

CONSTITUTION

of

Woden Community Service Incorporated



CONTENTS

PART I - PRELIMINARY	4
1. DEFINITIONS AND INTERPRETATION	4
2. OBJECTS AND POWERS OF THE ASSOCIATION	12
PART II – MEMBERSHIP	14
3. MEMBERSHIP - QUALIFICATIONS	14
4. MEMBERSHIP - APPLICATION FOR AND RENEWAL	14
5. MEMBERSHIP - CESSATION OF	16
6. MEMBERSHIP - ENTITLEMENT NOT TRANSFERABLE	16
7. MEMBERSHIP - RESIGNATION OF	16
8. MEMBERSHIP - REGISTER OF	17
9. MEMBERSHIP - FEES, SUBSCRIPTIONS, ETC.	17
10. MEMBERSHIP – MEMBER COMMUNICATION WITH THE BOARD	18
11. MEMBERSHIP – LIABILITIES OF MEMBERS	18
12. MEMBERSHIP - RESOLUTION OF DISPUTES	18
13. MEMBERSHIP - DISCIPLINING OF MEMBERS.....	19
14. MEMBERSHIP - RIGHT OF APPEAL OF DISCIPLINED MEMBER	20
PART III - THE BOARD	22
15. THE BOARD - POWERS OF	22
16. THE BOARD - COMPOSITION AND MEMBERSHIP	22
17. THE BOARD - MEETINGS AND QUORUM.....	26
18. THE BOARD - VOTING AND DECISIONS	27
19. DIRECTORS - PROCEDURE FOR ELECTION OF.....	28
20. DIRECTORS – VACATION OF OFFICE AND REMOVAL OF	28
21. OFFICE BEARERS AND OTHER POSITIONS - ELECTION AND APPOINTMENT OF 29	
22. CHAIR	30
23. TREASURER.....	31
24. DEPUTY-CHAIR	31
25. DELEGATION	32
26. SECRETARY	32
27. PUBLIC OFFICER	33
PART IV - GENERAL MEETINGS	34
28. ANNUAL GENERAL MEETINGS - HOLDING OF.....	34
29. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT	34
30. SPECIAL GENERAL MEETINGS - CALLING OF	34
31. GENERAL MEETINGS - PROCEDURE AT	35
32. GENERAL MEETINGS - PRESIDING MEMBER.....	36
33. GENERAL MEETINGS - ADJOURNMENT.....	36
34. GENERAL MEETINGS - MAKING OF DECISIONS	36
35. GENERAL MEETINGS - VOTING	36
36. GENERAL MEETINGS - NOTICES	37
37. GENERAL MEETINGS - SPECIAL RESOLUTIONS	38
38. GENERAL MEETINGS - APPOINTMENT OF PROXIES	38
39. GENERAL MEETINGS – OFFENSIVE MATERIAL AND CONDUCT AND OBSERVERS	38
PART V – MISCELLANEOUS	40
40. INSURANCE	40
41. FUNDS - SOURCE	40
42. FUNDS - MANAGEMENT AND ACCOUNTABILITY	40
43. PATRONS OF THE ASSOCIATION	41
44. ALTERATION OF OBJECTS AND CONSTITUTION.....	42
45. EXECUTION OF DOCUMENTS (INCLUDING DEEDS)	42
46. CUSTODY OF BOOKS ETC.	42
47. INSPECTION OF BOOKS ETC.	43

Constitution - Woden Community Service Incorporated - 2020

48. GOVERNING POLICIES43
49. NOTICES - SERVICE OF.....43
50. INDEMNITY44
51. WINDING UP.....44
APPENDIX 146
APPENDIX 247

PART I - PRELIMINARY

Principal Purpose

The **Woden Community Service Incorporated** is an incorporated association formed for the benefit of the public by the promotion of the stated objects of the Association and through the coordination and sponsorship of services, events, facilities, ventures and endeavours in the community and social welfare sector in Australia in order to achieve those stated objects.

NOTE: The wording which is in bold print italics at the end of certain paragraphs is explanatory only and does not form part of the Constitution. References to Sections in these paragraphs relate to relevant provisions of the Associations Incorporation Act 1991 (ACT).

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Constitution, except in so far as the context or subject matter otherwise indicates or requires:

“**Act**” means the *Associations Incorporation Act 1991 (ACT)*;

“**Annual General Meeting**” means a meeting held annually in accordance with rule 28 and rule 29;

Associations Incorporation Act 1991 (ACT) s.69

An incorporated association must, in addition to any other meeting it holds, hold an annual general meeting, once in each calendar year, within the period of 5 months beginning at the end of the association's most recently ended financial year.

“**Association**” means *Woden Community Service Incorporated*, being the Association constituted by this document and shall be the Association's name for the purposes of Part 3, Division 3.5 of the Act.

“**Attendee**” means a person or persons permitted, at the discretion of the Board, to attend any part of the Association's board meetings but with no status as a 'director' under the meaning of such in this Constitution or the law, and only in a non-voting capacity. Attendees permitted to attend board meetings may speak on agenda items to provide advice, counsel and information on matters or answer questions as requested by directors through the presiding chair of the meeting. For the sake of clarity, attendees in this capacity should be cognizant they have no role or authority in either making, or participating in making, decisions that affect the whole, or a substantial part, of the business of the Association; or be understood to have the capacity to affect significantly the Association's financial standing; or be understood to be issuing instructions or wishes in accordance which the directors of the Association are accustomed to act; or in any other way be deemed to be a 'director' of the Association under the meaning of such in this Constitution or the law. An attendee includes a person or persons giving advice in the proper performance of functions attaching to their professional capacity or their business relationship with the Association.

“**Attorney**” is a person who exercises power under the terms of a power of attorney

[Note: a power of attorney is an authorisation to act on another person's behalf and in their name in a legal or business matter. The person granting

the power of attorney is known as the grantor and the person authorised to act is the agent or attorney-in-fact. The power granted may be very wide in scope and may include the power to sign documents on behalf of the grantor, deal with their financial affairs and property, vote in the capacity of a shareholder (member), etc. This is distinct from a proxy which commonly refers only to authorisation to vote on another's behalf and is therefore more limited in scope than a power of attorney. For example, a member entitled to attend and vote at a company meeting may appoint a proxy to attend and vote in their place noting that a proxy is also the person to whom authorisation is granted.]

“Auditor” means a person appointed for the purpose of and as required to audit the Association's accounts pursuant to Part 5 of the Act.

“Board” means the governing body of directors of the Association in office for the time being however described or any number of directors assembled at a meeting of the Board transacting business in accordance with this Constitution, being not less than a quorum, and as set out in Part III and who may, for the internal purposes of the Association, be cited (collectively) as the **“Directors”** who shall be construed as referencing the Board unless the context requires otherwise. The Board shall have the same meaning as **“committee”** and be subject to s.60 of the Act.

Chair” means any person appointed to the office of Chair of the Association in accordance with rule 22 and who is to preside as Chair at each general and board meeting of the Association pursuant to the authorities, powers and functions described in this Constitution and any formally delegated policies, protocols, practices or processes as determined by the Board from time to time that give effect to the authorities, powers and functions described in this Constitution. When representing the Association in certain external meetings, forums and public contexts, and for the purposes of the Act, the Chair will be known and referred to as the **“President”** of the Association.

“Chief Executive Officer” means the title given to any person so appointed by, and responsible and reporting to the Board as the Association's principal corporate executive to act within written board-delegated authorities, limits and exclusions and accountable for the overall day-to-day operations of the Association; and who may for the internal purposes of the Association be cited as the **“CEO”** or any other title the Board may so determine from time to time.

“Committee” means a committee constituted by and accountable to the Board pursuant to rule 24 and are governance advisory bodies for the purpose of assisting and advising the Board in areas fundamental to the Association's objects and otherwise providing the Board with recommendations relevant to select *governance* matters of the Association and consisting of one or more directors and/or other persons as the directors from time to time think fit.

“Constitution” means the registered Constitution of the Association, as amended from time to time. Reference to particular clauses in the Constitution has a corresponding meaning and may for the purposes of this document and the internal purposes of the Association be referred to as the **“Rules”**.

“Corporations Act” means the *Corporations Act 2001 (Cth)*.

“Deputy-Chair” means any person appointed to the office of Deputy-Chair of the Association in accordance with rule 24 and who is to chair at any general and board meeting of the Association in the absence or unwillingness of the Chair pursuant to the authorities, powers and functions described in this Constitution and any formally delegated policies, protocols, practices or

processes determined by the Board from time to time that give effect to the authorities, powers and functions described in this Constitution. When representing the Association in certain external meetings, forums and public contexts, and for the purposes of the Act, the Deputy Chair will be known and referred to as the "**Deputy-President**" of the Association.

"**Director**" means an eligible natural person pursuant to rule 16.2 duly appointed or elected to the Board pursuant to rules 19 and 16.6; and may for the purposes of this document and the internal purposes of the Association be referred to (individually) as a "**member of the Board**" or a "**Board member**".

A director shall have the same meaning as "committee member" pursuant to s.28.2 of the Act. For the avoidance of doubt a reference to a Director includes an Office Bearer, unless otherwise expressly stated.

[Note: An office bearer is first and foremost a director, who also holds an additional delegated board position (with corresponding delegated authority) as well as their director role, e.g. the Chair. So at rule 21 - the "Office Bearers" are the Chair and the Deputy-Chair but are also directors - so in the Constitution, a reference to a Director includes the Chair and the Vice-Chair (i.e. office bearers). A reference to an office bearer is to that position and that position ONLY. A reference to a director is to ALL directors (office bearers included).]

"**electronic means**" means, in relation to the methods of conducting meetings, giving or sending certain notices, documents produced, etc., the same as that in the Corporations Act s.600G and includes telephone, fax, electronic mail, video conferencing and other forms of electronic transmission or technology consented to by all Directors.

"**Financial Year**" means the 12 month period commencing on 1 July and ending on 30 June in any year or such other period as the Board may determine from time to time.

"**General Meeting**" means a meeting of Members duly called and held (and any adjourned holding of it) in accordance with Part IV or as otherwise prescribed by the Act at which all Members are entitled to attend and otherwise participate and vote at in accordance with this Constitution. A general meeting can be an Annual General Meeting of the members of the Association in accordance with s.69 of the Act or a Special General Meeting at which a Special Resolution is proposed in accordance with s.70 of the Act.

"**Governance Charter**" means a board established document pursuant to rule 48.2 that details the Association's internal control policy framework of Board-determined governing policies that give effect to the powers delegated to the Board pursuant to this Constitution and that guide how everyone in the Association is expected to act and behave and articulates who is responsible for what, who they are accountable to and the authorities and constraints each person must work within and as such, implies a range of values that will apply to the Association and its people.

"**Legal Costs**" of a person means legal costs and associated expenses and disbursements incurred by that person in defending or resisting any proceedings (whether criminal, civil, administrative or judicial), appearing before or responding to actions taken by any court, tribunal, government authority or agency, other body or commission, a liquidator, an administrator, a trustee in bankruptcy or other authorised official, where that proceeding, appearance or response relates to a Liability of that person.

"**Liability**" of a person means any liability, including liability for Legal Costs, incurred by that person in or arising out of the discharge of duties as an

Officer of the Association or in or arising out of the conduct of the business of the Association, including as result of appointment or nomination by the Association as a trustee or as a Director, Officer or employee of another body corporate.

“**Member**” means a person eligible pursuant to rule 3(b) and whose name is entered on the register of members having been accepted as a member of the Association pursuant to rules 4(d) and 4(i) and as generally set out in Part II.

“**Notice**” means a notice given pursuant to, or for the purposes of, this Constitution or the Act.

“**Objects**” of the Association means the objects set out in rule 2 that define the purpose of the Association.

“**Office Bearer**” of the Association means a director who holds a board appointed or delegated position (with corresponding delegated authority) in addition to their director role on the Board pursuant to rule 21.

“**Officer**” of the Association means:

- (a) a director or office bearer of the Association; or
- (b) the Public Officer, secretary or chief executive officer of the Association, the holder of any other office of the Association (however described) or a person occupying any of the abovementioned offices, whether validly appointed or not; or
- (c) any other person:
 - (i) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Association
 - (ii) who is concerned in or takes part in the management of the Association’s affairs (but does not include a patron or holder of another honorary office of the association if the office does not give its incumbent a right to participate in the management of the Association’s affairs)
 - (iii) who has the capacity to affect significantly the Association’s financial standing; or
 - (iv) in accordance with whose instructions or wishes the directors of the association are accustomed to act (excluding persons who give advice in the proper performance of functions attaching to the person’s professional capacity or their business relationship with the directors or the Association).

“**ORS**” means the ACT *Office of Regulatory Services* who register, licence and ensure compliance of activities against relevant legislation.

“**Patron**” means a person described in rule 43.

“**Political Entity**” has the same meaning as defined in the *Commonwealth Electoral Act 1918* (Cth) from time to time.

“**Poll**” is a form of casting votes by ballot in writing which includes votes cast on behalf of absent Members who have appointed proxies or Attorneys.

“**principal place of business**” means the the current address of the Association’s registered office as notified to the Registrar-General under the Act being the primary location where the Association’s business is performed and where the Association’s books and records are kept and has the same meaning as “**registered office**” or “**principal place of administration**” and is

set out in Schedule 1 of this Constitution.

“Public Benevolent Institution” means a public benevolent institution as defined by the Australian Charities and Not-for-profits Commission or the Australian Taxation Office.

“Public Officer” means a person chosen pursuant to rules 21.5.2 and 27 and who resides in the ACT and is at least 18 years of age.

“Public Statement” and **“Statement”** means statements, whether verbal, written, in electronic form or any other form whatsoever that could or would be seen, heard or by any other means communicated to a person not a Member of the Association.

“real or personal property” means the basic types of property in common law, roughly corresponding to the division between immovables and movables in civil law. Real property consists of land, buildings, crops, and other resources, improvements, or fixtures still attached to the land. Personal property is essentially all property other than real property, including goods, animals, money, and vehicles.

“Register” or **“Register of Members”** means the register of members to be kept pursuant s.67 of the Act and rule 8 and may contain additional information related to the membership as the Board shall determine from time to time.

“Registrar-General” means the Registrar-General appointed under the *Registrar-General Act 1993* (ACT).

“Regulations” means the *ACT Associations Incorporation Regulation 1991* SL1991-31 made under the Act.

“Resolution” means a resolution passed at a (general or board) meeting of which more than 50% of the total eligible votes cast on the resolution (i.e. those votes cast by persons eligible to vote who are present at the meeting in person or by proxy as the Constitution allows) are in favour of the resolution.

“Rules” means the registered Constitution of the Association, as amended from time to time, which binds the Association and its members to the same extent as if it were a contract between them under which they each agree to observe its provisions. Reference to particular clauses in the Rules has a corresponding meaning and may for the purposes of this document and the internal purposes of the Association be referred to as the *“Constitution”*.

“Seal” means the common seal of the Association (as required pursuant to s.22(b) of the Act) and includes any official seal of the Association (noting that the Act allows the Association to authenticate a document or proceeding requiring authentication by the signature of the Public Officer or the Secretary of the Association without using a seal in which case the Association must act in accordance with provisions in s.55(1) or otherwise s.55(2) of the Act).

“Secretary” means:

- (a) the person appointed to hold office under this Constitution as secretary of the Association (pursuant to rules 21.5.1 and 25); or
- (b) where no such person holds that office, the Public Officer of the Association.

“Special General Meeting” means a meeting of members (other than an Annual General Meeting) held in accordance with rule 30.

“Special Resolution” means a resolution at a general meeting of the Association that has the meaning given to it in rule 37 and in accordance with

s.70 of the Act, i.e. that at least twenty-one days' notice of the meeting must be given to the members of the Association together with a notice of intention to propose the resolution as a special resolution. At the meeting, the special resolution must be passed by at least three-quarters ($\frac{3}{4}$) of Association members who, are entitled to vote, either in person at the meeting or by proxy. It is not required that three-quarters ($\frac{3}{4}$) of the total membership pass the resolution, only those that attend the meeting or vote by proxy.

Special resolutions are usually ones that changes something fundamental about the Association, for example:

- altering the Association's Rules, Objects or purposes;
- changing the Association's name;
- amalgamating with another Association;
- winding up the Association

or as otherwise a matter that specifically requires a special resolution as stated in the Constitution.

“Treasurer” means any person appointed to the office of Treasurer of the Association in accordance with rule 23 and who may undertake any other formally delegated financial governance functions the Board deem necessary and applicable to the role

1.2 Interpretation

- (a) Headings are for convenience only and do not affect interpretation. Reference to a “rule” in this Constitution, refers to a section, phrase, paragraph, or segment that relates to a particular point.
- (b) Unless the context indicates a contrary intention, in this Constitution:
 - (i) **(amendments and statutes)** all references to statutory provisions includes its delegated legislation and are construed as references to any statutory modification, consolidation, amendment, replacement or re-enactment for the time being in force.
 - (ii) **(corresponding meaning)** if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning.
 - (iii) **(currency)** a reference to “\$” or “dollars” is a reference to Australian currency.
 - (iv) **(exercise of a function)** a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
 - (v) **(from time to time)** a power, an authority or a discretion reposed in a Director, the Directors, the Association in General Meeting or a Member of the Association may be exercised at any time and from time to time.
 - (vi) **(function)** a reference to a function includes a reference to a power, authority or duty.
 - (vii) **(gender)** a word indicating a gender includes every other gender.
 - (viii) **(inadvertent omissions in, or ambiguity of interpretation of the Constitution)** if some formality required by this Constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the

omission would have been valid unless it is proved to the satisfaction of the Board that the omission has directly and unfairly prejudiced any Member financially. If there is any matter relating to the Association on which this Constitution is silent or where any ambiguity exists in the interpretation of any meaning, this Constitution shall be interpreted according to the Act, otherwise the directors shall, consistent with and in pursuance of this Constitution, have authority to interpret the meaning of this Constitution and act in relation to any matter relating to the Association on which this Constitution is silent. The decision of the Board is final and binding on all Members until such time as the Members in general meeting add to or amend the Constitution to clarify the omission, ambiguity or meaning.

- (ix) **(meaning not limited)** a reference to the words "include", "including", "for example" or "such as", when introducing an example, does not limit the meaning of the words to which the example relates to that example or examples of a similar kind.
- (x) **(person)** words importing person includes a reference to:
 - (A) a natural person (i.e. an individual, aka a human being) and
 - (B) an "artificial" person (i.e. a body corporate, aka: a corporate entity and includes incorporated associations, co-operatives, companies and other body corporates and bodies politic whether incorporated by statute, Act of Parliament or otherwise).
- (xi) **(regulations)** a reference to a statute, ordinance, code or other law, including regulations and instruments made under them and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any other legislative authority having jurisdiction).
- (xii) **(sending)** references to the sending of a document or written notice includes the sending of that document via electronic means, including, but not limited to, electronic mail.
- (xiii) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied or authenticated by any other manner permitted by the Corporations Act or any other law and in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the directors.
- (xiv) **(singular includes plural)** a word importing the singular includes the plural (and vice versa).
- (xv) **(writing)** "in writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

1.3 Legal Entity

Subject to the provisions of s.14 of the Act, enabling by licence a non-profit unincorporated entity to be incorporated as a body corporate, this Association is an Incorporated Association (a legal entity, separate and distinct from that of the individual members, distinguishing the liability of the Association from that of its members) under the Act .

1.4 Name

The name of the Association shall be the ***Woden Community Service Incorporated.***

1.5 Constitution

- (a) This Constitution applies to the Association and reference to particular clauses has a corresponding meaning and which may for the purposes of this document and the internal purposes of the Association be cited as the "Rules" and reference to a particular rule has a corresponding meaning.
- (b) This Constitution shall comply with the subscribed matters specified in the relevant sections of the Act and such matters that may be prescribed. Any powers conferred under this Constitution must be exercised in such a way as to be consistent with the Act and any other applicable laws. Where a resolution, by-law, policy, rule, regulation, procedure, protocol or process is inconsistent with this Constitution or any applicable law, the resolution, by-law, policy, rule, regulation, procedure, protocol or process will be invalid to the extent of the inconsistency.
- (c) Unless the context indicates a contrary intention and except for the definitions and interpretations in rule 1.2, in this Constitution:
 - (i) a reference to the Act is to the Act in force in relation to the Association after taking into account any waiver, modification or exemption which is in force either generally or in relation to the Association; and
 - (ii) a word, expression or phrase given a meaning in the Act has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the Act, unless that word or phrase is otherwise defined in this Constitution.

This means the words used in this Constitution shall, unless the contrary intention appears, have the same meaning as they have in the Law.

- (d) The Constitution binds the Association and each member and contains covenants on the part of each member to observe all the provisions of the Constitution.
- (e) All members upon request may have a copy of this Constitution in either electronic 'read-only' format or 'hard copy'. A cost recovery fee, determined by the Board, may be charged for a (non-electronic) 'hard copy' of this Constitution. The Constitution must be provided within 21 days of the request.
- (f) The Model Rules contained in the Act do not apply to the Association, except insofar as this Constitution may be silent on the matters referred to.

1.6 Income and Property

- (a) The Association is a corporate entity and is established as a Public Benevolent Institution. The Association is not a Political Entity.
- (b) The income, property and assets of the Association, however derived, shall be applied solely towards the promotion, and in furtherance of the Objects of the Association and no portion shall be paid, distributed or transferred, directly or indirectly, by dividend or bonus, to any member of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association pursuant to rule

1.6(c).

(c) Rule 1.6(b) does not prevent the payment in good faith, to any person or organisation on the basis that the payment is:

- (i) remuneration in return for services actually provided to the Association;
- (ii) consideration for goods supplied to the Association in the ordinary course of business;
- (iii) interest at current bank overdraft rate on money lent;
- (iv) a reasonable and proper sum by way of rent for premises let to the Association by the person or organisation; or
- (v) reimbursement of monies for expenses incurred on behalf of the Association;

or prohibit payment, in good faith, approved by the Board on the basis that the payment is for:

- (vi) out of pocket expenses, incurred by a director in performing a duty as a director of the Association;
- (vii) a service rendered to the Association by a director in a professional or technical capacity, where:
 - (A) the provision of the service has the prior approval of the directors; and
 - (B) the amount payable is not more than an amount that commercially would be reasonable payment for the service.

2. OBJECTS AND POWERS OF THE ASSOCIATION

2.1 Objects

- (a) The purpose for which the Association is established is to bring people together for a vibrant, connected and supportive community.
- (b) The principal Objects of the Association are to:
 - (i) reduce the distress, trauma and disadvantage arising from poverty and discrimination;
 - (ii) value the lived experience of people in policy and program decision making that affects them;
 - (iii) enable children and young people access to support and care that enables them to realise their potential;
 - (iv) support vulnerable people to access the care, protection and advocacy they need to grow and thrive;
 - (v) acknowledge and respect the contribution of First Nations people;
 - (vi) empower communities to be resilient and inclusive;
 - (vii) build capacity to improve communities and people's lives through systemic advocacy.

However, the Association may be constrained to pursue only some of those Objects to the exclusion of others from time to time or pursue some Objects with differing priorities.

2.2 Powers

In addition to the powers conferred on the Association by the Act or Regulation, this Constitution and consistent with the assigned authorities in rule 15, the Association has all such powers as are necessary or convenient to carry out its Objects and, in particular, solely for and consistent with the purpose of carrying out the aforesaid Objects shall have the power to:

- (a) employ, appoint and/or engage and at its discretion remove, dismiss or suspend any employees, officers, staff, servants, agents, contractors, tradespersons or professional persons;
- (b) determine wages, salaries and gratuities of appointees and employees;
- (c) establish and support, or aid in the establishment and support, of services, institutions, funds, trusts, schemes and conveniences calculated to benefit employees or past employees of the Association and their dependants, and the granting of pensions, allowances or other benefits to employees or past employees of the Association and their dependants, and the making of payments towards insurance or superannuation in relation to any of those purposes;
- (d) print and publish by any technological means newsletters, periodicals, books, leaflets or other documents;
- (e) receive or make gifts, grants, devises, bequests, subscriptions or donations from or to any person, fund, authority, organisation or institution and accept any gift whether subject to special trust or not and to act as trustee of money or other property vested in the association on trust;
- (f) take any measures from time to time as the Association may deem expedient or appropriate for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, grants or otherwise;
- (g) draw, make, accept, endorse, discount and issue cheques, draft bills of exchange, promissory notes and other negotiable instruments;
- (h) borrow or raise money in such manner and on such terms as the Association may think fit;
- (i) secure the repayment of money raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association;
- (j) enter into contracts;
- (k) establish and support or aid in the establishment or support of, any other service formed for any of the objects, consistent with any of the aforesaid objects of the Association;
- (l) establish, maintain and manage any building or works and arrange for the construction maintenance and alteration of buildings or works and expend money and do any other thing necessary, convenient or advisable in relation to any building or works to achieve the aims of the Association;
- (m) purchase, take on lease or in exchange and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient to achieve the aims of the Association;

- (n) buy, sell and supply of and deal in, goods or services of any kind to achieve the objects of the Association;
- (o) do any other lawful act as may be necessary, incidental or conducive to the achievement of the aforesaid objects of the Association including to co-operate with any person or organisation on matters relating to the objects of the Association;
- (p) appoint an Auditor as required pursuant to Part 5 of the Act; and
- (q) appoint a Public Officer as required pursuant to s.57 of the Act.

PART II – MEMBERSHIP

3. MEMBERSHIP - QUALIFICATIONS

- (a) Pursuant to rule 4, a person is qualified to be a member of the Association if they agree to:
 - (i) support and to act in a manner consistent with the objects of the Association;
 - (ii) be bound by the policies of the Association and all the provisions of this Constitution;
 - (iii) not make public statements on behalf of the Association without prior approval from the Board; and
 - (iv) pay any fee, subscription, etc. as determined from time to time by the Board pursuant to rule 9.
- (b) A member of the Association is a person at least 18 years of age and who resides and/or works in the ACT or region.
- (c) A person may be denied membership, at the absolute discretion of the Board, on the following grounds:
 - (i) acceptance of the applicant as a member would or could be deemed prejudicial or detrimental to the interests of the Association or contrary to the objects of the Association; or
 - (ii) that the period required as per rule 4(j) has not yet been met.
- (d) In addition to those rights and powers that are permitted by this Constitution to benefit or otherwise be performed by members of the Association, all members:
 - (i) may attend the Association's General and Annual General Meetings;
 - (ii) have full voting rights as members of the Association and are entitled to appoint a natural person to vote on their behalf by proxy at the Association's General and Annual General Meetings;
 - (iii) have speaking rights at a General Meeting; and
 - (iv) may nominate persons, or themselves, to stand as candidates for election as a director of the Association.
- (e) Membership of the Association does not confer on a member any right, title or interest, whether legal or equitable, in the Association's assets.

4. MEMBERSHIP - APPLICATION FOR AND RENEWAL

- (a) An application for membership of the Association shall be:

- (i) made in writing on the Application for Membership form as determined by the Board from time to time (set out in Appendix 1 to this Constitution);
 - (ii) signed by two current financial members personally known to, and who agree to nominate, the applicant;
 - (iii) signed by the applicant acknowledging their consent to apply for membership; and
 - (iv) shall be lodged with the Secretary of the Association at the principal place of business of the Association.
- (b) As soon as practicable after receiving an Application for Membership, the Board shall determine whether to approve or reject the application.
- (c) The Board may delegate its power to approve or reject an application under rule 4(b) at its sole discretion.
- (d) Where the Board determines to approve an Application for Membership, the Secretary shall, with as little delay as possible:
- (i) notify the applicant in writing that they have been approved as a member of the Association and advise the applicant of their attendant rights, privileges and obligations; and
 - (ii) cause to be entered in the register of members the members details pursuant to rule 8(a).
- (e) If an Application for Membership is rejected by the Board, the Secretary must send to the applicant written notice of the outcome of the decision but no reason need be given.
- (f) A person who is denied membership may make an application for review of the decision at the next General Meeting. An application for review of the decision must be made in writing addressed to the Secretary and be received within 21 days of the date of service of notice that membership has been denied.
- (g) Upon receipt from an applicant under rule 4(f) of an application for review of a decision to deny membership, the Secretary shall notify the Board which shall:
- (i) within 21 days acknowledge receipt of the application in writing addressed to the applicant;
 - (ii) place the application for review as an agenda item at the next General Meeting; and
 - (iii) inform the applicant of the date of the next General Meeting at least 21 days prior to the date of the General Meeting.
- (h) Where the next General Meeting is less than 21 days from the date of receipt of the application for review, the Board is not bound by the time limits provided for in clauses 4(g) above and must instead comply with the requirements of clauses 4(g) in respect of the first General Meeting occurring more than 21 days after the application for review was received.
- (i) At the next General Meeting the Association may accept the applicant as a member on a majority vote. Where a majority vote is not reached the decision whether to accept the applicant as a member will be made by the Board.

- (j) An applicant rejected for membership may re-apply for membership of the Association after a period of one year from the date of the previous application rejection or a shorter period as the Board may otherwise determine at their absolute discretion.
- (k) Membership of the Association shall be granted for a term of three years. Members may renew their membership of the Association by advising the Secretary of the Association in writing. Members may continually renew their membership of the Association, for terms of three years on each renewal.
- (l) Once a person's membership of the Association has ceased, if that person wishes to become a member of the Association again they must submit a new application pursuant to rule 4(a).

5. MEMBERSHIP - CESSATION OF

- (a) A person ceases to be a member of the Association if the person:
 - (i) resigns that membership in accordance with rule 7; or
 - (ii) has that membership terminated pursuant to rule 13(a); or
 - (iii) dies or becomes bankrupt; or
 - (iv) ceases to satisfy any criteria for admission to membership of the Association which may be established from time to time; or
 - (v) fails to renew membership of the Association pursuant to rule 4(k).
- (b) Cessation of membership does not entitle the person to any refund of fees, subscriptions, levies, etc.
- (c) A member shall continue to be liable for any unpaid fees, subscriptions, levies, etc. at the date of their cessation and for all other monies due by them to the Association.
- (d) The Secretary shall cause the members details to be removed from the register of members effective from the date of cessation of membership.

6. MEMBERSHIP - ENTITLEMENT NOT TRANSFERABLE

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 unless otherwise permitted under this Constitution; and
- (b) expires upon cessation of the membership.

7. MEMBERSHIP - RESIGNATION OF

- (a) A member of the Association is not entitled to resign that membership except in accordance with this Constitution.
- (b) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving notice being not less than one month (or such shorter period as the Board may determine) in writing to the Secretary of the member's intention to resign. Upon the expiration of the period of notice, the member ceases to be a member.

8. MEMBERSHIP - REGISTER OF

- (a) The Secretary (or where no person holds that office, the Public Officer) of the Association shall establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- (b) It is the responsibility of members to notify the Association, in writing, of a change of address for the purpose of keeping the members register accurate.
- (c) The register of members shall be kept at the principal place of business of the Association.
- (d) The register of members shall be open for inspection, free of charge, at the principal place of business during business hours by a member of the Association (who must be up to date with all financial obligations to the Association at the time of request) at any reasonable hour, having first given the Association reasonable notice in writing to, and made prior arrangement with the Secretary (or where no person holds that office, the Public Officer, or their delegate) to inspect. The inspection may be supervised by the Secretary (or where no person holds that office, the Public Officer, or their delegate) and undertaken at a time convenient to both parties.
- (e) The register of members is not to be electronically or manually copied or removed from the principal place of business of the Association and remains the property of the Association to be used solely for the purposes of the Association pursuant to the matters required as described in this Constitution and the Act and Regulations and in accordance with any other applicable legislation.
- (f) Where a member of the Association ceases to be a member, the Secretary (or where no person holds that office, the Public Officer) shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (g) The register shall be available for perusal by members of the Association immediately before and during the Annual General Meeting pursuant to s.73(2) of the Act and s.11 of the Regulations.

9. MEMBERSHIP - FEES, SUBSCRIPTIONS, ETC.

- (a) A member of the Association shall, upon admission to membership, pay to the Association an application fee in an amount (if any) the Board may from time to time determine.
- (b) Any member may with the written approval of the Board pay the application fee in such manner as the Board may determine. However, the whole of the application fee (including any part which has been deferred and is not yet due) must be paid before a member may resign.
- (c) In addition to any application fee payable by the member under rule 9.1, a member of the Association shall for each Financial Year pay to the Association a membership fee in an amount (if any) and according to such terms, conditions and timings as the Board may from time to time determine.
- (d) The Board may at any time impose a special levy on members where the Board considers it appropriate and necessary to do so in the best interests of the Association.

- (e) The Board may vary the fees and subscriptions, etc. applicable under the clauses under this rule above.

10. MEMBERSHIP – MEMBER COMMUNICATION WITH THE BOARD

A member may raise any matter in relation to the direction, control and management of the affairs of the Association with the Board that the member sees fit to raise. The member shall adhere to the following procedure for raising a matter with the Board:

- (a) The matter must be stated in writing, addressed to the Secretary, clearly describing the matter and signed by the member.
- (b) The Secretary shall ensure the correspondence relating to the matter is placed on the agenda of the next board meeting to be dealt with by the Board at that board meeting, but no later than 60 days from the date of receipt of the correspondence.
- (c) The Secretary shall inform the member in writing of the outcome of the Board's deliberation of the matter within seven days of the meeting at which the matter was discussed.
- (d) Following receipt of notification of the outcome of any board deliberation of the matter, the member may, if they so choose, pursue the matter further, by making a request, in writing, to be invited to attend and address the Board in person as an Attendee at the next board meeting, notwithstanding that the Board can accept or reject the request for invitation for the member to address the Board at their absolute discretion pursuant to rule 17.1(c).
- (e) Within 14 days of receipt of such a request the Secretary will notify the member of the outcome of the request, and if accepted, shall notify the member of the date and time that the member may attend the next board meeting to discuss the matter and be dealt with in accordance with rule 17.1(c). The date of the meeting must be no more than 60 days from the date of receipt of the request.

11. MEMBERSHIP – LIABILITIES OF MEMBERS

The Liability of a member of the Association to contribute towards the payment of any debts or other liabilities incurred by the Association, or to the costs, charges or expenses incurred in the course of winding up the Association pursuant to s.51 of the Act is limited to the amount, if any, unpaid fees and subscriptions, etc. by the member in respect of membership of the Association as required by rule 9.

12. MEMBERSHIP - RESOLUTION OF DISPUTES

- (a) Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, unable to be resolved by the Board to the satisfaction of all concerned parties, are to be referred to the Conflict Resolution Service in the ACT [www.crs.org.au], or similar organisation if otherwise mutually agreed by the parties, for mediation.
- (b) Any mediation under rule 12(a) will take place in Canberra, ACT or, if decided by the Board at its sole discretion, by electronic means.
- (c) Any mediation fee, being a fee payable to the Conflict Resolution Service, or a similar organisation if so agreed between the parties in accordance with rule 12(a), shall be shared equally between the parties.

The parties will otherwise bear their own costs of and incidental to the mediation.

- (d) If a dispute has been referred to mediation in accordance with rule 12(a), that dispute, or any substantially similar dispute between the members and the Association, will not be referred for any further mediation unless mutually agreed between the parties at their absolute discretion.
- (e) Unless otherwise required by law, the Association, members, the Board and/or the Directors are not compelled to participate in any other dispute resolution process other than in accordance with rules 12(a) – 12(d).

13. MEMBERSHIP - DISCIPLINING OF MEMBERS

- (a) The Board in its discretion may determine, by resolution of not less than a two-thirds majority (of the total number of directors), to terminate a member's membership of the Association or suspend a member from membership of the Association for a specified period, subject to compliance with the later provisions of rule 13 and where a member of the Association:
 - (i) persistently refuses or neglects to adhere to the policies of the Association or any provisions of this Constitution; or
 - (ii) refuses or neglects to pay, within 60 days of their due date, any of the fees, subscriptions, etc. raised in accordance with rule 9; or
 - (iii) persistently acts in any way or manner that the Board determines is liable to bring, or has brought the Association into disrepute, or in any way or manner determined by the Board to be prejudicial or detrimental to the interests of the association, or the interests or pursuit of the objects of the Association; or
 - (iv) wilfully acts in a way or manner that causes, or is reasonably likely to cause, significant harm to the Association, the interests of the Association, the pursuit of the objects of the Association, or any staff or employees of the Association.
- (b) Where the Board passes a resolution under rule 13(a), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
 - (i) setting out the resolution of the Board and the grounds on which it is based;
 - (ii) stating that the member may address or make written representations to the Board, in respect of the notice referred to under rule 13(b)(i), at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (iii) stating the date, place and time of that meeting; and
 - (iv) informing the member that the member may do either or both of the following:
 - (A) attend and speak at that meeting;
 - (B) submit to the Board at or prior to the date of that meeting written representations relating to the notice referred to under rule 13(b)(i);

for the purpose of showing cause why the resolution passed under rule 13(a) should be revoked.

- (c) A meeting of the Board shall be convened at the time and place specified in the notice under rule 13(b)(iii) or such other place as the member and the Board shall agree. The meeting will be conducted remotely via electronic means if reasonably requested by either the member or the Board, and the Board at its sole discretion will determine which electronic means will be used to conduct the meeting.
- (d) At the meeting of the Board held as referred to in rule 13(c), the Board shall:
 - (i) give to the member an opportunity to make written or oral representations as referred to in rule 13(b)(iv);
 - (ii) give due consideration to any written or oral representations submitted to the Board by the member at or prior to the meeting; and
 - (iii) by resolution determine whether to confirm or to revoke the resolution.
- (e) Where the Board:
 - (i) confirms a resolution under rule 13(d)(iii), the Secretary shall, within seven days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under rule 14; or
 - (ii) revokes a resolution under rule 13(d)(iii), the Secretary shall, within seven days after that revocation, by notice in writing inform the member of the fact (and may issue a notice to the member counselling or otherwise advising the member in respect of the matter or the issue).
- (f) A resolution confirmed by the Board under rule 13(d)(iii) does not take effect:
 - (i) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (ii) where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to rule 14(e).

14. MEMBERSHIP - RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (a) Within seven days after notice of the resolution is served on the member under rule 13(e)(i), that member may appeal to the Association in general meeting against a resolution of the Board which is confirmed under rule 13(e)(i), by lodging with the Secretary a notice of application for appeal of a decision to terminate or suspend membership.
- (b) Upon receipt from a member under rule 14(a) of an application for appeal of a decision to terminate or suspend membership, the Secretary shall notify the Board which shall:
 - (i) within 21 days acknowledge receipt of the application in writing addressed to the member;
 - (ii) place the application for appeal notice as an agenda item at the next general meeting; and
 - (iii) inform the member of the date of the next general meeting of members at least 21 days prior to the date of the general meeting.

- (c) Where the next general meeting is less than 21 days from the date of receipt of the application for appeal, the Board is not bound by the time limits provided for above.
- (d) At a general meeting of the Association referred to under rule 14(b):
 - (i) the Board and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (ii) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (e) If at the general meeting the Association referred to under rule 14(b) passes the resolution by means of a Resolution:
 - (i) in favour of the confirmation of the resolution, the resolution is confirmed; or
 - (ii) against of the confirmation of the resolution, the resolution is revoked.

PART III - THE BOARD

15. THE BOARD - POWERS OF

- (a) Subject to the Act, the Regulation and this Constitution, the Board:
 - (i) shall direct, control and be responsible for the management of the affairs of the Association, and for the furtherance of the objects of the Association;
 - (ii) 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
 - (iii) has power to perform all such acts and do all such things and determine such policies as appear to the Board to be necessary or desirable for the proper management and conduct of the business and affairs of the Association.
- (b) Except in the case of a specific delegation of authority pursuant to rule 24, the Board shall approve any and all public statements made on behalf of the Association by any member, duly appointed director, office bearer, officer, employee, delegated person, persons, or committee and/or agent of the Association, prior to that person making such statement.
- (c) The Board's main general role, functions and activities are to:
 - (i) formulate the Association's strategic direction;
 - (ii) formulate the Association's governance policies (pursuant to rule 48);
 - (iii) monitor and supervise the Association's CEO and organisational performance and risk oversight;
 - (iv) provide accountability to the members; and
 - (v) appoint and work with and through the CEO,in pursuit of the fore-mentioned objects of the Association described at rule 2.1.

16. THE BOARD - COMPOSITION AND MEMBERSHIP

16.1 Board composition

- (a) There shall be a governing board (which shall have the same meaning as "committee" and be subject to s.60 of the Act) which shall be the governing body of the Association whose members shall consist of not less than five members duly elected at the Annual General Meeting in accordance with rule 19, who shall be directors of the Board of the Association, three of whom shall be elected by the Board pursuant to rule 21.2 as the following:
- (b) The office bearers of the Association are the:
 - (i) Chair;
 - (ii) Treasurer; and
 - (iii) Deputy Chair.

16.2 Director eligibility

- (a) Only natural persons who reside and/or work in the ACT and region who are:

- (i) members of the Association; or are
- (ii) willing to become members of the Association within seven days of being elected as a director;

shall be eligible to nominate for election as a director, noting that directors are elected as individuals and are not elected as representatives of any member or member group and must act for the benefit of the Association as a whole, and not in the interests of other bodies or persons and not allow personal interests, or the interest of any associated persons, to conflict with the interests of the Association.

- (b) The Act prohibits certain persons from accepting a position on the Board that include any person who:
 - (i) has been convicted of offences in the promotion, formation or management of a body corporate;
 - (ii) has been convicted of offences involving fraud or dishonesty punishable by imprisonment of three months or more; or
 - (iii) is insolvent under administration within the meaning of the Corporations Act.

Persons convicted of these offences may be entitled to accept board positions not earlier than five years after conviction or release from prison, whichever is later, or by the authority of the Supreme Court. Persons who are insolvent may also seek leave from the Supreme Court to accept such positions.

- (c) A:
 - (i) current employee of the Association; or
 - (ii) member who has been an employee of the Association (or any of its associated bodies corporate, affiliates or companies or body corporate under the auspice of the Association) within the immediate preceding one-year period from the date of the forthcoming Annual General Meeting at which directors are to be elected,

is excluded from being a director or from being nominated as a director.
- (d) Each newly elected director shall be responsible for ensuring their required particulars are provided to the Secretary of the Association (or where no person holds that office, the Public Officer) for inclusion in the register of board members in accordance with s.62 of the Act and rule 8(a) of the Constitution.

16.3 Director tenure

- (a) Each director shall, subject to this Constitution and maintaining the director's membership of the Association, hold office for a period of three years until the conclusion of the third Annual General Meeting following the date of the director's election and shall be eligible for re-election.
- (b) At each Annual General Meeting one third (or if that is not a whole number, the whole number nearest to one third) of the directors; must retire from office and are eligible for re-election.
- (c) A director's retirement under rule 16.3(a) takes effect at the end of the relevant Annual General Meeting unless the director is re-elected at that meeting.

- (d) The office bearers shall be elected by the Board pursuant to rule 21.2. A person may be re-elected as an office bearer following an Annual General Meeting and may be re-elected to the same position as previously held. A person may not be an office bearer for a period exceeding the tenure of their directorship as per this rule 16.3.

16.4 Board vacancies

- (a) For the purpose of this Constitution, and in addition to any circumstances prescribed by the Act, a director vacates his or her position on the Board when the director:
 - (i) retires as a director pursuant to the requirements of rule 16.3(a);
 - (ii) resigns the office of director by notice in writing given to the Secretary;
 - (iii) ceases to be a member of the Association;
 - (iv) is absent without the consent of the Board from three consecutive meetings of the Board;
 - (v) becomes bankrupt or insolvent under administration within the meaning of the Corporations Act or makes arrangement or composition with their creditors generally;
 - (vi) is convicted on indictment of an offence in the promotion, formation or management of a body corporate or involving fraud or dishonesty;
 - (vii) is removed from office pursuant to rule 20;
 - (viii) is prohibited by the Act from holding office or continuing as a director;
 - (ix) becomes a paid employee of the Association (whether full-time or part-time) or holds paid employment in any related body corporate of the Association (noting that acting as a volunteer worker, or employed in a voluntary capacity or position within the Association, does not disqualify a person from being a Director of the Association);

(Note: A vacating director pursuant to rules 16.4(a)(i) through to 16.4(a)(ix) shall be responsible for ensuring all documents in their possession, belonging to the Association, are delivered to the Secretary of the Association (or where no person holds that office, the Public Officer) within 14 days after vacating office)

- (x) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (xi) dies.
- (b) Any vacancy created pursuant to this rule 16.4 shall be deemed a casual vacancy and shall be dealt with pursuant to rule 16.6.

16.5 Director proxy, alternate, substitute or deputy

- (a) No director shall be entitled to appoint another director as their proxy nor be entitled to appoint any alternate, substitute or deputy person to act as a director in their place or role.

16.6 Casual vacancy

- (a) In the event of a casual vacancy occurring in the membership of the Board, the Board shall appoint a suitable and eligible person of the Association pursuant to rule 16.2 to fill the vacancy who shall hold office until the conclusion of the next Annual General Meeting following the date of the director's appointment and shall be eligible for re-election pursuant to rule 16.3.

16.7 Director duties

- (a) Members of the Board are expected to understand the provisions of this Constitution and the provisions of the Act and to adhere to all common law fiduciary duties owed to the Association and in particular shall:
 - (i) exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would be expected to exercise commensurate with the nature and complexity of the structure and operations of the Association;
 - (ii) act in good faith and in the best interest of the Association and for a proper purpose for which the entity was created and exercise delegated powers for the purposes for which they were originally conferred;
 - (iii) not knowingly or recklessly make improper use of their position or use information acquired by virtue of their position so as to gain, directly or indirectly, any pecuniary benefit or material advantage for themselves or any other person or so as to cause detriment to the Association;
 - (iv) ensure that the Association does not incur debts that are not expected to be repaid;
 - (v) do or cause to be done any duty, obligation or any other act that is required to fulfil the obligations of the Association under the Act, or required under Australian law; and
 - (vi) comply with any additional duty set out in this Constitution and with the policies of the Association.

16.8 Conflict of Interest

- (a) A director must give the other directors notice of any actual, potential or perceived conflict of interest on any matter arising in relation to the Association (and in particular, any direct or indirect pecuniary interest in a contract or proposed contract to which the Association is or may be a party). Details of the nature and extent of the interest are to be given at the next board meeting as soon as practicable after the director becomes aware of his or her interest in the matter.
- (b) For clarity, a conflict of interest has the same definition in this Constitution as that provided in the Corporations Act and shall be interpreted consistent with legal interpretations applied to the Corporations Act.
- (c) Once a conflict has been declared, the Board shall determine the nature and severity of the conflict and apply management of the conflict in both reality and appearance by one or more of the following:
 - (i) allow the director full (or partial) participation in the deliberation of the matter;
 - (ii) allow the director receipt, or not, of any related material;
 - (iii) deem the director participate, or not, in decision-making (voting);
 - (iv) request the director withdraw from discussion and deliberation and absent themselves from full participation in the deliberation of the matter and not be permitted to receive related material or vote on any resolution in respect to the matter the subject of the conflict.
- (d) The details of any conflict that is declared shall be recorded in the minutes of the meeting and registered on the 'Conflict of Interest Register'.

17. THE BOARD - MEETINGS AND QUORUM

17.1 Number, means, place and time of meeting

- (a) The Board shall meet as regularly as it deems necessary to adequately fulfil its duties under the Act and this Constitution but not less than at least three times, including the Annual General Meeting, in each period of 12 months either in person or via electronic telecommunication means at such place, time and duration as the Board may determine.
- (b) Additional meetings of the Board may be convened by the Chair or by any four directors.
- (c) The Board shall hold all board meetings as *in camera* sessions, but may invite, at their own discretion, any person or persons as an Attendee to any part of the Board meeting who may be invited to raise a matter or speak on agenda items to provide reports, advice, counsel and information or answer questions on Association related matters as requested by board members.
- (d) In most instances, the CEO shall attend all meetings of the Board for the full duration, unless excused or requested not to by the Board pursuant to rule 21.8.1.
- (e) In most instances, the Secretary shall attend all meetings of the Board for the full duration to fulfil their delegated governance administrative functions pursuant to rule 25.2, unless excused or requested not to by the Board.

17.2 Notice of meetings

- (a) Written notice of a meeting of the Board shall be given by the Secretary to each director at least seven days, or such period as may be unanimously agreed upon by the members of the Board, before the time appointed for the holding of the meeting.
- (b) Notice of a meeting given under rule 17.2(a) shall specify an agenda of the business (in a format as prescribed by the Board from time to time) to be transacted at the meeting.

17.3 Quorum

- (a) Five directors being present either in person or via electronic means shall constitute a quorum for the purpose of passing a resolution and the transaction of the business of a meeting of the Board. A quorum for a board meeting must be present at all times during the meeting. Each individual director present may only be counted once towards a quorum.
- (b) No resolution shall be passed or business transacted by the Board unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (c) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (d) If the directors number is reduced below the number fixed as the necessary quorum of the Board pursuant to rule 17.3(a), the continuing directors may act for the purpose of:
 - (i) increasing the number of directors to fill casual vacancies pursuant to rule 16.6 up to at least five directors or otherwise pursuant to rule 16.1; or

- (ii) convening a general meeting of members of the Association pursuant to rule 30.1 for the purpose of the election of additional directors until the number of directors is made up to at least five directors;

but for no other purpose.

17.4 Presiding member

- (a) At a meeting of the Board:
 - (i) the Chair or, in the Chair's absence, the Deputy-Chair or Treasurer, shall preside; or
 - (ii) if the Chair, Deputy-Chair and Treasurer are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the directors present at the meeting shall preside.

17.5 Minutes

- (a) The directors must cause minutes to be made of:
 - (i) the names of the directors present at all board meetings;
 - (ii) all statutory item approvals (attendance, apologies, previous minutes, correspondence, use of Seal, etc.) and items noted, matters delegated, reports and documents tabled at board meetings;
 - (iii) all resolutions passed by the Board in accordance with rule 18;
 - (iv) all appointments of office bearers and officers;
 - (v) all disclosures of interests made under rule 16.8; and
 - (vi) any proceedings of the meeting deemed as necessary to record by the Board.
- (b) Minutes of proceedings at a meeting shall be signed by the presiding Chair of the meeting or by the presiding Chair of the next succeeding meeting.
- (c) The Association must keep all registers required by this Constitution and the Law.

18. THE BOARD - VOTING AND DECISIONS

18.1 Voting

- (a) Resolutions arising at a meeting of, and put to the Board shall be determined by a majority of the votes of the directors present at the meeting (except a resolution pursuant to rules 13(a) and 20(c)), with every vote being equal, a majority vote means more than half.
- (b) A decision by the majority of directors is for all purposes a decision of the Board who, being accountable as a group, have a collective responsibility to the entity, act as a whole and make decisions as one.
- (c) In the event of an equality of votes on any resolution, the person presiding at that meeting pursuant to rule 17.4, (and provided that person is entitled to vote on the resolution) in addition to their deliberative vote, is entitled to exercise a casting vote.

18.2 The Board may act notwithstanding any vacancy

- (a) Subject to a quorum being achieved pursuant to rule 17.3, the Board may act notwithstanding any vacancy on the Board.

18.3 Out of session resolutions

- (a) A resolution approved in writing by all of the members of the Board shall be as valid and effectual as if passed at a meeting of the Board duly convened and held. The resolution is deemed carried at the date on which the last board member provides written approval and if a majority of directors vote in favour of the resolution. Any such resolution may consist of several documents in like form each signed by one or more members of the Board.

18.4 Validity of Acts

- (a) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any board person.

19. DIRECTORS - PROCEDURE FOR ELECTION OF

- (a) Nominations of candidates for election to the Board:
 - (i) shall be made in writing on the form of nomination as determined by the Board from time to time;
 - (ii) shall be endorsed and signed by two other members of the Association (not being the nominated candidates and who have no fees and subscriptions, etc. in arrears) and who personally know and can vouch for the prerequisite qualification and competence of the applicant;
 - (iii) shall be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
 - (iv) shall be delivered to the Secretary of the Association not fewer than 14 days before the date fixed for the holding of the election; and
 - (v) must declare anything whatsoever that will or may prevent the nominee from acting as a director and must be made at least five days prior to the date of the meeting of members. Failure to declare any relevant matter that would or could prevent the nominee from acting as a director will be grounds for the Board to remove the nominated person's name from the list of eligible nominees.
- (b) If the number of nominations received is equal to the vacancies to be filled, the persons nominated shall be deemed to be elected.
- (c) If the number of nominations received is less than the number of vacancies to be filled, the Board may fill the remaining vacancy or vacancies in accordance with rule 16.6.
- (d) If the number of nominations received exceeds the number of vacancies to be filled, a ballot of members shall be held. Any tie shall be broken by lot.
- (e) Other than for casual vacancies, ballots for the election of members of the Board shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct, or as otherwise provided pursuant to rule 20(b).

20. DIRECTORS – VACATION OF OFFICE AND REMOVAL OF

- (a) The office of a director immediately becomes vacant if a director vacates his or her position on the Board pursuant to rule 16.4.

- (b) The members may by resolution in a general meeting remove a director from office and elect another person to replace that director at any time, at a general meeting convened in accordance with rule 30.
- (c) The Board may resolve to suspend a director from office, by a two-thirds majority, if in their opinion they establish sufficient legitimate grounds for them to determine the conduct of a director is in breach of this Constitution or the policies of the Association or such that continuance in office would be prejudicial to the interests of the Association.
- (d) Should the Board so resolve to enact the suspension pursuant to rule 20(c), the Board shall issue to the affected director a "Notice to Show Cause" why the director should not be removed as a director.
- (e) The affected director shall have 21 days from the date of the "Notice to Show Cause" to either:
 - (i) respond in writing to the Board; and/or
 - (ii) seek to address the Board personally;stating any reason why the director should not be removed.
- (f) The Board must, within 14 days of the receipt of any response pursuant to rule 20(e)(i), convene a meeting of the directors specifically called for that purpose and give seven days' notice to the affected director to either (as the case may be):
 - (i) review the written "Notice to Show Cause"; and/or
 - (ii) hear the personal address from the affected director;and shall upon such review and/or hearing, determine their response accordingly.
- (g) Should the Board accordingly resolve to confirm the suspension enacted pursuant to rule 20(c), the Board shall, within 28 days of the confirmation of suspension of the director, convene a special general meeting and include in the notice a resolution to remove the director from office. At the special general meeting of the Association:
 - (i) the Board and the suspended director shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (ii) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (h) Should the resolution at the special general meeting of the Association be:
 - (i) confirmed, the suspended director shall forthwith be formally removed from office and the vacancy shall then be treated as a casual vacancy pursuant to rule 16.6; or
 - (ii) revoked, the suspended director shall forthwith be reinstated as a director.

21. OFFICE BEARERS AND OTHER POSITIONS - ELECTION AND APPOINTMENT OF

Office Bearers

- (a) The office bearers of the Association shall be:
 - (i) the Chair;

- (ii) the Treasurer;
- (iii) the Deputy-Chair.
- (b) In the event of a casual vacancy in a position of office bearer, the Board shall elect (from among the remaining members of the Board) a person to fill the vacancy.
- (c) A person shall cease to be an office bearer if:
 - (i) that person ceases to be a director in accordance with rule 16.4; or
 - (ii) the Board so determines by majority vote pursuant to rules 18.1 and 18.2.

Other Board Appointed Positions

- (d) The following (non-office bearer) positions (who may be either a board member, an employee, a member or another person) shall be appointed annually by the Board immediately following each Annual General Meeting in such manner as the Board may determine pursuant to rules 25 and 27 respectively:
 - (i) the Secretary;
 - (ii) the Public Officer.
- (e) The appointed positions in rules 21(d)(i) and 21(d)(ii) may be held by the same or different person(s).
 - (i)
- (f) The Board may appoint (and remove) a Chief Executive Officer of the Association. The Chief Executive Officer:
 - (i) shall be responsible to the Board for the day-to-day management of the Association and shall undertake and fulfil any functions so delegated, and in accordance with the terms of the delegation as determined by the Board from time to time;
 - (ii) shall attend all meetings of the Board, unless excused or requested not to by the Board but does not have any right to vote at board meetings; and
 - (iii) may (subject to any other direction of the Board) delegate to an employee of the Association a function or power delegated to the Chief Executive Officer pursuant to rule 21(g)(i), but that power or function may not be further delegated. Any act or thing done or suffered by the delegated employee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Chief Executive Officer and noting that the exercise of the power by the delegate is as effective as if the Chief Executive Officer themselves had exercised it.

22. CHAIR

- (a) The Chair shall be elected for a three-year term by the Board in such manner as the Board may determine. Such elections shall be held immediately following an Annual General Meeting.
- (b) The Chair is to preside as Chair at each general meeting of the Association and board meeting at which the Chair is present.

- (c) The Chair shall be responsible to the Board to ensure that absolute discretion, appropriate governance protocols and confidentiality shall apply in all board activities, meetings and dealings related to the governance of the Association according to any policy in this regard the Board may determine from time to time.
- (d) The Chair shall represent the Board and shall be the spokesperson for the Association to external parties; and in this regard shall be professionally supported by the Chief Executive Officer in accordance with any policy in this regard the Board may determine from time to time. The default arrangement where WCS Inc. is required to be represented in external meetings, forums and public contexts shall be:
 - (i) that the Chair will represent the Association (especially on public policy issues) or in their stead, their delegate, being either the Deputy Chair or CEO as the Chair may decide. When the Chair (or their delegate) is representing the Association, he or she will be known as the President (or Deputy President or CEO as the case may be) of WCS Inc. As such, the Board may delegate to the President any powers exercisable by the President, subject to any terms and restrictions determined by the Board and the Board may at any time withdraw or vary any of the powers delegated to the President.
- (e) The Chair may delegate the responsibilities referred to in rule 22(d) to the Chief Executive Officer of the Association, the Deputy-Chair or other delegate but shall at all times be responsible for, and be kept fully informed of and receive reports from such delegated person.

23. TREASURER

- (a) The Treasurer shall be elected for a three-year term by the Board in such manner as the Board may determine. Such elections shall be held immediately following an Annual General Meeting.
- (b) The Treasurer shall, during a vacancy in the office of Chair or, when the Chair is unable to perform the duties of office, shall act as Chair undertaking the duties of the Chair as provided for in this Constitution.
- (c) The Treasurer may be called upon to present the annual financial statements of the Association at the AGM and undertake any other formally delegated financial governance functions the Board deem necessary and applicable to the role.
- (d) The Treasurer, and at the discretion of the Board, may be appointed to occupy such position in any committee established by the Board in relation to the finances of the Association (where established from time to time pursuant to rule 24) to undertake and fulfil any functions so delegated, and in accordance with the terms of the delegation as determined by the Board from time to time.
- (e) The Board may, by instrument in writing, delegate some or all the above duties to another person in accordance with rule 25 not acting formally as the Treasurer.

24. DEPUTY-CHAIR

- (f) The Deputy-Chair shall be elected for a three-year term by the Board in such manner as the Board may determine. Such elections shall be held immediately following an Annual General Meeting.

- (g) The Deputy-Chair shall, during a vacancy in the office of Chair or, when the Chair is unable to perform the duties of office, shall act as Chair undertaking the duties of the Chair as provided for in this Constitution.

25. DELEGATION

- (a) The Board may, by instrument in writing, delegate the exercise of the functions of the Board or any of its powers for any period and on any terms (including the power to further delegate), as the Board resolves, to:
 - (i) a committee;
 - (ii) a director;
 - (iii) an employee of the Association; or
 - (iv) any other person or persons;as are specified in the instrument of delegation and/or any directions of the Board, other than:
 - (v) this power of delegation; and
 - (vi) a function which is a duty imposed specifically on the Board by the Act or by any other law.
- (b) A function, the exercise of which has been delegated under this rule, may, while the delegation remains unrevoked, be exercised from time to time by the delegated person, persons, or committee in accordance with the terms of the delegation.
- (c) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances as may be specified in the instrument of delegation.
- (d) Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by the delegated person, persons, or committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board and noting that the exercise of the power by the delegate is as effective as if the directors themselves had exercised it.
- (f) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (g) Any person, persons or committee appointed under this rule shall report in writing to the Board on the exercise of the delegated functions or powers as and when and by a method and at a frequency the Board shall from time to time determine.

26. SECRETARY

- (a) The Board shall appoint a secretary of the Association (who may be either a board member, an employee, a member or another person) who shall, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (b) It is the duty of the Secretary to undertake and fulfil any functions so delegated, and in accordance with the terms of the delegation as determined by the Board from time to time, as well as keep minutes of:
 - (i) all appointments of directors and office bearers;

- (ii) the names of the directors present at all board meetings and members present at all general meetings; and
 - (iii) all board meetings and general meetings.
- (c) The Board may, by instrument in writing, delegate some or all of the above duties to another person in accordance with rule 24 not acting formally as the Secretary of the Association.

27. PUBLIC OFFICER

- (a) The Board shall appoint a Public Officer of the Association (who may be either a board member, a member or another person) and must be at least 18 years of age and must reside in the Australian Capital Territory and shall be responsible for:
- (i) acting as the official contact for the Association, including receiving legal notices, information or changes to legislation or procedures from the Registrar-General and taking delivery of documents served on the Association and bringing them to the attention of the Board as soon as possible;
 - (ii) notifying the Registrar-General of any change in the Association's official address within 28 days;
 - (iii) lodging an annual summary of financial affairs, with the prescribed fee, within one month of the association's Annual General Meeting; and
 - (iv) custody of any documents as required by the Act or this Constitution.
- (b) The Board may, by instrument in writing, delegate some or all of the above duties to another person in accordance with rule 24 not acting formally as the Public Officer of the Association.
- (c) The Board shall be responsible for appointing a Public Officer and once the position becomes vacant, the Board must fill the position within 28 days. The new Public Officer must, not later than one month after being appointed, lodge with the Registrar-General a notice of the appointment and their address on the approved form.

PART IV - GENERAL MEETINGS

28. ANNUAL GENERAL MEETINGS - HOLDING OF

- (a) The Association must, at least once in each calendar year and within the period of five months beginning at the end of the Association's most recently ended Financial Year, convene an Annual General Meeting of its members pursuant to s.69 of the Act.
- (b) Rule 28(a) has effect subject to any extension and condition or permission granted by the Registrar-General under s.120 of the Act.
- (c) The Association may conduct general meetings, including Annual General Meetings and Special General Meetings, using electronic means.

29. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

- (a) The Annual General Meeting of the Association shall, subject to the Act and to rule 28, be convened on such date and at such place and time as the Board thinks fit.
- (b) The business of an Annual General Meeting shall be to:
 - (i) confirm the minutes of the last Annual General Meeting and of any special general meeting held since that meeting;
 - (ii) receive and consider, pursuant to s.73(1)(a)-(b) of the Act, the audited statement of the Association's accounts for the most recently ended financial year and a copy of the auditor's report for the accounts;
 - (iii) receive and consider from the Board, pursuant to s.73(1)(c) of the Act, a report signed by two current directors stating:
 - (A) the name of each director of the Association during the most recently ended financial year of the Association and, if different, at the date of the report; and
 - (B) the principal activities of the Association during the most recently ended financial year and any significant change in the nature of those activities that occurred during that financial year; and
 - (C) the net profit or loss of the Association for the most recently ended financial year;
 - (iv) elect directors (pursuant to rule 19);
 - (v) appoint an Auditor if and as required pursuant to s.74(1) of the Act; and
 - (vi) conduct other (special) business of which notice has been given to the members.
- (c) An Annual General Meeting shall be specified as such in the notice convening it.
- (d) The procedure for an Annual General Meeting shall be as set out in rule 31.

30. SPECIAL GENERAL MEETINGS - CALLING OF

- (a) The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.

- (b) Except in the case of a member exercising their rights under rule 14, the Board shall convene a Special General Meeting of the Association on the requisition in writing of 20 members or not less than 50% of the total membership of the Association, whichever is less.
- (c) A requisition of members for a Special General Meeting:
 - (i) shall state the purpose or purposes of the meeting and shall clearly state any resolution(s) to be proposed at the meeting;
 - (ii) shall be signed by each of the members making the requisition;
 - (iii) shall be lodged with the Secretary; and
 - (iv) may consist of several documents in a similar form, each signed by one or more of each member making the requisition.
- (d) If the Board fails to convene a Special General Meeting within 21 days after the date on which a requisition of members for the meeting was 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 three months after the date on which the requisition was lodged.
- (e) A Special General Meeting convened by members as referred to in rule 30(d) shall be convened where possible to coincide with Annual General Meetings convened by the Board.
- (f) Members who convened a Special General Meeting, as referred to in rule 30(d), that is not convened to coincide with Annual General Meetings convened by the Board shall be liable for all costs associated with the Special General Meeting, as reasonably determined by the Board, and shall be payable on the issuing of an invoice by the Board to the member(s).
- (g) The procedure for a Special General Meeting shall be as set out in rule 31.

31. GENERAL MEETINGS - PROCEDURE AT

- (a) No item of business shall 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.
- (b) A quorum for the transaction of the business of a general meeting shall constitute 20 members or not less than 50% of the total membership of the Association, whichever is less, entitled under this Constitution to vote at a general meeting being present in person or by proxy.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and at the same place (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned).
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not fewer than five) shall constitute a quorum.

32. GENERAL MEETINGS - PRESIDING MEMBER

- (a) The Chair or, in the Chair's absence, the Deputy-Chair, shall preside as Chair at each general meeting of the Association.
- (b) If the Chair and the Deputy-Chair are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as Chair at the meeting.

33. GENERAL MEETINGS - ADJOURNMENT

- (a) The Chair of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in rules 33(a) and 33(b) herein, 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.

34. GENERAL MEETINGS - MAKING OF DECISIONS

- (a) A question arising at a general meeting of the Association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a Poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect has been entered 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.
- (b) At a general meeting of the Association, a Poll may be demanded by the person presiding or by not less than 10 members or three directors present in person or by proxy at the meeting. The Poll shall be taken:
 - (i) immediately in the case of a Poll which relates to the election of the Chair of the meeting or to the question of an adjournment; or
 - (ii) in any other case, in such manner and at such time before the close of the meeting as the Chair directs, and the resolution of the Poll on the matter shall be deemed to be the resolution of the meeting on that matter.

35. GENERAL MEETINGS - VOTING

- (a) Upon any question arising at a general meeting of the Association, and on any motion at a general meeting, each member shall be entitled to one vote. All votes must be given personally or by proxy.
 - (i) A member may NOT hold more than one proxy at any time, i.e. a member may not be appointed as proxy for more than one other member. This means that a member may vote on their own behalf, and upon being duly authorised exercise the vote of one other member and only one other member, if appointed as proxy by that member;

- (ii) The Chair MAY hold more than one proxy at any time and may be appointed as proxy for any number of members. This means that the Chair may vote on their own behalf, and upon being duly authorised exercise the vote of any number of other member, if appointed as proxy by those members.
- (b) The register of members will be conclusive in determining membership and eligibility to vote.
 - (i) A member, or the member's proxy, who has any fees and subscriptions, etc. in arrears, whether or not they have received a notice of termination of membership, will not be eligible to vote on any resolution at any meeting of members.
 - (ii) A member who is not financial (up to date with the payment of any fees and subscriptions, etc.) 30 days prior to a meeting of members will not be eligible to:
 - (A) propose a special resolution in the notice of the meeting of members;
 - (B) move any amendment of that special resolution at a meeting of members (noting that in any case, any proposed motion of amendment of a special resolution must not change the substantive meaning and intent of the original resolution); or
 - (C) vote on any resolution proposed.
- (c) A resolution, other than a special resolution, is deemed carried if more than half of the eligible voting members vote in favour of the resolution;
- (d) In the case of an equality of votes on a question at a general meeting, the Chair of the meeting (and provided that person is entitled to vote on the resolution) in addition to their deliberative vote, may be entitled to exercise a casting vote.

36. GENERAL MEETINGS - NOTICES

- (a) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post (or if specified by the member, electronic mail transmission) to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association (or business in relation to rule 29(b)(vi)), the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting or at least seven days before the date fixed for the holding of a Special General Meeting, cause notice to be sent to each member in the manner provided in rule 36(a) specifying in addition to the matter specified in rule 36(a), the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to rule 29(b).
- (d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary, who shall include

that business in the next notice calling a general meeting given after receipt of the notice from the member.

- (e) The accidental omission to give notice of a general meeting to, or the non-receipt of notice of the general meeting by, any person entitled to receive notice shall not invalidate proceedings of the general meeting.

37. GENERAL MEETINGS - SPECIAL RESOLUTIONS

A resolution of the Association is a special resolution if it is passed at a general meeting convened as required pursuant to s.70 of the Act and rule 30 by a 75% majority. A 75% majority means not less than 75% of the total votes of such members of the Association present and voting in person and/or by proxy at the meeting.

38. GENERAL MEETINGS - APPOINTMENT OF PROXIES

- (a) Each member shall be entitled to appoint one other eligible voting member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
 - (i) A member appointing an eligible voting member as their proxy should take note of the restrictions relating to the holding of proxy's pursuant to rule 35 and ensure that the appointed eligible voting member can exercise the proxy's voting right.
- (b) A proxy appointment will be valid for only one meeting of members.
- (c) The notice appointing the proxy may be in the form set out in Appendix 2 to this Constitution and shall be made available to members upon request.
 - (i) The instrument appointing a proxy may be in any form that makes it clear that a proxy has been appointed provided that it shall be signed by the member making the appointment and contain at least the following information:
 - (A) the member's name and address;
 - (B) the Association's name;
 - (C) the proxy's name or the name and address;
 - (D) the meetings at which the appointment may be used; and
 - (E) if the member wishes to make a specific direction to the proxy as to how the proxy must vote on a particular matter then the manner in which the vote must be exercised.
- (d) A proxy form must be submitted to the Secretary of the Association no later than 24 hours before the time of the meeting of the members. Upon authentication of current membership, the proxy form will be made available to the member exercising the proxy immediately prior to the meeting at which the proxy is to be exercised.

39. GENERAL MEETINGS – OFFENSIVE MATERIAL AND CONDUCT AND OBSERVERS

- (a) The Chair, in their discretion, may refuse to admit a person, or require them to leave and not return to a general meeting, if the person:
 - (i) refuses to permit examination of any article in the person's possession;
 - (ii) is in possession of any electronic or recording device; placard or banner; or other inappropriate article;

- (iii) acts, behaves or uses abusive language in a manner unbecoming of appropriate decorum; or
 - (iv) is considered by the Chair to be dangerous, offensive or liable to cause disruption or distress.
- (b) Interested persons (other than members) are permitted to attend general meetings of the Association at the discretion of and with the permission of the Chair (or their delegate) but have no right to speak at or otherwise participate in the meeting and must follow any directions of the Chair.

PART V – MISCELLANEOUS

40. INSURANCE

- (a) The Association will effect and maintain the following insurances:
 - (i) Workers compensation insurance;
 - (ii) Public liability insurance;
 - (iii) Directors and officers insurance; and
 - (iv) any other insurance determined necessary by the Board.
 - (b) The terms and conditions of insurance policies held by the Association, including the amounts insured and the choice of insurer/s, will be determined by the Board.
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41. FUNDS - SOURCE

The funds, revenue and income of the Association shall be derived from membership, other fees, subscriptions, special levies, grants, donations and such other revenue raising or financing activities or sources as the Board determines pursuant to the powers of the Association in rule 2.2.

42. FUNDS - MANAGEMENT AND ACCOUNTABILITY

- (a) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
 - (b) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.
 - (c) Subject to any resolution passed by the Association in general meeting, the funds and assets of the Association shall be used in pursuance of the objectives of the Association in such manner as the Board determines, provided such manner is in accordance with both rules 1.6, 2.1 and 2.2.
 - (d) The Board must ensure that:
 - (i) all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments; and
 - (ii) all payments (which may include electronic fund transfers, writing cheques, use of credit cards, payment of cash and any other lawful means of disbursement of funds) by the Association;

are specifically authorised in writing by (and in the case where physical signatures are required, attested by the signatures of) at least two persons being either:
 - (iii) the Chief Executive Officer and the Chief Finance Officer (or their equivalent); or
 - (iv) the Chief Finance Officer (or their equivalent) and one other person with senior delegated financial management responsibilities and authorities;
- in accordance and consistent with:
- (v) their delegated powers as are specified in the instrument of delegation;
 - (vi) any directions of the Board; and
-

- (vii) the policies of the Association as determined by the Board.
- (e) Nothing in this provision shall prevent the use of petty cash from time to time once funds have been disbursed for that purpose and all other provisions of this Constitution have been complied with.
- (f) The Board must keep or cause to be kept accounting records that correctly record and explain the transactions and the financial position of the Association; and keep its accounting records in such a way that:
 - (i) true and fair accounts of the Association can be prepared from time to time;
 - (ii) a statement of the accounts of the Association can conveniently and properly be audited in accordance with Part 5 of the Act; and
 - (iii) the Association's accounting records are retained for at least seven years after the transactions to which they relate were completed.
- (g) The Association shall appoint an Auditor of the Association (if required under the Act) who shall audit the books and records of the Association annually.
 - (i) The Auditor shall be nominated and accepted at an Annual General Meeting of the Association pursuant to rule 2.2(p). The term of the Auditor shall be two years unless terminated earlier by the Board.
 - (ii) In the event of the position of the Auditor becomes vacant for any reason (including that under rule 42(g)(i)), that position for the remaining period of the term shall be filled by appointment by the Board. At the end of the term of the replacement Auditor, the provisions under rule 42(g)(i) will take effect.
- (h) Immediately after the expiration of each financial year the accounts of the Association shall be examined by the Association appointed Auditor who shall prepare a report to ascertain the correctness of the balance sheet and statements of receipts and expenditure.
- (i) The Auditors report must state whether the Association has kept such financial records as are necessary to enable financial statements to be prepared in accordance with the Australian Accounting Standards and that they give a true and fair view of the Association's affairs.

43. PATRONS OF THE ASSOCIATION

- (a) One or more patrons may be appointed by the Board. Such appointment must be by unanimous vote of all directors.
- (b) A patron of the Association is a person who, having accepted an invitation from the Board, may act in a representative capacity on behalf of the Association at public functions and who willingly and publicly supports the objectives of the Association. A patron may make public statements on behalf of the Association at functions that have been pre-approved by the Board for the patron to attend.
- (c) The term of patronage will be determined by the Board. A term of patronage may be terminated without notice, by the Board.
- (d) The role of a patron is to increase the public profile of the Association in such a way as to promote the objectives and good standing of the Association.

44. ALTERATION OF OBJECTS AND CONSTITUTION

This Constitution, including the statement of objects in rule 2, may be altered, amended, rescinded and/or added to only by a special resolution passed by the Association in general meeting and in accordance with provisions of s.33 of the Act.

[Associations Incorporation Act 1991 s.33: "...an incorporated association may, by special resolution, alter its rules in whole or in part... [and] if an incorporated association has resolved to alter its rules, the association must, not later than 1 month after the resolution was passed, lodge with the registrar-general a notice setting out the particulars of the alteration, and including a declaration by at least 2 members of the committee of the association to the effect that a special resolution ...was duly passed by the association."]

45. EXECUTION OF DOCUMENTS (INCLUDING DEEDS)

- (a) In accordance with s.22(b) of the Act, the Association may have a Seal and may only be used with the authority of the Board and in accordance with the Constitution of the Association.
- (b) The Seal must not be attached to any instrument, document or proceeding requiring authentication except by the authority of the Board and the attaching of the common seal and must be attested by the signatures either of the following agents, either:
 - (i) two board authorised directors one not being the Public Officer; or
 - (ii) one board authorised director and a board authorised employee; or
 - (iii) two persons as the Board may appoint for that purpose.
- (c) The Seal shall remain in the custody of a person nominated by the Board for that purpose.
- (d) A document or proceeding requiring authentication by the Association may be authenticated, with the authority of the Board, without using a Seal (pursuant to s.55(1) & 55(2) of the Act) provided the document or proceeding is signed by either of:
 - (i) the Public Officer; or
 - (ii) the Secretary.
- (e) The Association may execute a document without using the common seal if the document is signed by:
 - (i) two directors authorised by the Board; or
 - (ii) a person or persons empowered, either generally or in relation to a stated matter or matters, in writing by the Board.

46. CUSTODY OF BOOKS ETC.

- (a) Except as otherwise provided by the Act, the regulations and this Constitution, the Secretary (or where no person holds that office, the Public Officer) of the Association shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association as directed by the Board.
- (b) The Board may, by instrument in writing, delegate the duty of the custody of all records, books and other documents relating to the Association under this Rule to another person in accordance with rule 24.

47. INSPECTION OF BOOKS ETC.

- (a) The records, books and other documents of the Association (other than legal documents related to Court action or current litigation, personnel files and documents, documents containing information that the Association and other privileged or commercial-in-confidence information) and including minutes of all board meetings and general meetings of the Association shall be open to inspection, free of charge, at the principal place of business during business hours by a member of the Association, (who must be up to date with all financial obligations to the Association at the time of request) at any reasonable hour, having first given the Association reasonable notice in writing to, and made prior arrangement with, the Secretary (or where no person holds that office, the Public Officer, or their delegate) to inspect.
- (b) The inspection may be supervised by the Secretary (or where no person holds that office, the Public Officer, or their delegate) and undertaken at a time convenient to both parties.
- (c) The records, books and other documents of the Association and minutes of all board meetings and general meetings of the Association are not to be electronically or manually copied and/or removed from the principal place of business of the Association and remains the property of the Association to be used solely for the purposes of the Association pursuant to the matters required as described in this Constitution and the Act and Regulations.

48. GOVERNING POLICIES

- (a) The Board shall have the power to establish governing policies (rules, regulations, procedures, protocols or processes) relating to the pursuit of the objects of, or to regulate the governance, business, administration, management and finances of the Association. The Board may at any time rescind or vary any of the governing policies (rules, regulations, procedures, protocols or processes) and make others to replace them. Such governing policies (rules, regulations, procedures, protocols or processes) will be those deemed necessary or expedient or convenient for the proper conduct, control and governance of the Association. The governing policies (rules, regulations, procedures, protocols or processes) must not be contrary to this Constitution or the Law.
- (b) The Board shall set out its governing policies (rules, regulations, procedures, protocols or processes) in a Governance Charter.
- (c) The members, directors and office bearers, officers, employees, contractors and agents of the Association shall be bound by and must comply with any governing policies (rules, regulations, procedures, protocols or processes) in force from time to time.

49. NOTICES - SERVICE OF

- (a) For the purpose of this Constitution, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post (or if specified by the member, electronic mail transmission) to the member at the member's address shown in the register of members.
- (b) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter (or if specified by the member, an electronic mail transmission) containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of this

Constitution to have been served to the person at the time at which the letter (or if specified by the member, an electronic mail transmission) would have been delivered in the ordinary course of post (or if specified by the member, electronic mail transmission).

50. INDEMNITY

- (a) Every duly appointed officer being either a director, office bearer, employee, delegated person, persons, or committee and/or agent of the Association, shall be indemnified out of the property of the Association against any Liability, including a liability for costs and expenses, arising out of the execution of the duties of office, which is incurred by the abovementioned officers, (which does not arise out of conduct involving a breach of good faith and/or a wilful breach of duty in relation to the Association or a contravention of the Act) in defending any proceedings, whether civil or criminal, in which:
- (i) judgment is given in his or her favour; or
 - (ii) he or she is acquitted in connection with any application in relation to any such proceedings; or
 - (iii) relief is, under the Law, granted to him or her by the Court;
- subject to the provisions of the Act, unless incurred or caused through his or her own negligence, default, breach of duty or trust or dishonesty.

51. WINDING UP

- (a) The Association may be wound up upon the passing of a special resolution of all members at a general meeting convened for the purpose, and in accordance with s.88 of the Act.
- (b) In the event of the Association being wound up, any surplus property of the Association that remains following the winding up will not be paid to or distributed among the members of the Association, but may be vested in another organisation if the recipient association:
- (i) has objects that are substantially similar to the former association;
 - (ii) does not operate for the purpose of trading or securing pecuniary gain for its members;
 - (iii) has provision in its rules requiring its surplus property to be passed to a similar organisation on dissolution or winding up; and
 - (iv) is an incorporated association,
- such organisation or organisations to be determined by the members of the Association at or before the time of winding up or in default thereof by the Supreme Court of the Australian Capital Territory.

SCHEDULE 1

(Constitution references: rules 4(a), 8(c), 8(d), 47(a), 47(c))

PRINCIPAL PLACE OF BUSINESS

The principal place of administration of the Association shall be:

Address:

Street Address:

26 Corinna Street
Woden ACT 2606

Postal Address:

PO Box 35
Woden ACT 2606

or such other place as the Board may determine from time to time.

Telephone: +61 (02) 6282 2644

Facsimile: +61 (02) 6285 1322

Email: wcsadmin@wcs.org.au

APPENDIX 1

(Constitution reference: rule 4(a))

Application for Membership of Association with Woden Community Service Incorporated

WCS Inc. Constitution 2020 – Appendix 1 - reference: rule 4.a.
Woden Community Service Incorporated (incorporated under the Associations Incorporation Act, 1991 (ACT))

Full name of Applicant: _____

(please print your name, including salutation)

hereby applies to become a member of the above named Incorporated Association and provides the following contact information for the serving of notices ~

Address of the applicant: _____
(please print your address)

Email of the applicant: _____ @ _____
(please print your email address)

(Tick the box corresponding to the method that you prefer to receive Association notices, noting the preference of the WCS Board is by electronic means.)

Phone number of the applicant: _____

In the event of my admission as a member, I agree to be bound by the Constitution of Woden Community Service Incorporated for the time being in force and I attest that I am a person at least 18 years of age and a person who resides and/or works in the ACT or region. I acknowledge membership is valid for 3 years from the date the application is approved by the Board.

Date: _____

Full Name of proposing member #1: _____

Address of proposing member #1: _____

Full Name of proposing member #2: _____

Address of proposing member #2: _____

Form to be sent to the Secretary of the Board: Secretary.Board@wcs.org.au, or PO Box 35, Woden ACT 2606 and must be received a minimum of 7-days prior to an Annual General Meeting.

Please note member's information is retained in the Association's Register of Members pursuant with the Associations Incorporation Act, 1991 (ACT) and by law can be made available to Members of the Association to view.

If you require that your personal contact information is not disclosed, please contact the Secretary to advise.

APPENDIX 2

(Constitution reference: rule 38(c))

Form of Appointment of Proxy For the Annual General Meeting/Special General Meeting of Woden Community Service Incorporated

WCS Inc. Constitution 2020 – Appendix 2 - reference: rule 38(c)
Woden Community Service Incorporated (incorporated under the *Associations Incorporation Act, 1991*
(ACT))

I _____
(full name of member - please print)

of _____
(address of member - please print)

being a member of Woden Community Service Incorporated hereby appoint ~

(full name of appointed proxy - please print)

(address of appointed proxy - please print)

being a member of Woden Community Service Incorporated, as my proxy to vote on my behalf at the general meeting of the Association (Annual General Meeting or Special General Meeting, as the case may be) to be held on the ~

_____ day of _____ 20____

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of / against (tick as appropriate below) of the resolution(s) below.

Resolution	For	Against
1. [insert the resolution being voted on – per the agenda].		

Signature: _____
(signature of the member appointing the proxy)

Date: _____

Note 1: A proxy vote may not be given to a person who is not a member of the Association.

Note 2: This proxy form must be received by the Secretary of the Association no later than 7-days prior to the meeting ~ email to Secretary.Board@wcs.org.au or mail to Secretary, WCS Inc. Board, PO Box 35, Woden ACT 2606.

Note 3: A member of the Association may only hold one proxy vote per meeting, the exception being the Chair may hold multiple proxies.