



IBD SUPPORT AUSTRALIA INCORPORATED

CONSTITUTION

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Part I – Preamble

1. Name

The name of the association shall be "IBD Support Australia Incorporated".

2. Principles and objectives

- (1) To provide a support network for patients with inflammatory bowel disease and their families; through an online forum and other online resources.
- (2) To exchange experience and knowledge of how others cope with their disease in everyday life.
- (3) To advocate for better access to treatment options for those with inflammatory bowel disease.
- (4) To be a not for profit association and be able to obtain funds or in kind sponsorship to help us provide free and valuable support to users and members.
- (5) To work alongside other like-minded persons and organisations to achieve these goals.

3. Definitions

- (1) In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration (NSW).

member means a natural person who is a member of the association as defined in Part II.

ordinary committee member (or general member) means a member of the committee who is not an office-bearer of the association.

voting member of the committee means any committee member who can vote on resolutions, i.e. excluding any guest committee members.

registered user means a natural person who has registered as a user of the Association website, who need not be a member of the association.

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.

the Act means the NSW Associations Incorporation Act 2009.

the Association means the legal entity IBD Support Australia Incorporated.

the Regulation means the NSW Associations Incorporation Regulation 2010.

forum moderator means a person who has been granted rights to moderate and supervise the online forum contained within the association website, such as moving posts or deleting as necessary. Forum moderators will be members of the association.

in writing or **written** means anything handwritten, typed or printed and includes electronic messaging by means of computer, facsimile or other electronic machine or device, provided it is submitted using a verifiable method.

orally means in the usually accepted spoken form which includes the spoken word transmitted by telephone, conference call, videoconferencing, voice over internet protocol and also includes messages recorded and delivered by means of answering services, audio and/or video recording devices, or any other electronic means.

meeting means the assembly of persons at an agreed upon meeting place.

meeting place means, any of:

- (a) a single physical location where members can meet to facilitate a meeting, or
- (b) any arrangement including by electronic means of facilitating a meeting by persons at different locations, or
- (c) a combination of the above, including the use of multiple designated physical locations, connected by electronic means.

quorum means, in addition to its usual meaning in the context of this constitution as the number or proportion of persons attending a meeting required to make the proceedings of the meeting valid, the number or proportion of persons attending the meeting electronically.

inflammatory bowel disease (IBD) is a group of chronic intestinal diseases characterised by inflammation of the bowel - the large or small intestine. The most common types of inflammatory bowel disease (IBD) are ulcerative colitis and Crohn's disease.

- (2) In this constitution:
 - (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 NSW 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.

Part II – Membership

4. Membership generally

- (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 been approved for membership of the association in accordance with article 5; and
 - (c) the person must either:
 - (i) have themselves been diagnosed with an inflammatory bowel disease, or
 - (ii) have a direct family member (child, sibling or parent, biological or otherwise) who has been diagnosed with an inflammatory bowel disease, or
 - (iii) have a spouse or partner who has been diagnosed with an inflammatory bowel disease, and
 - (d) the person has demonstrated a contribution to the community as defined by the *Association By Laws*, and
 - (e) the person has been a registered user for at least 3 months, and have met a minimum requirement of 10 posts on the forum of the Association website, or if some higher minimum registration length or post requirements are determined by the committee, those requirements, and
 - (f) the person is an Australian Citizen, an Australian Permanent Resident, or has been residing in a Australia for at least the past 3 months.
- (2) 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.
- (3) The committee may choose to allow members of approved compatible organisations to be granted affiliate membership with their membership fee waived or reduced, at the discretion of the committee, or the association of which they are a member.
 - (a) A compatible organisation is defined as one which meets one or more of the principles and objectives defined in this constitution, and does not in any way negatively impact the ability of the association to achieve and adhere to these or any other principles or objectives defined in this constitution.
 - (b) Affiliate members must still qualify under the rest of this section, and the committee reserves the right to adjust the additional qualification rules of affiliate membership in the event of a renegotiation with the affiliate body.
- (4) Associate membership without voting rights may be awarded under individual consideration by the committee to persons who qualify under 4 (1) (c).
- (5) Life membership may be granted under individual consideration by the committee. A current committee member cannot be nominated for life membership.
- (6) A majority vote of the committee may propose to existing members the creation of additional categories of membership, which must be approved by a majority of members present at a general meeting.

5. Application for membership

- (1) An application of a person for membership of the association must be lodged with the Secretary of the association, who must refer the application to the committee for their consideration.
- (2) Once the application form is processed and validated, the Secretary must:
 - (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
 - (b) if approved and not paid in advance, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription, or
 - (c) if not approved, and paid in advance, begin the process to refund any fees directly related to their membership.
- (3) The Secretary must, on payment by the nominee of the amounts referred to in subclause (2) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

6. Cessation of membership

- (1) A person ceases to be a member of the association if the person:
 - (a) dies, or

- (b) resigns membership, or
 - (c) is expelled from the association, or
 - (d) fails to pay the annual membership fee under clause 10 (2) within 3 months after the fee is due.
- (2) A person ceases to be a full member of the association, and subject to approval of the committee, can have their membership changed to a non-voting associate member, if they no longer meet any of the requirements in subclause 4 (1) (f).

7. 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.

8. Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the Secretary written notice of at least one month (or such other period as the committee 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.
- (2) If a member of the association ceases to be a member under article 6, and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9. 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 postal or residential 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 in a digital format, which is directly accessible only to those agreed to by the committee. The register shall be secured by industry best practices, and accessed only in accordance with any privacy policies of the association.
- (3) Any association member may communicate with other members of the association on mass in an electronic manner to be defined by the committee, which must be free from unreasonable or unjust moderation.
- (4) Members must not use the mass communication method described in clause (3) to contact or send material to any 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 or the Regulation.

10. Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under clause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount.
- (a) Membership will be calculated using a rolling term, so that an annual membership fee becomes due 12 months from the date of becoming a member or from the member's last renewal.
 - (b) Membership can be paid in advance for up to 5 years.
 - (c) There will be no refund in membership fees paid.
- (3) Different classifications of membership may be assigned different fees by the committee.

11. 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 article 10.

12. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

13. Disciplining of members

- (1) A complaint may be made to the committee by any person, that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee 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 and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee 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 committee for having taken that action and of the member's right of appeal under article 14.
- (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 article 14, whichever is the later.

14. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under article 13, 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 clause (1), the Secretary must notify the committee 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 clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee 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 III – The Committee

15. Powers of the committee

- (1) Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:
 - (a) is to control and manage the 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 committee to be necessary or desirable for the proper management of the affairs of the association.

16. Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) at least one ordinary committee member, who are to be elected at the annual general meeting of the association under article 17.
- (2) The total number of ordinary committee members must be less than the number of office-bearers on the committee.
- (3) The office-bearers of the association are as follows, in order of seniority:
 - (a) the President
 - (b) the Vice-President
 - (c) the Secretary
 - (d) the Treasurer
 - (e) the Deputy Secretary
 - (f) the Deputy Treasurer
- (4) A committee member may hold up to two offices, but no single committee member can hold both the President and Vice-President offices.
- (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election, should they wish to nominate themselves.
- (6) No committee member can nominate for re-election to a position if they have held that position on the past 3 committees.

17. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
 - (a) must be made by a candidate who is 18 years or older, at the opening of the election ballot, and
 - (b) must be made by the nominee and seconded by at least one member of the association, and
 - (c) 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 committee, 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 committee are taken to be casual vacancies.
- (4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (5) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (6) Each member is only entitled to vote once in each election.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

- (8) If any candidate stands for more than two roles, or two incompatible roles, these roles will be elected in the following order:
- (a) President
 - (b) Secretary
 - (c) Treasurer
 - (d) Vice-President
 - (e) Deputy Secretary
 - (f) Deputy Treasurer
 - (g) ordinary committee members.
- (9) A Public Officer must be appointed to liaise with NSW Fair Trading and should be appointed from the first of the following to reside in NSW:
- (a) Secretary
 - (b) Deputy Secretary
 - (c) other office-bearer, as decided by the committee
 - (d) ordinary committee member, as decided by the committee
 - (e) a volunteer from a previous committee, and approved by a vote of the committee
 - (f) runner-up candidates for office-bearing roles, in the order given under clause 16 (3)
 - (g) general membership as selected with a vote by the committee.

18. President

- (1) The President should chair all committee and general meetings.

19. 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 keep minutes of:
- (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed, electronically or otherwise, by the chairperson of the meeting or by the chairperson of the next succeeding meeting, and distributed to the Secretary.
- (4) It is the duty of the Secretary to distribute minutes to relevant stakeholders, as agreed by the committee.

20. Treasurer

- (1) 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, and
 - (c) that annual financial summaries as prepared, in the approved form, for the Public Officer to submit to NSW Fair Trading.
- (2) The Treasurer must present a report of expenses and the financial status of the association to members at the annual general meeting.

21. Vice-President and deputy office-bearers

- (1) The Vice-President and other deputy office-bearers should assist their office-bearing counterparts with their duties in accordance with this constitution and those defined by the committee.

22. Public officer

- (1) The Public Officer must reside in NSW.
- (2) It is the duty of the Public Officer to liaise with NSW Fair Trading.

- (3) In collaboration with the Secretary, the Public Officer must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- (4) The Public Officer should make any applications 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.
- (5) The Public Officer is, by virtue of that office, an authorised signatory for the association.
- (6) The committee must fill any vacancy in the office of Public Officer within 28 days of that vacancy and the new Public Officer must advise NSW Fair Trading the details of the appointment within 28 days of taking office.
- (7) A former Public Officer must ensure that all documents of the association in their possession are delivered to a committee member within 14 days of vacating office.
- (8) The Public Officer must be over 18 years of age.
- (9) A Public Officer will vacate the position if he or she:
 - (a) dies, or
 - (b) resigns in writing to the committee, or
 - (c) is removed from office by the passing of a resolution at a general meeting, or
 - (d) becomes bankrupt, or
 - (e) becomes a mentally incapacitated person, or
 - (f) ceases to be a resident of New South Wales, or
 - (g) meets any circumstances as provided for in the constitution.

23. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (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 notice in writing given to the Secretary, or
 - (e) is removed from office under article 24, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (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.

24. Removal of committee members

- (1) The association in a general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations 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. Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such meeting place and time as the committee may determine.

- (2) Committee meetings may be primarily conducted online, but in person meetings should take place where possible.
- (3) Additional meetings of the committee may be convened by the President or by any member of the committee.
- (4) Oral or written notice of a meeting of the committee must be given by the Secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (5) Notice of a meeting given under clause (4) 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 the committee members present at the meeting unanimously agree to treat as urgent business.
- (6) Any 3 voting members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (7) No business is to be transacted by the committee 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 same meeting place and at the same hour of the same day in the following week.
- (8) 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.
- (9) At a meeting of the committee:
 - (a) the President or, in the President's absence, the Vice-President is to preside, or
 - (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

26. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this article 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 article 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 article, the committee 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 article has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this article.
- (7) A sub-committee may meet and adjourn as it thinks proper.

27. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of voting members of the committee or sub-committee present at the meeting.
- (2) Each voting member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question then the status quo will remain until the next meeting.
- (3) Subject to clause 25 (6), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part IV – General Meetings

28. Annual general meetings – holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

29. Annual general meetings – calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to article 28, to be convened on such date and at such meeting place and time as the committee thinks fit.
 - (a) The annual general meeting may be conducted entirely or partially online, but should be held in person where possible and practical.
- (2) All members must be notified at least 14 days in advance of the annual general meeting, and the intended agenda of the meeting.
 - (a) New memberships are frozen from the date of which the members are notified, until the conclusion of the annual general meeting. Renewals and resignations will still be processed.
- (3) 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, and
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year, and
 - (c) to elect office-bearers of the association and ordinary committee members, and
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (4) An annual general meeting must be specified as such in the notice convening it.

30. Special general meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
 - (a) A special general meeting may be conducted entirely or partially online, but should be held in person where possible and practical.
- (2) The committee must, on the requisition in writing or other verifiable electronic means of at least 5 per cent of the total number of members, convene a special general meeting of the association.
 - (a) New memberships are frozen from the date of which the members are notified, until the conclusion of the special general meeting. Renewals and resignations will still be processed.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed or otherwise verified electronically 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 signed or otherwise verified electronically by one or more of the members making the requisition.
- (4) All members must be notified at least 14 days in advance of the special general meeting, and the intended agenda of the meeting.
- (5) If the committee 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.
- (6) A special general meeting convened by a member or members as referred to in clause (5) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

31. 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 meeting 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 clause (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 29 (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.

32. Constitutional amendments

- (1) The constitution can only be amended during or immediately after the annual or special general meeting. Amendments require a two-thirds majority vote with a quorum of two-thirds of the members at the time the amendment was proposed.
- (2) Any proposals for amendments must be notified in writing to the members at least 10 days prior to the annual or special general meeting being held.

33. 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 (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 meeting 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 meeting 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) are to constitute a quorum.

34. Presiding member

- (1) The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the association.
- (2) If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

35. 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 meeting place to meeting 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 meeting place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- (3) Except as provided in clauses (1) and (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.

36. Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by either:
- (a) individual verbal agreement, 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 or electronic ballot—a written or electronic ballot.
- (2) If the question is to be determined by individual verbal agreement, a declaration by the chairperson that a resolution has, on individual verbal agreement, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of 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.

37. Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

38. Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting the status quo will remain.
- (3) The member must be a current member as defined in Part II.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

39. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

40. Postal and electronic ballots

- (1) The association may hold a postal or electronic ballot to determine any issue or proposal.
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part V – Miscellaneous

41. Insurance

The association may effect and maintain all necessary and appropriate insurance.

42. Funds – source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations from individuals, as well as grants from Government or otherwise and, subject to any resolution passed by the association in general meeting, such other sources as the committee 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 or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) From time to time the association may accept unrestricted education grants from partners, corporations or other organisations. These grants will often be based upon achieving a mutually agreed set of objectives or goals. These grants may be for one-off projects or ongoing relationships with the aim of bolstering and improving the services provided to members and capabilities of the association.
- (5) Before accepting any unrestricted educational grant, the association will ensure a statement of agreement has been developed that:
 - (a) respects the independence of the association, and
 - (b) achieves and maintains public trust and the integrity of both parties, and
 - (c) is built on a fair exchange of benefits, and
 - (d) allows for openness and transparency with members, and
 - (e) includes specific measures of accountability to ensure agreed outcomes are achieved, and
 - (f) respects and adheres to the principles and objectives defined in this constitution.

43. Funds – management

- (1) The assets and income of the organisation shall be applied solely in furtherance of the principles and objectives defined in section 2 and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- (2) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the principles and objectives defined in section 2 in such manner as the committee determines in accordance with achieving the principles and goals stated within this constitution.
- (3) All bank accounts of the association will:
 - (a) be held separately from those of its members, and
 - (b) require more than one signatory for the disbursement of funds, with the exception of accounts used solely under clause (4), and
 - (c) be accessible only by members authorised to do so by the committee, and
 - (d) include the name of the association in its title.
- (4) If one or more credit or debit card facilities are required, they will have no overdraft facility. All accounts linked to these cards (i.e. any EFTPOS options, as well as any accessible at an ATM) will be kept with nominal balance at all times. While any accounts linked to any debit or credit cards may be single signatory only, more than one signatory must be required for the transfer of funds to any credit or debit card accounts from any other association account.

44. Change 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 made by the Public Officer or a committee member.

45. Custody of official records

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.

46. Inspection of official records

- (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, and
 - (b) this constitution, and
 - (c) minutes of all committee 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 clause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) The Treasurer should maintain transparency of the associations finances including fund sources to all members, to the greatest extent decided as agreeable by the committee, without compromising any relationships.

47. 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 email, facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice, as nominated by the person in advance, where appropriate.
- (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.

48. 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, and
- (2) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

49. Dissolution and revocation of DGR status

- (1) In the event of the association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation registered for Deductible Gift Recipients (DGR) with similar purposes, which is not carried on for the profit or gain of its individual members.
- (2) In the event of the association having its Deductible Gift Recipients (DGR) status revoked, any surplus gifts and deductible contributions, or money received by the association because of any such gifts or contributions, shall be transferred to another organisation registered for DGR with similar purposes, which is not carried on for the profit or gain of its individual members.