

SCHOOL SPORT AUSTRALIA INCORPORATED CONSTITUTION

TABLE OF CONTENTS

PART 1—PRELIMINARY	1
1. Name	1
2. Purposes.....	1
3. Patron	2
4. Financial year	2
5. Definitions	2
PART 2—POWERS OF ASSOCIATION	4
6. Powers of Association	4
7. Not for profit organisation	4
PART 3—ASSOCIATION MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES	5
Division 1—Membership	5
8. Minimum number of Association members.....	5
9. Who is eligible to be an Association member	5
10. Application for membership.....	5
11. Consideration of application	6
12. New membership.....	6
13. Annual subscription	6
14. General rights of Association members	6
15. Rights not transferable	7
16. Ceasing membership	7
17. Resigning as an Association member.....	7
18. Register of Association members	8
Division 2—Disciplinary action	8
19. Grounds for taking disciplinary action	8
20. Disciplinary committee	8
21. Notice to Association member	9
22. Decision of committee	9
23. Appeal rights.....	10
24. Conduct of disciplinary appeal meeting	10
Division 3—Grievance procedure	11
25. Application	11
PART 4—GENERAL MEETINGS OF THE ASSOCIATION	12
26. Annual general meetings.....	12
27. Special general meetings	12
28. Special general meeting held at request of Association members	12
29. Notice of general meetings	13
30. Proxies.....	13
31. Use of technology	14
32. Quorum at general meetings.....	14
33. Adjournment of general meeting	15
34. Voting at general meeting	15
35. Special resolutions	16
36. Determining whether resolution carried	16
37. Minutes of general meeting	16
PART 5—BOARD	18
Division 1—Powers of Board	18

38. Role and powers	18
39. Delegation.....	18
Division 2—Composition of Board and duties of Board members	18
40. Composition of Board	18
41. General Duties.....	19
42. President and Vice-President.....	19
43. Executive Officer	20
Division 3—Appointment and election of Board members and tenure of office	20
44. Appointment of Board members	20
45. Nomi Election of Vice-President.....	20
46. Vacation of office	20
47. Filling casual vacancies.....	21
Division 4—Meetings of Board.....	21
48. Meetings of Board	21
49. Notice of meetings	22
50. Urgent meetings	22
51. Procedure and order of business	22
52. Use of technology	22
53. Quorum.....	22
54. Voting.....	23
55. Conflict of interest.....	23
56. Minutes of meeting	23
57. Out of Sessions Process	24
58. Leave of absence	24
PART 6—FINANCIAL MATTERS	25
59. Source of funds	25
60. Management of funds.....	25
61. Financial records	25
62. Financial statements	26
63. Audit.....	26
PART 7—GENERAL MATTERS	27
64. Common seal	27
65. Registered address	27
66. Notice requirements	27
67. Custody and inspection of books and records	28
68. Winding up and cancellation	29
69. Alteration of Constitution	29

SCHOOL SPORT AUSTRALIA INCORPORATED

CONSTITUTION

PART 1—PRELIMINARY

1. Name

The name of the incorporated association is "School Sport Australia Incorporated".

2. Purposes

The purposes of the Association are to coordinate and conduct a broad range of school sporting programs for all students commensurate with their age and ability in an educational environment by:

- (1) operating within a framework of accepted state/territory and national policies, frameworks and guidelines for the development and conduct of sport in schools;
- (2) ensuring that educational outcomes form the basis for all school based sporting programs/activities;
- (3) liaising and working with, and promoting cooperation between federal, state/territory and local government bodies and community sport organisations in respect of school sport at national, state/territory and local levels;
- (4) providing leadership in the area of sport development and programming and other key educational and sporting issues related to the delivery of sport;
- (5) identifying and addressing equity standards in the participation of students and officials in school sport;
- (6) acting as a forum for the sharing of effective practice in the development and conduct of sporting programs for students;
- (7) identifying and further developing the links between sport and relevant learning areas (in particular Health and Physical Education);
- (8) providing opportunities for students in sport within and beyond state or territory boundaries;
- (9) involving students in the leadership of their own sporting programs;
- (10) maintaining and enhancing the quality of those teachers and other volunteers who deliver sporting programs to students;
- (11) pursuing such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the interests of school sport;
- (12) ensuring that the NRSSAC is kept informed of developments in school representative sport, policy and new initiatives and considering advice from the NRSSAC; and

(13) promoting and publicising the range of sporting activities conducted in schools to the wider community.

3. Patron

The Board may invite a suitable person to be patron of the Association.

4. Financial year

The financial year of the Association is each period of 12 months ending on 31 December.

5. Definitions

In this Constitution—

affiliate Association member means a member of the Association referred to in clause 9(2);

Association means School Sport Australia Incorporated;

Association member means a member of the Association referred to in clause 9(1);

Board means the Board having management of the activities of the Association;

Board meeting means a meeting of the Board held in accordance with this Constitution;

Board member means a member of the Board elected, appointed or co-opted under Part 5;

Chairperson, of a general meeting or Board meeting, means the person chairing the meeting as required under clause 42;

Constitution means this constitution of the Association;

delegate means a natural person appointed to act as an authorised representative of an Association member;

disciplinary appeal meeting means a meeting of the Association members convened under clause 23(3);

disciplinary meeting means a meeting of the disciplinary committee convened for the purposes of clause 22;

disciplinary committee means the committee appointed under clause 20;

financial year means the 12 month period specified in clause 4;

general meeting means a general meeting of the Association members convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member entitled to vote means an Association member entitled to vote at a general meeting under clause 14(2);

NRSSAC means the National Representative School Sport Advisory Committee (or any other name by which it subsequently becomes known);

person means a natural person, body corporate, association, government agency or authority, or other entity;

special resolution means a resolution that requires not less than three-quarters of the votes of Association members voting at a general meeting, whether by delegate or proxy, to be in favour of the resolution;

the Act means the *Associations Incorporation Reform Act 2012* (Vic) and includes any regulations made under that Act; and

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

6. Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subclause (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to undertake activities and transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable; and
 - (h) make financial grants to school sport bodies.
- (3) The Association may exercise its powers and use its income and assets (including any surplus) for its purposes.

7. Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to Association members.
- (2) Subclause (1) does not prevent the Association from paying an Association member—
 - (a) reimbursement for expenses properly incurred by the Association member; or
 - (b) for goods or services provided by the Association member—if this is done in good faith on terms no more favourable than if the Association member was not an Association member.

PART 3—ASSOCIATION MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

8. Minimum number of Association members

The Association must have at least 5 Association members (excluding affiliate Association members).

9. Who is eligible to be an Association member

(1) Association member

A State or Territory government education department (or a body corporate, association, government agency or authority, or other entity appointed as the authorised representative of such a State or Territory government education department) that has responsibility for primary and secondary school sport in the State or Territory respectively is eligible to be an Association member.

(2) Affiliate Association member

(a) Affiliate Association Members include—

- (i) any person(s) appointed as a life member in accordance with a policy determined by the Board;
- (ii) any person(s) appointed in accordance with a policy determined by the Board to any other category of Association member as determined by special resolution at a general meeting; and
- (iii) any First Nations organisation or other properly constituted organisation appointed in accordance with a policy determined by the Board.

(b) An affiliate Association member must not vote but may have other rights as determined by the Board or by resolution at a general meeting.

10. Application for membership

(1) To apply to become a member, a State or Territory government education department, or a body corporate, association, government agency or authority, or other entity appointed as the authorised representative of a State or Territory government education department, must submit a written application to the Executive Officer stating that the applicant —

- (a) wishes to become an Association or Affiliate member; and
- (b) supports the purposes of the Association; and
- (c) agrees to comply with this Constitution;
- (d) agrees to participate in Association events; and

- (e) if an Association member, host Association events to a professional standard.

- (2) The application must be signed by or on behalf of the applicant.

11. Consideration of application

- (1) As soon as practicable after an application for membership of the Association is received, the Board must decide by resolution whether to accept or reject the application.
- (2) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) No reason need be given for the rejection of an application.

12. New membership

- (1) If an application for membership of the Association is approved by the Board—
 - (a) the resolution to accept the membership must be recorded in the minutes of the Board meeting; and
 - (b) the Executive Officer must, as soon as practicable, enter the name, postal address and electronic address of the new Association member, and the date of becoming an Association member, in the register of Association members.
- (2) An applicant becomes an Association member and, subject to clause 14(2), is entitled to exercise the rights of membership of the Association from the date on which the Board approves the applicant's application for membership.
- (3) No joining fee is payable by an applicant to become an Association member.

13. Annual subscription

- (1) Prior to the end of each financial year, the Board must determine—
 - (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
- (2) The Board may determine that a lower annual subscription or no annual subscription is payable by affiliate Association members.
- (3) The rights of an Association member (including the right to vote) which has not paid the annual subscription by the due date are suspended until the subscription is paid.

14. General rights of Association members

- (1) An Association member entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by this Constitution; and

- (b) to submit items of business for consideration at a general meeting; and
 - (c) to appoint one delegate to attend and be heard at general meetings; and
 - (d) to nominate observers to attend at general meetings; and
 - (e) to have one vote at a general meeting; and
 - (f) to have access to the minutes of general meetings and other documents of the Association as provided under clause 67; and
 - (g) to inspect the register of Association members in accordance with clause 18(2).
- (2) An Association member is entitled to vote if—
- (a) the Association member is not an affiliate Association member; and
 - (b) more than 10 business days have passed since the Association member became a member of the Association; and
 - (c) the Association member's membership rights are not suspended for any reason.

15. Rights not transferable

The rights of an Association member are not transferable and end when membership ceases.

16. Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be an Association member, the Executive Officer must, as soon as practicable, enter the date the person ceased to be an Association member in the register of Association members.

17. Resigning as an Association member

- (1) An Association member may resign by notice in writing given to the Association in accordance with clause 66(3).
- (2) An Association member is taken to have resigned if—
 - (a) the Association member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable—
 - (i) the Executive Officer has made a written request to the Association member to confirm that the Association member wishes to remain an Association member; and
 - (ii) the Association member has not, within 3 months after receiving that request, confirmed in writing that the Association member wishes to remain an Association member.

18. Register of Association members

- (1) The Executive Officer must keep and maintain a register of Association members that includes—
 - (a) for each current Association member—
 - (i) the Association member's name;
 - (ii) the postal address for notice last given by the Association member;
 - (iii) the electronic address for notice last given by the Association member;
 - (iv) the date of becoming an Association member;
 - (v) if the Association member is an affiliate Association member, a note to that effect;
 - (vi) any other information determined by the Board; and
 - (b) for each former Association member, the date of ceasing to be an Association member.
- (2) Any Association member may, at a reasonable time and free of charge, inspect the register of Association members.

Division 2—Disciplinary action

19. Grounds for taking disciplinary action

The Association may take disciplinary action against an Association member in accordance with this Division 2 if it is determined that the Association member—

- (1) has failed to comply with this Constitution or the by-laws or policies of the Association; or
- (2) refuses to support the purposes of the Association; or
- (3) has engaged in conduct prejudicial to the Association.

20. Disciplinary committee

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against an Association member, the Board must appoint a disciplinary committee to hear the matter and determine what action, if any, to take against the Association member.
- (2) The members of the disciplinary committee—
 - (a) may be Board members or anyone else appointed by the Board; but
 - (b) must not be a delegate of an Association member or biased against, or in favour of, the Association member concerned.

21. Notice to Association member

- (1) Before disciplinary action is taken against an Association member, the Executive Officer must give written notice to the Association member—
 - (a) stating that the Association proposes to take disciplinary action against the Association member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary committee intends to consider the disciplinary action (the **disciplinary meeting**); and
 - (d) advising the Association member that the Association member may do one or both of the following—
 - (i) attend, or nominate up to two delegates to attend, the disciplinary meeting and address the disciplinary committee at that meeting;
 - (ii) give a written statement to the disciplinary committee at any time before the disciplinary meeting; and
 - (e) setting out the Association member's appeal rights under clause 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is to be held.

22. Decision of committee

- (1) At the disciplinary meeting, the disciplinary committee must—
 - (a) give the Association member, or any delegates of the Association member, an opportunity to be heard; and
 - (b) consider any written statement submitted by the Association member.
- (2) After complying with subclause (1), the disciplinary committee may—
 - (a) take no further action against the Association member; or
 - (b) subject to subclause (3)—
 - (i) reprimand the Association member; or
 - (ii) suspend the membership rights of the Association member for a specified period; or
 - (iii) expel the Association member from the Association.
- (3) The disciplinary committee may not fine the Association member.
- (4) The suspension of membership rights or the expulsion of an Association member by the disciplinary committee under this clause takes effect immediately after the vote is passed.

23. Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under clause 22 may give notice to the effect that the person wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given to the Executive Officer not later than 48 hours after the vote.
- (3) If a person has given notice under subclause (2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each Association member entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the Association member against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the delegates of Association members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.
- (5) The members of the appeal committee—
 - (a) may be Board members or anyone else appointed by the Board; but
 - (b) must not be a delegate of an Association member or biased against, or in favour of, the Association member concerned; and
 - (c) must not have been a member of the disciplinary committee that made the decision being appealed.

24. Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Board must state the grounds for suspending or expelling the Association member and the reasons for taking that action; and
 - (c) the Association member, or a delegate of the Association member, whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subclause (1), the delegates of Association members present and entitled to vote must vote by secret ballot on the question of whether the decision to suspend or expel the Association member should be upheld or revoked.

- (3) An Association member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the votes of the delegates of Association members voting at the meeting are cast in favour of the decision.

Division 3—Grievance procedure

25. Application

- (1) The Personal Grievance Policy of the Association applies to disputes under this Constitution between—
 - (a) an Association member and another Association member;
 - (b) an Association member and the Board;
 - (c) an Association member and the Association.
- (2) An Association member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure in the Personal Grievance Policy has been completed.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

26. Annual general meetings

- (1) The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite subclause (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Board may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Board on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act; and
 - (c) to confirm the policy for calculating the annual affiliation subscription.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with this Constitution.

27. Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under clause 29 may be conducted at the meeting.

28. Special general meeting held at request of Association members

- (1) The Board must convene a special general meeting if a request to do so is made in accordance with subclause (2) by at least two-thirds of the total number of Association members entitled to vote.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and

- (c) include the names and signatures of delegates of the Association members requesting the meeting; and
 - (d) be given to the Executive Officer.
- (3) If the Board does not convene a special general meeting within one month after the date on which the request is made, the Association members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by Association members under subclause (3)—
- (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the Association members convening a special general meeting under subclause (3).

29. Notice of general meetings

- (1) The Executive Officer (or, in the case of a special general meeting convened under clause 28(3), the Association members convening the meeting) must give to each Association member entitled to vote—
- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with clause 30(5).
- (3) This clause does not apply to a disciplinary appeal meeting.

30. Proxies

- (1) An Association member entitled to vote may appoint another Association member as the member's proxy to vote and speak on the Association member's behalf at a general meeting other than at a disciplinary appeal meeting.

- (2) The appointment of a proxy must be in writing and signed by a delegate of the Association member making the appointment.
- (3) The Association member appointing the proxy may give specific directions as to how the proxy is to vote on the Association member's behalf, otherwise the proxy may vote on behalf of the Association member in any matter as the proxy sees fit.
- (4) If the Board has not approved a form for the appointment of a proxy, the Association member may use any other form that clearly identifies the Association member appointed as the Association member's proxy and that has been signed by a delegate of the Association member.
- (5) Notice of a general meeting given to an Association member under clause 29 must—
 - (a) state that the Association member may appoint another Association member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

31. Use of technology

- (1) A delegate of an Association member entitled to vote not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows the delegate and the delegates of Association members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part 4, a delegate of an Association member participating in a general meeting as permitted under subclause (1) is taken to be present at the meeting and, if the delegate votes at the meeting, is taken to have voted in person.

32. Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of Association members entitled to vote is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under clause 31) of delegates of two-thirds of the Association members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, Association members under clause 28—the meeting must be dissolved; and

- (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Association members entitled to vote as soon as practicable after the meeting.

33. Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of delegates of a majority of Association members entitled to vote and present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subclause (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the Association members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this clause is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with clause 29.

34. Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to subclause (3), each Association member entitled to vote has two votes; and
 - (b) Association members may vote by delegate or proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting does not have a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only delegates of Association members represented at that meeting may vote.
- (4) This clause does not apply to a vote at a disciplinary appeal meeting conducted under clause 24.

35. Special resolutions

A special resolution is passed if not less than three quarters of the votes of Association members voting at a general meeting (whether by delegate or proxy) are in favour of the resolution.

36. Determining whether resolution carried

(1) Subject to subclause (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

(2) If a poll (where votes are cast in writing) is demanded by three or more delegates of Association members on any question—

- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
- (b) the Chairperson must declare the result of the resolution on the basis of the poll.

(3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

(4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

37. Minutes of general meeting

(1) The Board must ensure that minutes are taken and kept of each general meeting.

(2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

(3) In addition, the minutes of each annual general meeting must include—

- (a) the names of the delegates of Association members attending the meeting; and
- (b) proxy forms given to the Chairperson of the meeting under clause 30(6); and
- (c) the financial statements submitted to the Association members in accordance with clause 26(4)(b)(ii); and

- (d) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—BOARD

Division 1—Powers of Board

38. Role and powers

- (1) The activities of the Association must be managed by or under the direction of the Board.
- (2) The Board may exercise all the powers of the Association except those powers that this Constitution or the Act require to be exercised by general meetings of the Association members.
- (3) The Board may—
 - (a) appoint and remove a President in accordance with clauses 40(1) and 47(1);
 - (b) establish committees with terms of reference it considers appropriate;
 - (c) appoint any person(s) to a committee established under clause 38(3)(b) for a term of no more than 3 years, unless otherwise determined by the Board;
 - (d) determine standing orders for the conduct of Board meetings and general meetings; and
 - (e) make by-laws, rules, regulations and policies for the operation of the Association.

39. Delegation

- (1) The Board may delegate to a Board member, a committee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Board and duties of Board members

40. Composition of Board

The Board consists of—

- (1) a President appointed by the Board for a term of 3 years;
- (2) ordinary Board members appointed in accordance with clause 44; and

- (3) up to three independent persons appointed by the Board for a period of no more than 2 years unless otherwise determined by the Board.

41. General Duties

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with this Constitution and the Act.
- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with this Constitution.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Board members and former Board members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by this Constitution, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

42. President and Vice-President

- (1) Subject to subclause (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Board meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a delegate of an Association member entitled to vote elected by the other delegates of Association members present and entitled to vote; or
 - (b) in the case of a Board meeting—a Board member entitled to vote at the Board meeting elected by the other Board members present and entitled to vote at the Board meeting.

43. Executive Officer

- (1) The Board may appoint an Executive Officer. The Executive Officer may attend Board meetings at the invitation of the Board but is not entitled to vote.
- (2) The Executive Officer must perform any duty or function required under the Act to be performed by the Secretary of an incorporated association.
- (3) The Executive Officer must—
 - (a) maintain the register of Association members in accordance with clause 18; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in clause 61(3), all books, documents and securities of the Association in accordance with clauses 64 and 67; and
 - (c) subject to the Act and this Constitution, provide Association members with access to the register of Association members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Executive Officer by this Constitution.
- (4) The Executive Officer must give to the Registrar notice of his or her appointment within 14 days after the appointment.

Division 3—Appointment and election of Board members and tenure of office**44. Appointment of Board members**

- (1) Each Association member must appoint a delegate to hold office as a Board member until the second annual general meeting after the date of appointment unless otherwise determined by the Board.
- (2) On or before the second annual general meeting after the date on which an Association member last appointed a delegate, or replacement delegate on a permanent basis, to hold office as a Board member, the Association member must appoint a replacement delegate on a permanent basis to hold office as a Board member until the second annual general meeting after the date of appointment unless otherwise determined by the Board.

45. Election of Vice-President

At the next Board meeting following an annual general meeting (or following a vacancy in the position of Vice-President), the Board will elect a Board member to the position of Vice President by majority vote of the Board members present and entitled to vote at that Board meeting..

46. Vacation of office

- (1) A Board member may resign from the Board by written notice addressed to the Board.

- (2) A delegate of an Association member ceases to be a Board member if—
 - (a) the period for which the delegate has been appointed to hold office as a Board member in accordance with clause 44 has expired; or
 - (b) the Association member ceases to be a member of the Association; or
 - (c) the delegate (including any replacement delegate appointed on a temporary basis under clause 47) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under clause 57; or
 - (d) the delegate otherwise ceases to be a Board member by operation of section 78 of the Act.

47. Filling casual vacancies

- (1) If the position of President becomes temporarily or permanently vacant, the Board must appoint a person to the position on a temporary or permanent basis respectively as soon as reasonably practicable after the vacancy arises.
- (2) If the position of Executive Officer becomes temporarily or permanently vacant, the Board must appoint a person to the position on a temporary or permanent basis respectively as soon as reasonably practicable after the vacancy arises.
- (3) If the position of an ordinary Board member becomes temporarily or permanently vacant, the Association member which appointed the delegate previously holding the position must appoint a suitable replacement delegate to the position on a temporary or permanent basis respectively as soon as reasonably practicable after the vacancy arises.
- (4) A person appointed pursuant to clause 47(3) will hold the position as ordinary Board member until the expiry of the term of the Board member that they replaced a casual vacancy.
- (5) The Board may continue to act despite any temporary or permanent vacancy in its membership.

Division 4—Meetings of Board

48. Meetings of Board

- (1) The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.
- (2) Special Board meetings may be convened by the President or by any 4 Board members entitled to vote at a Board Meeting.
- (3) An Association member entitled to vote may nominate up to two observers to attend a Board meeting unless otherwise determined by the Board.
- (4) The President or Board may invite guests to attend a Board meeting and a guest may speak when invited to do so by the President.

49. Notice of meetings

- (1) Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the Board meeting is the business for which the meeting is convened.

50. Urgent meetings

- (1) In cases of urgency, a Board meeting can be held without notice being given in accordance with clause 49 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (2) Any resolution made at the Board meeting must be passed by a majority of the Board members entitled to vote at the meeting.
- (3) The only business that may be conducted at an urgent Board meeting is the business for which the meeting is convened.

51. Procedure and order of business

- (1) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (2) The order of business at a Board meeting may be determined by the Board members entitled to vote and present at the meeting.

52. Use of technology

- (1) A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part 5, a Board member participating in a Board meeting as permitted under subclause (1) is taken to be present at the meeting and, if the Board member votes at the meeting, is taken to have voted in person.

53. Quorum

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under clause 52) of two-thirds of the Board members holding office who under clause 54(1) are entitled to vote at the meeting.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—

- (a) in the case of a special meeting—the meeting lapses;
- (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with clause 49.

54. Voting

- (1) On any question arising at a Board meeting, each Board member present at the meeting has one vote except and any observer or guest present at the meeting shall not be entitled to vote.
- (2) A motion is carried if a majority of Board members present and entitled to vote at the meeting vote in favour of the motion.
- (3) Subclause (2) does not apply to any motion or question which is required by this Constitution to be passed by a majority of the Board.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

55. Conflict of interest

- (1) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (2) The Board member—
 - (a) must not be present while the matter is being considered at the Board meeting; and
 - (b) must not vote on the matter.
- (3) This clause does not apply to any material personal interest that exists only because the Board member has been appointed by an Association member that belongs to a class of persons for whose benefit the Association is established.

56. Minutes of meeting

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following—
 - (a) the names of the Board members in attendance at the Board meeting;
 - (b) the business considered at the Board meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under clause 55.

57. Out of Sessions Process

- (1) In cases of urgency and a Board meeting cannot be convened in time for the Board to consider a matter, an 'Out of Sessions' process may be approved by the President by which the use of technology is implemented for Board members to cast their vote.
- (2) The Executive Officer will distribute via electronic means the matter to be considered, relevant background material and instructions on the voting process including a timeframe for voting to be lodged.
- (3) The only business that may be conducted at an urgent Board meeting is the business for which the meeting is convened.
- (4) The quorum for a Board 'Out of Sessions' process is two-thirds of the Board members holding office who under clause 54(1) are entitled to vote at a Board meeting.
- (5) A Board member who has a conflict of interest as per clause 55 in the matter being considered is not entitled to vote in an 'Out of Sessions' process.
- (6) Any resolution made at the Board meeting must be passed by a majority of the Board members entitled to vote in the 'Out of Sessions' process.
- (7) The result of the voting is to be distributed by the Executive Officer as soon as practicable after the voting period expires. A record of the result of the voting must be kept. An agenda item is to be added to the next scheduled meeting of the Board to acknowledge the 'Out of Sessions' process.

58. Leave of absence

- (1) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

59. Source of funds

The funds of the Association may be derived from annual subscriptions, donations, fund-raising activities, grants, interest, event entry fees and any other sources approved by the Board.

60. Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the Executive Officer to arrange for funds to be expended on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) Subject to sub-clause (3), all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or authorised by:
 - (a) not less than two Board members entitled to vote at a Board meeting; or
 - (b) the Executive Officer and at least one Board member entitled to vote at a Board meeting.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Board, the Executive Officer may arrange for a cash float to be maintained provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

61. Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Executive Officer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and

- (b) any other financial records as authorised by the Board.

62. Financial statements

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subclause (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Board;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

63. Audit

- (1) The Board must each financial year appoint an auditor to hold office until the conclusion of the financial year.
- (2) The Board must ensure that the financial records of the Association are examined at least once in each financial year by the auditor appointed in accordance with subclause (1).

PART 7—GENERAL MATTERS

64. Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
 - (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board members;
 - (c) the common seal must be kept in the custody of the Executive Officer.

65. Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address—the postal address of the Executive Officer.

66. Notice requirements

- (1) Any notice required to be given to an Association member or a Board member under this Constitution may be given—
 - (a) in the case of an Association member—
 - (i) by handing the notice personally to a delegate of the Association member; or
 - (ii) by sending the notice by post to the postal address recorded for the Association member on the register of Association members; or
 - (iii) by sending the notice electronically to the electronic address recorded for the Association member on the register of Association members; and
 - (b) in the case of the President or Executive Officer—
 - (i) by handing the notice personally to the President or Executive Officer respectively; or
 - (ii) by sending the notice by post to the registered address of the Association; or
 - (iii) by leaving the notice at the registered address of the Association; or

- (iv) by sending the notice electronically to the electronic address of the Association or the Executive Officer; or
 - (v) by sending the notice by facsimile transmission to the facsimile number of the Association; and
 - (c) in the case of a Board member appointed by an Association member—
 - (i) by handing the notice personally to the Board member; or
 - (ii) by sending the notice by post to the postal address recorded for the Association member on the register of Association members; or
 - (iii) by sending the notice electronically to the electronic address recorded for the Association member on the register of Association members; and
 - (d) in the case of a person co-opted to the Board—
 - (i) by handing the notice personally to the person; or
 - (ii) by sending the notice by post to the person's address; or
 - (iii) by sending the notice electronically to the person's electronic address.
- (2) Subclause (1) does not apply to notice given under clause 50.
- (3) Any notice required to be given to the Association or the Board may be given—
- (a) by handing the notice personally to the Executive Officer or a Board member entitled to vote at a Board meeting; or
 - (b) by sending the notice by post to the registered address of the Association; or
 - (c) by leaving the notice at the registered address of the Association; or
 - (d) if the Board determines that it is appropriate in the circumstances—
 - (i) by sending the notice electronically to the electronic address of the Association or the Executive Officer; or
 - (ii) by sending the notice by facsimile transmission to the facsimile number of the Association.

67. Custody and inspection of books and records

- (1) Association members may on request inspect free of charge—
- (a) the register of Association members; and
 - (b) the minutes of general meetings.

- (2) Subject to subclause (3), Association members entitled to vote may on request inspect free of charge the financial records, books, securities and any other relevant documents of the Association, including minutes of Board meetings.
- (3) The Board may refuse to permit an Association member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (4) The Board must on request make copies of this Constitution available to Association members and applicants for membership free of charge.
- (5) Subject to subclause (3), an Association member may on request obtain a copy of any of the other records of the Association that the Association member may request to inspect in accordance with this clause and the Association may charge a reasonable fee for provision of a copy of such a record.
- (6) For purposes of this clause—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

68. Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Association members or former Association members.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

69. Alteration of Constitution

This Constitution may only be altered by special resolution of a general meeting of the Association.