

**Constitution of
Mountains Youth Services Team Inc**

Australian Business Number (ABN)
19 942 569 473

A NSW Incorporated Association
Reg. No. Y1475811

Adopted 31 August 2017

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Preliminary

1. Name of the Association

1.1 The name of the association is Mountains Youth Services Inc (**Association**).

2. Type of Association

2.1 The Association is a not-for-profit incorporated association which is established to be, and to continue as, a charity.

3. Limited liability of members

3.1 The liability of members of the Association is limited as set out in clause 15.

4. Definitions

4.1 In this constitution, words and phrases have meanings set out in clauses 71 and 72.

Charitable purposes and powers

5. Object

5.1 The Association's object is to pursue the following charitable purposes:

- a) planning, promoting, implementing and evaluating long and short-term support programs and services for young people and their families;
- b) advancing the interests of young people to become leaders of tomorrow;
- c) cooperating and working in partnership with others with similar purposes; and
- d) doing all such things as are ancillary or incidental to any of the above.

6. Powers

6.1 Subject to clause 7, the Association has the following powers, which may only be used to carry out its purposes set out in clause 5:

- a) the powers of an individual; and
- b) all the powers of an association under the Associations Incorporation Act 2009 (**Act**).

7. Not-for-profit.

7.1. Subject to the Act and any relevant provision of this Constitution, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

8. Amending the constitution

8.1 Subject to clause 8.2, the members may amend this constitution by passing a special resolution by simple majority.

8.2 The members must not pass a special resolution that amends this Constitution if passing it causes the Association to no longer be a charity.

Members

9. Membership and register of members

- 9.1. The Association must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
- a) for each current member:
 - i. name;
 - ii. address;
 - iii. any alternative address nominated by the member for the service of notices inclusive of email; and
 - iv. date the member was entered on to the register; and
 - b) for each person who stopped being a member in the last 7 years:
 - i. name;
 - ii. address;
 - iii. any alternative address nominated by the member for the service of notices inclusive of email; and
 - iv. dates the membership started and ended.
- 9.2. The register of members must be kept in New South Wales:
- a) at the main premises of the Association; or
 - b) if the Association has no premises, at the Association's official address.
- 9.3. The Association must give members access to the register of members in accordance with the Act.
- 9.4. Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.
- 9.5. A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 9.6. 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.
- 9.7. 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 relating to the Association or other material relating to the Association; or
 - b) any other purpose necessary to comply with a requirement of the Act.
- 9.8. If the register of members is kept in electronic form:
- a) it must be convertible into hard copy; and
 - b) the requirements in clauses 9.2 and 9.3 apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

10. Who can be a member

- 10.1. A person is eligible to be a member of the Association if:
- a) the person is a natural person; and
 - b) the person has applied and been approved for membership of the Association in accordance with this Constitution.
- 10.2. A person is taken to be a member of the Association if:
- a) the person is a natural person; and
 - b) the person was, in the case of an association that was amalgamated to form the Association, a member of that other association immediately before the amalgamation.

10.3 A person is taken to be a member of the Association if the person was one of the individuals on whose behalf an application for registration of the Association under section 6(1)(a) of the Act was made.

11. How to apply to become a member

11.1 A person (as defined in clause 10.1) may apply to become a member by:

- a) lodging an application in writing (including by email or other electronic means) with the secretary of the Association; and
- b) making payment of the sum payable by a member as an annual subscription under this Constitution (as determined by special resolution of the board).

12. Board decides whether to approve membership

12.1 As soon as practicable after receiving an application for membership, the secretary must refer the application to the board or its delegated committee.

12.2 The board may, in its sole discretion, determine whether to approve or reject an application for membership of the Association.

12.3 If the board approves an application for membership, the secretary must as soon as possible:

- a) enter the new member on the register of members; and
- b) write to the applicant (including by email or other electronic means) to tell them that their application was approved, and the date that their membership started.

12.4 If the board rejects an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.

13. When a person stops being a member

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

- a) dies, becomes mentally incapacitated, or is declared bankrupt;
- b) resigns membership by writing to the secretary;
- c) is expelled from the Association in accordance with this Constitution; or
- d) fails to pay the annual membership fee under clause 11.1(b) within 3 months after the fee is due.

13.2 A member of the Association may resign from membership of the Association by first giving to the secretary written notice of at least 1 month (or any other period that the board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

13.3 If a member of the Association ceases to be a member, the secretary must make the appropriate entry in the register of members recording the date on which the member ceased to be a member.

14. Member entitlements are not transferable

14.1 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.

15. Liabilities of members

- 15.1 The liability of members of the Association to contribute towards the payment of 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 the annual membership fee of the Association.

Dispute resolution and disciplinary procedures

16. Dispute resolution

- 16.1 The dispute resolution procedure in this clause applies to disputes under this Constitution between a member or director and:
- a) one or more members;
 - b) one or more directors; or
 - c) the Association.
- 16.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 17 until the disciplinary procedure is completed.
- 16.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 16.4 If those involved in the dispute do not resolve it under clause 16.3, they must within 10 days:
- a) tell the board about the dispute in writing;
 - b) agree or request that a mediator be appointed; and
 - c) attempt in good faith to settle the dispute by mediation.
- 16.5 The mediator must:
- a) be chosen by agreement of those involved; or
 - b) where those involved do not agree:
 - i. for disputes between members, a person chosen by the board; or
 - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the President of the Law Society of New South Wales.
- 16.6 A mediator chosen by the board under clause 16.5(b)(i):
- a) may be a member or former member;
 - b) must not have a personal interest in the dispute; and
 - c) must not be biased towards or against anyone involved in the dispute.
- 16.7 When conducting the mediation, the mediator must:
- a) allow those involved a reasonable chance to be heard;
 - b) allow those involved a reasonable chance to review any written statements;
 - c) ensure that those involved are given natural justice; and
 - d) not make a decision on the dispute.

17. Disciplining members

- 17.1 In accordance with this clause, the board may resolve to warn a member, suspend a member's rights or expel a member from membership of the Association if the board considers that:
- a) the member has breached this Constitution; or
 - b) the member has materially failed to continue to meet the eligibility criteria for membership under clause 10.

- 17.2 At least 14 days before the board meeting at which a resolution under clause 17.1 will be considered, the secretary must notify the member in writing:
- a) that the board is considering a resolution to warn, suspend or expel the member;
 - b) that this resolution will be considered at a board meeting and the date of that meeting;
 - c) what the member is said to have done or not done;
 - d) the nature of the resolution that has been proposed; and
 - e) that the member may provide an explanation to the board, and details of how to do so.
- 17.3 Before the board passes any resolution under clause 17.1, the member must be given a chance to explain or defend themselves by:
- a) sending the board a written explanation before that board meeting; and/or
 - b) speaking at the meeting.
- 17.4 After considering any explanation under clause 17.3, the board may:
- a) take no further action;
 - b) warn the member;
 - c) suspend the member's rights as a member for a period of no more than 12 months;
 - d) expel the member from the membership of the Association;
 - e) refer the decision to an unbiased, independent person on conditions that the board considers appropriate (however, the person can only make a decision that the board could have made under this clause); or
 - f) require the matter to be determined at a general meeting.
- 17.5 The board cannot fine a member.
- 17.6 The secretary must give written notice to the member of the decision under clause 17.4 within 30 days.
- 17.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 17.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

General meetings of members

18. General meetings called by directors

- 18.1 The board may call a general meeting.
- 18.2 If members with at least 20% of the votes that may be cast at a general meeting make a written request to the Association for a general meeting to be held, the board must:
- a) within 21 days of the members' request, give all members notice of a general meeting; and
 - b) hold the general meeting within 2 months of the members' request.
- 18.3 The percentage of votes that members have (in clause 18.2) is to be worked out as at midnight before the members request the meeting.
- 18.4 The members who make the request for a general meeting must:
- a) state in the request any resolution to be proposed at the meeting;
 - b) sign the request; and
 - c) give the request to the Association.
- 18.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

19. General meetings called by members

- 19.1 If the board does not call the meeting within 21 days of being requested under clause 18.2, 50% or more of the members who made the request may call and arrange to hold a general meeting.
- 19.2 To call and hold a meeting under clause 19.1 the members must:
- a) as far as possible, follow the procedures for general meetings set out in this Constitution;
 - b) call the meeting using the list of members on the Association's members' register, which the Association must provide to the members making the request for a general meeting to be held at no cost to those members; and
 - c) hold the general meeting within three months after the request was given to the Association.
- 19.3 The Association must pay the members who request the general meeting any reasonable expenses they incur because the board did not call and hold the meeting.

20. Annual general meeting

- 20.1 A general meeting, called the annual general meeting, must be held at least once in every calendar year.
- 20.2 Even if these items are not set out in the notice of meeting, the business of an annual general meeting may include:
- a) a review of the Association's activities;
 - b) a review of the Association's finances;
 - c) any auditor's report;
 - d) the election of directors; and
 - e) the appointment and payment of auditors, if any.
- 20.3 Before or at the annual general meeting, the board must give information to the members on the Association's activities and finances during the period since the last annual general meeting.
- 20.4 The chairperson of the annual general meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Association.

21. Notice of general meetings

- 21.1 Notice of a general meeting must be given to:
- a) each member entitled to vote at the meeting;
 - b) each director; and
 - c) the auditor (if any).
- 21.2 Notice of a general meeting must be provided in writing at least 21 days before the meeting.
- 21.3 Subject to clause 21.4, notice of a meeting may be provided less than 21 days before the meeting if:
- a) for an annual general meeting, all the members entitled to attend and vote at the annual general meeting agree beforehand; or
 - b) for any other general meeting, members with at least 70% of the votes that may be cast at the meeting agree beforehand.
- 21.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:

- a) remove a director;
- b) appoint a director in order to replace a director who was removed; or
- c) remove an auditor.

21.5 Notice of a general meeting must include:

- a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- b) the general nature of the meeting's business;
- c) if applicable, that a special resolution is to be proposed and the words of the proposed resolution; and
- d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - i. the proxy does not need to be a member;
 - ii. the proxy form must be delivered to the Association at its registered address or the address (including an electronic address) specified in the notice of the meeting; and
 - iii. the proxy form must be delivered to the Association at least 48 hours before the meeting.

21.6 If a general meeting is adjourned for one month or more, the members must be given new notice of the resumed meeting.

22. Quorum at general meetings

22.1 The quorum for a general meeting to be held is 75% of members (rounded down to the nearest whole number of members) who must be present (in person, or by duly appointed proxy or attorney) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a proxy, attorney or representative of more than one member).

22.2 No business may be conducted at a general meeting if a quorum is not present.

22.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of general meeting, the general meeting is adjourned to the date, time and place that the chairperson of the general meeting specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:

- a) if the date is not specified – the same day in the next week;
- b) if the time is not specified – the same time; and
- c) if the place is not specified – the same place.

22.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

23. Auditor's right to attend meetings

23.1 The auditor (if any) is entitled to attend any general meeting and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

23.2 The Association must give the auditor (if any) any communications relating to the general meeting that a member is entitled to receive.

24. Using technology to hold meetings

24.1 The Association may hold a general meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.

24.2 Anyone using this technology is taken to be present in person at the meeting.

25. Chairperson for general meetings

25.1 The elected chairperson is entitled to chair general meetings.

25.2 The members present and entitled to vote at a general meeting may choose a director or member to be the chairperson for that meeting if:

- a) there is no elected chairperson;
- b) the elected chairperson is not present within 30 minutes after the starting time set for the meeting; or
- c) the elected chairperson is present but says they do not wish to act as chairperson of the meeting.

26. Role of the chairperson

26.1 The chairperson of a general meeting is responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to, or of, the auditor (if any)).

26.2 The chairperson does not have a casting vote.

27. Adjournment of meetings

27.1 If a quorum is present, a general meeting must be adjourned if a majority of members present direct the chairperson of the meeting to adjourn it.

27.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

28. Members' resolutions and statements

28.1 Members with at least 20% of the votes that may be cast on a resolution may give:

- a) written notice to the Association of a resolution they propose to move at a general meeting (members' resolution); and/or
- b) a written request to the Association that the Association give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a general meeting (members' statement).

28.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.

28.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.

28.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.

28.5 The percentage of votes that members have (as described in clause 28.1) is to be worked out as at midnight before the notice or request is given to the Association.

28.6 If the Association has been given notice of a members' resolution under clause 28.1(a), the resolution must be considered at the next general meeting held more than two months after the notice is given.

28.7 This clause does not limit any other right that a member has to propose a resolution at a general meeting.

29. Association must give notice of proposed resolution or distribute statement

- 29.1 If the Association has been given a notice or request under clause 28:
- a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with the notice of the general meeting referred to in clause 28.6, it must do so at the Association's cost; or
 - b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with the notice of the general meeting referred to in clause 28.6, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Association in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a general meeting, the members may pass a resolution that the Association will pay these expenses.
- 29.2 The Association does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- a) it is more than 1,000 words long;
 - b) the board considers it may be defamatory;
 - c) clause 29.1(b) applies, and the members who proposed the resolution or made the request have not paid the Association enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members; or
 - d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the members.

30. Circular resolutions of members

- 30.1 Subject to clause 30.3, the board may put a resolution to the members to pass a resolution without a general meeting being held (a circular resolution).
- 30.2 The board must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- 30.3 Circular resolutions cannot be used:
- a) for a resolution to remove an auditor, appoint a director or remove a director; or
 - b) where the Act or this Constitution requires a meeting to be held.
- 30.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 30.5 or clause 30.6.
- 30.5 Members may sign:
- a) a single document setting out the circular resolution and containing a statement that they agree to the resolution; or
 - b) separate copies of that document, as long as the wording is the same in each copy.
- 30.6 The Association may send a circular resolution by email to members and members may agree by sending a reply email to that effect.
- 30.7 A circular resolution is passed when the last member signs or otherwise agrees to the resolution in the manner set out in clause 30.5 or clause 30.6.

Voting at general meetings

31. How many votes a member has

- 31.1 Each member, including honorary life members, has one vote.

32. Challenge to member's right to vote

- 32.1 Only a member or the chairperson of a general meeting may challenge a person's right to vote at the general meeting, and they may only challenge at that meeting.
- 32.2 If a challenge is made under clause 32.1, the chairperson of the general meeting must decide whether or not the person may vote. The chairperson's decision is final.

33. How voting is carried out

- 33.1 Voting must be conducted and decided by:
- a) a show of hands;
 - b) a vote in writing; or
 - c) another method chosen by the chairperson of the general meeting that is fair and reasonable in the circumstances.
- 33.2 Before a vote is taken, the chairperson of the general meeting must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 33.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 33.4 The chairperson of the general meeting and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

34. When and how a vote in writing must be held

- 34.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands on the resolution at a general meeting by:
- a) at least five members present;
 - b) members present with at least 10% of the votes that may be cast on the resolution (worked out as at midnight before the vote in writing is demanded); or
 - c) the chairperson of the general meeting.
- 34.2 A vote in writing must be taken when and how the chairperson directs, unless clause 34.3 applies.
- 34.3 A vote in writing must be held immediately if it is demanded under clause 34.1:
- a) for the election of a chairperson under clause 25.2; or
 - b) to decide whether to adjourn the meeting.
- 34.4 A demand for a vote in writing may be withdrawn.

35. Appointment of proxy

- 35.1 A member may appoint a proxy to attend and vote at a general meeting on their behalf.
- 35.2 A proxy does not need to be a member.
- 35.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
- a) speak at the meeting;
 - b) vote in a vote in writing (but only to the extent allowed by the appointment); and
 - c) join in to demand a vote in writing under clause 34.1.
- 35.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- a) the member's name and address;
 - b) the Association's name;
 - c) the proxy's name or the name of the office held by the proxy; and
 - d) the meeting(s) at which the appointment may be used.

- 35.5 A proxy appointment may be standing (ongoing).
- 35.6 Proxy forms must be received by the Association at the address stated in the notice under clause 21.5(d) or at the Association's registered address at least 48 hours before a meeting.
- 35.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 35.8 Unless the Association receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- a) dies;
 - b) is mentally incapacitated;
 - c) is declared bankrupt;
 - d) revokes the proxy's appointment; or
 - e) revokes the authority of a representative or agent who appointed the proxy.
- 35.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

36. Voting by proxy

- 36.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 36.2 When a vote in writing is held, a proxy:
- a) does not need to vote, unless the proxy appointment specifies the way they must vote;
 - b) if the way they must vote is specified on the proxy form, must vote that way; and
 - c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Directors

37. Number of directors

- 37.1 The Association must have at least four directors and no more than nine directors (or such higher number as resolved by the directors from time to time).

38. Election and appointment of directors

- 38.1 Apart from directors appointed under clause 38.4, and subject to clause 38.3, the members may elect a director by a resolution passed in a general meeting.
- 38.2 Each of the directors must be appointed by a separate resolution, unless:
- a) the members present have first passed a resolution that the appointments may be voted on together; and
 - b) no votes were cast against that resolution.
- 38.3 A person is only eligible for election as a director if they:
- a) are a member;
 - b) give the Association their signed consent to act as a director; and
 - c) are not ineligible to be a director under the Act, Corporations Act or ACNC Act.
- 38.4 The board may appoint a person as a director to fill a casual vacancy or as an additional director if that person:
- a) is a member;

- b) gives the Association their signed consent to act as a director; and
 - c) is not ineligible to be a director under the Act, Corporations Act or ACNC Act.
- 38.5 If the number of directors is reduced to fewer than four or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to four (or higher if required for a quorum) or calling a general meeting, but for no other purpose.

39. Election of chairperson

- 39.1 The board must elect a director as the Association's elected chairperson. In the case of a tied vote, the longest serving director (and, if more than one, eldest director) will have the casting vote.

40. Term of office

- 40.1 At each annual general meeting any director appointed by the board to fill a casual vacancy or as an additional director must retire.
- 40.2 Other than for a director appointed under clause 38.5, a director's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the third annual general meeting after that meeting.
- 40.3 Directors are eligible for re-election for two additional terms, for a total maximum appointment of nine years. All subsequent appointments after the initial three year term, and any further appointments after the third term are at the discretion of the board.
- 40.4 A director who retires at an annual general meeting under clause 40.1, or whose term will expire at the end of an annual general meeting under clause 40.2, may nominate for election or re-election (as applicable).

41. Authorised Office Bearers

- 41.1 The board must consist of the following office-bearers of the Association:
- a) chair;
 - b) deputy chair; and
 - c) secretary.

42. When a director stops being a director

- 42.1 A director stops being a director if they:
- a) give written notice of resignation as a director to the Association;
 - b) die;
 - c) are removed as a director by a resolution of the members;
 - d) stop being a member;
 - e) are absent for 3 consecutive board meetings without approval from the board;
 - f) become ineligible to be a director under the Act, Corporations Act or ACNC Act; or
 - g) retire under clause 40.1 or their term expires under clause 40.2 unless elected or re-elected (as applicable) as a director at the relevant annual general meeting.

Board powers

43. Board powers

- 43.1 The board is responsible for overseeing the management of the activities of the Association to achieve the purposes of the Association set out in clause 5.

- 43.2 The board may use all the powers of the Association except for powers that, under the Act or this Constitution, may only be used by members.
- 43.3 The board must decide on the responsible financial policies and procedures of the Association including:
- a) any suitable written delegations of power under clause 44; and
 - b) how investments will be managed.
- 43.4 The board cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a general meeting.

44. Delegation of board powers

- 44.1 The board may delegate any of its powers and functions as permitted by law and in accordance with board delegation of authority policy (if any) to a committee, a director, an employee of the Association (such as a chief executive officer) or any other person, as they consider appropriate.
- 44.2 The delegation must be recorded in the Association's minute book.

45. Payments to directors

- 45.1 The Association must not pay fees to a director for acting as a director.
- 45.2 The Association may reimburse a director for reasonable expenses properly incurred by the director in connection with the affairs of the Association.
- 45.3 The Association may pay premiums for insurance indemnifying directors, as allowed for by law and this Constitution.

46. Execution of documents

- 46.1 The Association may execute a document without using a common seal if the document is signed by:
- a) two directors;
 - b) a director and the secretary; or
 - c) any other person authorised by the board to execute the document for and on behalf of the Association.

Board meetings

47. When the board meets

- 47.1 The board may decide how often, where and when it meets.

48. Calling board meetings

- 48.1 A director may call a board meeting by giving reasonable notice to all of the other directors.
- 48.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

49. Chairperson for board meetings

- 49.1 The elected chairperson is entitled to chair board meetings.
- 49.2 The directors at a board meeting may choose a director to be the chairperson for that meeting if the elected chairperson is:
- a) not present within 30 minutes after the starting time set for the meeting; or

b) present but does not want to act as chairperson of the meeting.

In the case of a tied vote, the longest serving director (and, if more than one, eldest director) will have the casting vote.

50. Quorum at board meetings

50.1 Unless the board determines otherwise, the quorum for a board meeting is 50% of directors (rounded down to the nearest whole number of directors).

50.2 A quorum must be present for the whole board meeting.

51. Using technology to hold board meetings

51.1 The board may hold its meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.

51.2 The directors' agreement may be a standing (ongoing) one.

51.3 A director may only withdraw their consent within a reasonable period before the meeting.

52. Passing board resolutions

52.1 A board resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

53. Circular resolutions of directors

53.1 The board may pass a circular resolution without a board meeting being held.

53.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 53.3 or clause 53.4.

53.3 Each director may sign:

a) a single document setting out the resolution and containing a statement that they agree to the resolution; or

b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

53.4 The Association may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect.

53.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 53.3 or clause 53.4.

Secretary

54. Appointment and role of secretary

54.1 The Association must have at least one secretary, who may also be a director.

54.2 A secretary must be appointed by the board (after giving the Association their signed consent to act as secretary) and may be removed by the board.

54.3 The board must decide the terms and conditions under which the secretary is appointed, including any remuneration.

54.4 The role of the secretary includes:

a) maintaining a register of members, and

b) maintaining the minutes and other records of general meetings (including notices of meetings), board meetings and circular resolutions.

Minutes and records

55. Minutes and records

- 55.1 The Association must, within one month, make and keep the following records:
- a) minutes of proceedings and resolutions of general meetings;
 - b) minutes of circular resolutions of members;
 - c) a copy of a notice of each general meeting; and
 - d) a copy of a members' resolution or a members' statement distributed to members under clause 29.
- 55.2 The Association must, within one month, make and keep minutes of proceedings and resolutions of board meetings (including meetings of any committees).
- 55.3 The Association must give a member access to the records set out in clause 55.1 by making the records available for inspection at the Association's registered office at all reasonable times.
- 55.4 The board may authorise a member to inspect other records of the Association, including records referred to in clause 55.2 and clause 56.1.
- 55.5 The board must ensure that minutes of a general meeting or a board meeting are signed within a reasonable time after the meeting by:
- a) the chairperson of the meeting; or
 - b) the chairperson of the next meeting.
- 55.6 The Association must enter in its minutes book resolutions passed by members or directors without a meeting, within one month of being passed.

56. Financial and related records

- 56.1 The Association must make and keep written financial records that:
- a) correctly record and explain its transactions and financial position and performance; and
 - b) enable true and fair financial statements to be prepared and to be audited.
- 56.2 The Association must also keep written records that correctly record its operations.
- 56.3 The Association must retain its records for at least 7 years.
- 56.4 The board must take reasonable steps to ensure that the Association's records are kept safe.

By-laws

57. By-laws

- 57.1 The board may pass a resolution to make by-laws to give effect to this Constitution.
- 57.2 Members and directors must comply with by-laws as if they were part of this Constitution.

Deductible Gift Recipient Status

58. Maintaining Deductible Gift Recipient status

- 58.1 The Association will do all things necessary and ensure that at all times it complies with the requirements of all laws and regulations in existence from time to time or any guidelines issued by the Australian Taxation Office or other such authority in order to maintain its deductible gift recipient status.

59. Winding up or revocation of endorsement

- 59.1 At the first occurrence of either the winding up of the Association or the Association ceasing to be endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act, the Association must transfer to a fund, authority or institution which is an eligible transferee any surplus:
- a) gifts of money or property made to the Association for the Association's charitable purposes;
 - b) contributions made to the Association (that are not gifts) but which are described in items 7 or 8 of the table in section 30-15 of the Tax Act in relation to a fund-raising event held for the Association's charitable purposes; and
 - c) money received by the Association because of such gifts or contributions.
- 59.2 The identity of the eligible transferee must be decided by the board but the eligible transferee must:
- a) be listed as a registered deductible gift recipient maintained under the Tax Act;
 - b) have charitable purposes similar to, or inclusive of, the purposes in clause 5; and
 - c) also prohibit the distribution of any surplus assets to its members to at least the same extent as the Association.

60. Surplus assets not to be distributed to members

- 60.1 If the Association is wound up, any surplus assets must not be distributed to a member or a former member, unless that member or former member is an eligible transferee described in clause 59.2.

Notice

61. What is notice

- 61.1 Anything written to or from the Association under any clause in this Constitution is written notice and is subject to clauses 62 to 64, unless specified otherwise.
- 61.2 Clauses 62 to 64 do not apply to a notice of proxy appointment received under clause 35.6.

62. Notice to the Association

- 62.1 Written notice or any communication under this Constitution may be given to the Association, the board or the secretary by:
- a) delivering it to the Association's registered office;
 - b) posting it to the Association's registered office or to another address chosen by the Association for notice to be provided;
 - c) sending it to an email address or other electronic address notified by the Association to the members as the Association's email address or other electronic address; or
 - d) sending it to the fax number notified by the Association to the members as the Association's fax number.

63. Notice to members

- 63.1 Written notice or any communication under this Constitution may be given to a member:
- a) in person;

- b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices;
 - c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any);
 - d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any); or
 - e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 63.2 If the Association does not have an address for the member, the Association is not required to give notice in person.

64. When notice is taken to be given

- 64.1 A notice:
- a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
 - b) sent by post, is taken to be given on the third business day (if posted within Australia to an address in Australia) or the seventh business day (if posted from one country to another) after it is posted with the correct payment of postage costs;
 - c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent; and
 - d) given under clause 63.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

65. Association's financial year

- 65.1 The Association's financial year is from 1 January to 31 December, unless the board passes a resolution to change the financial year.

Indemnity, insurance and access

66. Indemnity

- 66.1 The Association indemnifies each officer of the Association out of the assets of the Association, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Association.
- 66.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
- 66.3 In this clause, 'to the relevant extent' means:
- a) to the extent that the Association is not precluded by law from doing so; and
 - b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 66.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Association.

67. Insurance

67.1 To the extent permitted by law, and if the board considers it appropriate, the Association may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Association against any liability incurred by the person as an officer of the Association.

68. Directors' access to documents

68.1 A director has a right of access to the financial records of the Association at all reasonable times.

68.2 If the board agrees, the Association must give a director or former director access to:

- a) certain documents, including documents provided for or available to the board; and
- b) any other documents referred to in those documents.

Winding up

69. Surplus assets not to be distributed to members

69.1 If the Association is wound up, any surplus assets must not be distributed to a member or a former member, unless that member or former member is a charity described in clause 70.1.

70. Distribution of surplus assets

70.1 Subject to the Corporations Act, the Act and any other applicable act, and any court order, any surplus assets that remain after the Association is wound up must be distributed to one or more charities:

- a) with charitable purposes similar to, or inclusive of, the purposes of the Association set out in clause 5; and
- b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Association.

70.2 The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the Association may apply to the Supreme Court to make this decision.

Definitions and interpretation

71. Definitions

71.1 In this Constitution:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);

board means the board of directors of the Association;

Corporations Act means the *Corporations Act 2001* (Cth);

director means a director of the board of the Association, who is a member of the Association;

elected chairperson means a person elected by the board to be the Association's chairperson under clause 39;

eligible transferee means a fund, authority or institution which is charitable at law, and to which gifts can be deducted under Division 30 of the Tax Act;

general meeting means a meeting of members, and includes the annual general meeting

under clause 20.1;

member means a member of the Association;

secretary means the secretary of the Association;

special resolution means a resolution:

- i. of which notice has been given under clause 21.5(c); and
- ii. that has been passed by at least 75% of the votes cast by members present and entitled to vote on the resolution;

surplus assets means any assets of the Association that remain after paying all debts and other liabilities of the Association, including the costs of winding up; and

Tax Act means *Income Tax Assessment Act 1997* (Cth).

72. Interpretation

72.1 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 regulations).