by law, the overall direction and management of the Association is vested in the Board.
- (3) Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the role of the Board is:
 - (a) to control and manage the strategic plans and affairs of the Association, and

- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

14 Composition of Board, Resignation and Casual Vacancies

- (1) The Board is to consist of:
 - (a) the Chief Executive Officer;
 - (b) the Independent Chair (if any); and
 - (c) the following persons elected at the annual general meeting of the Association under clause 15:
 - (i) the office-bearers of the Association, and
- (2) 8 ordinary directors. The office-bearers of the Association are to be:
 - (a) the President
 - (b) the Vice-President
 - (c) the Treasurer, and
 - (d) the Secretary,and any one person may hold up to two office-bearer positions (other than the position of the President and Vice-President).
- (3) Each member of the Board is, subject to this constitution, to hold office for a term of 3 years following the date of the member's election to the Board at the annual general meeting and is eligible for re-election, provided that in no circumstances may a member of the Board hold office for more than 4 consecutive terms of 3 years.
- (4) A Director may resign their position by giving notice to the Secretary, to become effective on the date requested, or immediately if no date is specified, and the member ceases to be a member of the Board. The Secretary must make an appropriate entry in the Association's records noting the date on which the member ceased to be a Director.

Note: Each Director employed by a Corporate Member holds that office as a delegate of that Corporate Member. If a Director (other than a Director who is a financial Individual Member) ceases to be an employee or affiliated with the Corporate Member, a casual vacancy occurs and clause 22 applies.

- (5) Board (including the office-bearers) shall consist of representatives from Corporate Members and Individual Members. The maximum number of Individual Members on the Board shall be 4. Subject to subclause 14(6), each Corporate Member is limited to one Board representative.
- (6) In accordance with clause 277, if the Board determines for any reason at a meeting of the Board that a Corporate Member is permitted to have more than one Board representative, then that Corporate Member is limited to the number of Board representatives determined by the Board at the meeting of the Board.

14A Advisory Committee

(1) The Board may also determine at a meeting of the Board to appoint a committee to act as an advisory committee to the Board. Such advisory committee will be chaired by the Independent Chair but if there is no Independent Chair may be chaired by the President. The advisory committee will act as strategic advisors to the Board.

(2) The members of the Advisory Committee (other than the Independent Chair or President as applicable) will not be members of the Board and will not owe any fiduciary duties to the Association and will be selected by the nominations committee of the Board.

15 Election of Directors

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary directors:
 - (a) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

- (6) The ballot for the election of office-bearers and ordinary directors is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary director of the Association must be a financial member of the Association.
- (8) For the avoidance of doubt, this clause 15 does not apply to the election of the Chief Executive Officer or the Independent Chair.

16 Secretary

- (1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the Secretary to ensure minutes are kept of:
 - (a) all appointments of office-bearers and members of the Board,
 - (b) the names of members of the Board present at a Board meeting or a general meeting, and
 - (c) all proceedings at Board meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be approved by the attending Directors of the next succeeding meeting, and noted in the minutes.

17 Treasurer

It is the duty of the Treasurer of the Association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made;
- and
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

18 President

It is the duty of the President to:

- (a) perform ceremonial functions on behalf of the Association;
and
- (b) otherwise represent the interests of members of the Association.

19 Vice-President

It is the duty of the Vice-President to carry out such functions and roles of the President that are delegated to the Vice-President by the President, as approved by the Board.

20 Independent Chair

- (1) The Board has the right to appoint, remove and replace the Independent Chair from time to time.
- (2) It is the duty of the Independent Chair to chair each meeting of members.
- (3) If, at a meeting of members:
 - (a) there is no Independent Chair; or
 - (b) the Independent Chair is not present within 15 minutes after the time appointed for the commencement of a meeting of members or is not willing to chair all or part of the meeting,

the Directors who are or will be present at the meeting may (by majority vote) elect one of their number or, in the absence of all the Directors or if none of the Directors present is willing to act, the members in attendance may elect one of their number, to chair that meeting.

- (4) An Independent Chair may, for any item of business at that meeting or for any part of that meeting, vacate the chair in favour of another person nominated by him or her (**Acting Chair**). Where an instrument of proxy appoints the Independent Chair as proxy for part of proceedings for which an Acting Chair has been nominated, the instrument of proxy is taken to be in favour of the Acting Chair for the relevant part of the proceedings.
- (5) Notwithstanding any other provision of these constitution, during any period in respect of which an Independent Chair has not been appointed under subclause 20(1), the President shall fulfil the roles and functions of the Independent Chair.

21 Chief Executive Officer

- (1) The Board has the right to appoint, remove and replace the Chief Executive Officer from time to time.
- (2) The Board has the right to appoint and replace an acting Chief Executive Officer at any time that the position of Chief Executive Officer is vacant.
- (3) The Chief Executive Officer reports to the Independent Chair, and is subject to any lawful direction or delegation from, the Board.
- (4) The Chief Executive Officer performs any duties that the Board may from time to time lawfully direct or delegate including:
 - (a) managing the day to day business and activities of the Association; and
 - (b) managing the selection and appointment of all employees of the Association as necessary for the proper conduct of the Association.

22 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, for the remainder of the term of the replaced Director.
 - (1A) If a member of the Board ceases to be an employee of the Corporate Member that the member represented at the time of the election to the Board, that member is no longer entitled to a Board member, a casual vacancy occurs and the procedure in clause 22(2) will apply.
- (2) A casual vacancy in respect of a Director occurs if the Director:
 - (a) dies, or
 - (b) ceases to be a member of the Association, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by giving notice to the Secretary (including where the circumstances in clause 22(1A) apply), or
 - (e) is removed from office under clause 24, or
 - (f) becomes a mentally incapacitated person, or

- (g) is absent without the consent of the Board from 3 consecutive meetings of the Board,
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

23 Temporary absence of office-bearer

In the event that an office-bearer is, in the reasonable opinion of the Independent Chair (or, where there is a casual vacancy in the office of the Independent Chair, the President), unable to perform his or her duties due to illness or absence, the President may appoint another member of the Board (including any other office-bearer) to fill the position and the office-bearer so appointed is to hold office, subject to this constitution, on an interim basis, until such time as the ill or absent office-bearer is able to resume his or her duties.

24 Removal of Directors

- (1) The Association in general meeting may by resolution remove any member of the Board from the office of member before the expiration of the Director's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Director so removed.
- (2) If a member of the Board to whom a proposed resolution referred to in subclause 24(1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representation be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

25 Board Meetings and quorum

- (1) The Board must meet at least 3 times in each period of 12 months at such place and time as the Board may determine.
- (2) Additional meetings of the Board may be convened by the President or by any member of the Board.

- (3) Oral or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least 48 hours (or such other period as agreed on by a majority of the members of the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause 25(3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which a majority of the Directors present at the meeting agree to treat as urgent business.
- (5) Any 4 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the place and time determined by the Board.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Board:
 - (a) the Independent Chair is to chair, or
 - (b) if the Independent Chair is absent or unwilling to act, such one of the remaining Directors as may be chosen by the members present at the meeting is to chair.

26 Delegation by Board to Sub-Committee

- (1) The Board may, by instrument in writing, delegate to one or more Sub-Committees (consisting of such member or members of the Association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a Sub-Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- (3) A delegation under this section 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.

- (4) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this constitution has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may revoke wholly or in part any delegation under this clause.
- (7) A Sub-Committee may meet and adjourn, as it thinks proper.

27 Voting and decisions

- (1) Questions arising at a meeting of the Board or of any Sub-Committee appointed by the Board are to be determined by a majority of the votes of members of the Board or Sub-Committee present at the meeting.
- (2) Each member present at a meeting of the Board or of any Sub-Committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the chair of the meeting may exercise a second or casting vote.
- (3) Subject to subclause 255(5), the Board may act despite any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a Sub-Committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or Sub-Committee.

28 Written resolutions of Directors

- (1) The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document. The document may take the form of a written resolution signed by the majority of the Directors or where the notice is circulated by electronic mail and the relevant majority responds by electronic mail supporting the resolution.
- (2) A resolution pursuant to subclause 28(1) may consist of several documents in the same form each signed by one or more Directors and is effective when signed by the last of the Directors constituting the majority of the Directors. A document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of subclause 28(1)

and is taken to be signed when received by the Association in legible form.

29 Conflicts

- (1) As soon as a Director becomes aware that:
 - (a) he or she has a direct or indirect interest in a matter being considered or about to be considered at a meeting of the Board, and
 - (b) the interest appears to raise a conflict with the proper performance of the Director's duties in relation to that matter,the Director must disclose the nature of the interest to the Board.
- (2) After a Director has disclosed the nature of an interest in any matter, the Director must not:
 - (a) be present during any deliberation of the Board with respect to the matter, or
 - (b) take part in any decision of the Board with respect to the matter.

unless the Board otherwise determines (without the participation of the relevant Director).

Part 4 GENERAL MEETING

30 Annual general meetings – holding of

- (1) With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the close of each financial year of the Association, convene an annual general meeting of its members.
- (2) The Association must hold its first annual general meeting within the period of 18 months after its registration under the Act.
- (3) Subclauses 30(1) and 30(2) have effect subject to any extension or permission granted by the Director- General under subsection 37(2) of the Act.

31 Annual general meetings – calling of and business at

- (1) The annual general meeting of the Association is, subject to the Act and to clause 30, to be convened on such date and at such place and time as the Board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special 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 office-bearers of the Association and ordinary directors,
 - (d) to receive and consider the statement or report which is required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

32 Special general meetings – calling of

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Board must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be endorsed by the members making the requisition, and
 - (c) must be lodged with the Secretary, and
 - (d) may consist of several documents in a similar form, each endorsed by one or more of the members making the requisition.
- (4) If the Board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in subclause 32(4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

33 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause 33(1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 31(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

34 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved,and

- (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) 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 at least 3) is to constitute a quorum.

35 Chair of meeting

- (1) The Independent Chair is to chair as chairperson at each general meeting of the Association.
- (2) If there is no Independent Chair appointed or the Independent Chair is absent or unwilling to act, the President or the Vice President may act as chairperson at each general meeting of the Association.
- (3) If either the President or the Vice President is absent or unwilling to act, the members present must elect one of their number to chair the meeting.

36 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses 36(1) and 36(2), 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.

37 Making of decisions

- (1) A question arising at a general meeting of the Association is to be determined by either:
 - (a) A show of hands, or

- (b) If on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot – a written ballot.
- (2) If the question is to be determined by a show of hands a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute records of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

38 Special resolution

- (1) A special resolution may only be passed by the Association in accordance with the Act.
- (2) A resolution is passed by the Association as a special resolution:
 - (a) at a meeting of the Association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
 - (b) in a postal ballot conducted by the Association, or
 - (c) in such other manner as the Director-General may direct (including by electronic means),

if it is supported by at least three-quarters of the votes cast by members of the Association, who under this constitution, are entitled to vote on the proposed resolution.

39 Voting

- (1) On any question arising at a general meeting of the Association a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

40 Appointment of proxies

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the current proxy form of the Association (Appendix 2).

41 Postal ballots

- (1) The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 MISCELLANEOUS

42 Insurance

The Association may effect and maintain insurance as determined by the Board, however, it is not compulsory.

43 Funds – source

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.
- (2) 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.
- (3) The Association must ensure that an appropriate receipt and/or tax invoice is provided for all payments received.

44 Funds – management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board, employees and/or contractors of the Association, being members, employees and/or contractors authorised to do so by the Board.

45 Alteration of name, objects and constitution

An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be by the public officer or a Director.

46 Distribution of property on winding up of association

- (1) Subject to the Act and the Regulations, in a winding up of the Association, any surplus property of the Association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of the Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.

47 Signing of documents

Execution of documents requires the signatures of 2 Authorised Signatories.

48 Custody of books

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

49 Inspection of books

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - (a) records, books and other financial documents of the Association,
 - (b) this constitution,
 - (c) minutes of all Board meetings and general meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in subclause 49(1) on payment of a fee of not more \$1 for each page copied.

50 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice; or
 - (d) by sending it to the email or other electronic address nominated by the person to the Association.
- (2) for the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date; and
 - (d) in the case of a notice sent by email or other electronic method, on the business day it is sent, or if it is sent outside business hours of 9.00am to 5.00pm (Sydney time), the next business day.

51 Financial year

The financial year of the Association is:

- (1) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June;
- (2) for the transitional accounting period, the six months commencing 1 July 2018 and ending on 31 December 2018 (as approved by the Australian Taxation Office); and
- (3) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 January and ending on the following 31 December.