

Constitution

Muslim Aid Australia Incorporated

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Muslim Aid Australia Incorporated

Constitution

Part 1: Preliminary

1 Name

The name of the association is Muslim Aid Australia Incorporated.

2 Object

The object of the association is to carry out humanitarian relief and development work in accordance with the Islamic tradition and following the teachings of the Qur'an and Sunnah.

3 Activities

- (1) The association shall undertake humanitarian relief and development work for the benefit of people in the following categories:
 - (a) the poor, and those in need as a result of natural disasters such as earthquake, flood, tidal wave, volcanic eruption and the like, or famine, drought, oppression and acts of warfare;
 - (b) the elderly, and those unable to support themselves by reason of illness or disability, whether temporary or permanent;
 - (c) children in need of medical aid or material support or the provision of education or day to day care giving; and
 - (d) refugees.
- (2) The association shall raise funds by way of conducting public appeals, and receiving donations of money, goods and property of any kind including legacies and bequests, provided that all such fundraising shall be carried out by means approved by Islamic tradition and complying with Australian taxation law(s).

Part 2: Definitions and Interpretation

4 Definitions

- (1) In this constitution, unless the context otherwise requires:

“Association” means:
Muslim Aid Australia Incorporated;

“Associate member” means:
a person whose application for membership as an associate member is approved under clause 6;

“Council” means:
the council of life members as constituted under clause 45;

"Director-General" means:
the Director-General of the Department of Services, Technology and Administration;

"Full member" means:
a person whose application for membership as a full member is approved under clause 6;

"Member" means:
a full member and/or an associate member;

"Ordinary committee member" means:
a member of the committee who is not an office-bearer of the association;

"Secretary" means:
the person holding office under this constitution as secretary of the association or if no such person holds that office — the public officer of the association;

"Special general meeting" means:
a general meeting of the association other than an annual general meeting;

"The Act" means:
the Associations Incorporation Act 2009;

"The Regulation" means:
the Associations Incorporation Regulation 2010.

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

Part 3: Membership

5 Membership qualifications

- (1) A person is qualified to be a full member of the association if, but only if, the person:
- (a) have been an associate member of the association:
 - (i) for at least one year; or
 - (ii) for the period between two succeeding annual general meetingswhichever is the longer, unless this requirement for associate membership has been unanimously waived by the committee in respect of that person; and
 - (b) has been nominated and approved for full membership of the association as provided by clause 6.

- (2) A person is qualified to be an associate member of the association if, but only if, the person:
 - (a) is a natural person; and
 - (b) has been nominated and approved for associate membership of the association as provided by clause 6.
- (3) The persons who are members of the association prior to the general meeting in which this constitution is adopted are deemed to be full members of the association.

6 Nomination for membership

- (1) A nomination of a person for full or associate membership of the association:
 - (a) must be made by a full member of the association in writing in the form set out in Appendix 1 to this constitution; and
 - (b) must be lodged with the secretary of the association.
- (2) As soon as practicable after receiving a nomination for full or associate membership, as applicable, the secretary must refer the nomination to the committee, which is to determine whether to approve or reject the nomination.
- (3) If the committee rejects the nomination, the secretary must notify the nominee as soon as practicable after the committee makes the determination that:
 - (a) the committee has rejected the nomination; and
 - (b) the nominee has a right of appeal under subclause (9).
- (4) If the committee approves the nomination, the secretary must as soon as practicable notify the nominee of that approval and request the nominee to pay (within the period of 28 days from the date of the notice) the sum, payable under this constitution, as entrance fee and annual subscription fee.
- (5) The secretary must, on payment by the nominee of the amounts referred to in subclause (4) within the period referred to in that subclause, enter or cause to be entered the nominee's name in the register, and on being so entered, the nominee becomes a full member or an associate member of the association, as applicable.
- (6) If the committee rejects the nomination of a nominee, the nominee has the right to appeal that determination by a lodging a notice to that effect with the secretary of the association. The notice is to be given in writing no later than seven days before the date of the annual general meeting following the determination, and if a special resolution is passed by the full members to approve the nomination at the general meeting, the secretary must request the nominee to pay (within the period of 28 days from the date of the notice) the sum, payable under this constitution, as entrance fee and annual subscription fee and upon receipt of such payment, the secretary must enter or cause to be entered the nominee's name in the register, and on being so entered, the nominee becomes a full member or an associate member of the association, as applicable.

7 Cessation of membership

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

- (a) dies;
- (b) resigns membership;
- (c) is expelled from the association; or
- (d) fails to pay any amount within six months after it becomes due and payable by him or her to the association under this constitution.

8 Membership entitlements 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; and
- (b) terminates on cessation of the person's membership.

9 Resignation of membership

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

10 Register of members

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

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

11 Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by subclause 2(b), on or before 31 December in each calendar year; or
 - (b) if the member becomes a member on or after 1 January in any calendar year - on becoming a member and on or before 31 December in each succeeding calendar year.
- (3) The committee may determine different amounts payable by a full member and an associate member under subclauses (1)-(2).

12 Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 11.

13 Resolution of internal disputes

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

14 Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution; or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

- (3) If the committee decides to deal with the complaint, it:
 - (a) must cause notice of the complaint to be served on the member concerned;
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint; and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved, and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 15.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 15,whichever is the later.

15 Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 14, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted;
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the full members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

- (5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 4: The Committee

16 Powers of the committee

The committee, subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting:

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

17 Composition and membership of the committee

- (1) The committee is to consist of:
 - (a) office-bearers of the association;
 - (b) 3 ordinary members; and
 - (c) 1 life member delegate.
- (2) The office-bearers of the association are as follows:
 - (a) the president;
 - (b) the vice-president;
 - (c) the secretary; and
 - (d) the treasurer.
- (3) Each member of the committee is, subject to this constitution, to hold office until the second annual general meeting held following the date of that member's election to the committee, but is eligible for re-election. The members of the new committee will meet immediately following the annual general meeting in which they were elected for the purposes of facilitating the transfer of control from the old committee.

18 Election of office bearers and ordinary committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:
 - (a) must be made in writing, signed by 2 full members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

- (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting by secret ballot unless otherwise requested by a majority of voters present at the annual general meeting.

19 Conditions for being a committee member

- (1) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association:
 - (a) must be a full member of the association;
 - (b) must have been a full member of the association for at least two consecutive years prior to his or her nomination;
 - (c) must be a person of good character and integrity; and
 - (d) must not be an undischarged bankrupt.
- (2) A person who is a member of the association immediately before the general meeting in which this constitution is adopted is deemed to have met the requirements under subclause (1).

20 The President

The president (also known as the “chairperson”) is responsible for presiding over the deliberation of the committee, and carrying out the policies of the association.

21 The Vice-President

The vice-president (also known as the “deputy chairperson”) is the deputy to the president and is empowered to assume the president’s duties under circumstances such as absence, illness, or death. The vice president is also responsible to assist the president in discharge of his or her duties as stated in clause 20.

22 Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

- (2) It is the duty of the secretary to keep minutes of:
- (a) all appointments of office-bearers, ordinary committee members, members of the council and honorary members;
 - (b) the names of members of the committee present at a committee meeting or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

23 Treasurer

It is the duty of the treasurer of the association to ensure:

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

24 The Chief Executive Officer

The committee may appoint someone to the position of chief executive officer to manage the day to day affairs of the association on such terms as it considers appropriate subject to this constitution.

25 Honorary members

The committee may appoint up to three persons to sit on the committee as honorary members who have particular expertise, experience, role or status. This can include, but not limited to, a community or religious leader, an umbrella organisation representative and a business group representative. The persons so appointed need not be members of the association, and they shall hold office on such terms and conditions as determined by the committee, subject to the following:

- (a) their appointment cannot extend beyond the annual general meeting following their appointment unless they are re-appointed;
- (b) they shall not be considered as members of the committee; and
- (c) they shall have no voting rights at any meeting of the committee.

26 Casual vacancies

- (1) For the purposes of this constitution, a casual vacancy in the office of an office bearer or an ordinary committee member occurs if he or she:
- (a) dies;
 - (b) ceases to be a member of the association;

- (c) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - (d) resigns office by notice in writing given to the secretary;
 - (e) is removed from office under clause 27;
 - (f) becomes a mentally incapacitated person;
 - (g) is absent without the consent of the committee for three consecutive meetings;
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001*.
- (2) Subject to clause 27, in the event of a casual vacancy under subclause (1), the committee may appoint a full member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting following the date of appointment of the member to the committee.

27 Removal of committee member

- (1) The association in general meetings may by resolution remove any member of the committee except the life member delegate before the expiration of that member's term of office and may by resolution appoint another person to hold office until the annual general meeting following the date of appointment of the member to the committee.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) makes representations in writing to the secretary or president within 7 days of service of the proposed resolution and requests that the representations so made be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

28 Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any office bearer of the association.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 72 hours or such other period as may be unanimously agreed by the members of the committee before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that

business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside; or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

29 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

30 Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes cast by members of the committee or sub-committee who are present and entitled to vote at the meeting.
- (2) Each member of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) who is present at the meeting is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 28(5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 5: General meetings

31 Annual general meetings—holding of

The association must hold its annual general meetings:

- (a) within the period of 6 months after the expiration of each financial year of the association; or
- (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

32 Annual general meetings—calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 31, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year;
 - (c) to elect office-bearers and ordinary committee members to any vacant positions in the committee; and
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

33 Special general meetings—calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of full members, convene a special general meeting of the association.
- (3) A requisition of full members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting;
 - (b) must be signed by the full members making the requisition;
 - (c) must be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the full members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of full members for the meeting is lodged with the secretary, any one or more of the full members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a full member or members as referred to in subclause (4) must be conducted as nearly as is practicable in the same manner as general meetings are conducted by the committee.

34 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under subclause 32(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

35 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of full members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five full members present in person (being full members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of full members, is to be dissolved; and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the full members present (being at least 3) is to constitute a quorum.

36 Presiding member

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

37 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of full members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

38 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined 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 chairperson that a resolution has, on a show of

hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute 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.

- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 full members present in person at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken:
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs;

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

39 Special resolution

- (1) A resolution is passed by an association as a special resolution:
 - (a) at a meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held;
 - (b) in a postal ballot conducted by the association; or
 - (c) in such other manner as the Director-General may direct;

if it is supported by at least three-quarters of the votes cast by full members of the association who are entitled to vote on the proposed resolution.

- (2) A notice referred to in subclause (1)(a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (3) A postal ballot referred to in subclause (1)(b) may only be conducted in relation to resolutions of a kind that the association's constitution permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with the regulations.
- (4) A direction under subclause (1)(c) may not be given unless the Director-General is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by subclause (1)(a) or (b).

40 Voting

- (1) On any question arising at a general meeting of the association:
 - (a) a full member has one vote only; and
 - (b) an associate member has no vote but is entitled to receive notice of the meeting.

- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A full member is not entitled to vote at any general meeting of the association unless all money due and payable by the member the association has been paid.

41 Proxy votes not permitted

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

42 Postal ballots

The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 15) in accordance with the Regulation.

Part 6: Council of Life Members

43 Powers of the council of life members

The council, subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting:

- (a) is to review the actions and decisions of the committee of the association to ensure that the objects of the association and its constitution are being complied with;
- (b) is to exercise all such functions as required under this constitution to be exercised by the council; and
- (c) is to establish guidelines for conducting its business.

44 Composition and membership of the council

- (1) The council is to consist of all the life members of the association.
- (2) Each life member is to remain in that position for life unless he or she ceases to be a life member under this constitution.

45 Appointment of life members

- (1) A person nominated as a candidate for life member of the association:
 - (a) must have been an office bearer of the association for at least four years prior to his or her nomination;
 - (b) must be a person of good character and integrity;
 - (c) must not be an undischarged bankrupt; and
 - (d) must meet any other conditions for being a life member, as adopted by the council from time to time.
- (2) The council may only appoint a person as a new life member after a nomination for his or her appointment is made by the committee.
- (3) The total number of life members must not exceed nineteen.

46 Cessation of life membership

A person ceases to be a life member if that person:

- (a) dies;
- (b) resigns by giving one month's notice in writing to the secretary of the association;
- (c) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (d) is removed from office;
- (e) becomes a mentally incapacitated person;
- (f) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 6 months; or
- (g) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001*.

47 Removal of life member

- (1) The association in general meetings may by special resolution remove any life member after inviting the views of the life member concerned. If the life member concerned makes representations in writing to the secretary or president and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the life member concerned is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- (2) The council may remove any life member by a two-thirds majority of all life members who are entitled to vote, after inviting the views of the life member concerned. If the life member concerned makes representations in writing to the council and requests that the representations be notified to the life members, the council may send a copy of the representations to each life member or, if the representations are not so sent, the life member concerned is entitled to require that the representations be read out at the meeting at which the resolution is considered.

48 Council meetings and quorum

- (1) The council must meet at least once in every six months at such place and time as they may determine.
- (2) The quorum for the transaction of the business of a meeting of the council is constituted by 3 life members, or one third of the total number of life members at the relevant time, whichever is the higher.
- (3) No business is to be transacted by the council unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

- (4) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (5) The meeting is to be presided by the life member delegate as the head of the council, and in his or her absence, by any other life member as may be chosen by the life members present for that purpose.
- (6) The council is to make its own rules about the way its meetings are to be conducted, subject to this constitution.

49 Voting and decisions

- (1) Subject to this constitution, any questions arising at a meeting of the council are to be determined by a majority of the votes cast by life members who are present and entitled to vote at the meeting.
- (2) Each life member present at a meeting of the council is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Any act or thing done or suffered, or purporting to have been done or suffered, by the council is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any life member.

50 Review Procedure

- (1) If the council passes a resolution stating that in its opinion a decision or action of the committee of the association is contrary to the objects of the association or this constitution, then the council shall inform the secretary of its decision by serving a notice of the said resolution within 7 days of the resolution being passed.
- (2) Upon receiving a notice under sub-clause (1), the committee must;
 - (a) desist in the course of conduct identified by the council as not being in accordance with the objects or this constitution; and
 - (b) in so far as practicable, rectify the conduct which is not in accordance with the objects or this constitutionwithin 14 days of receipt of the said notice unless a longer period is reasonable required and agreed to by the council.
- (3) If the committee is not prepared to desist or rectify the conduct under subclause (2), it must call a general meeting within 28 days of receipt of the notice under subclause (1) to confirm or reject the resolution of the council.
- (4) If the committee decides to call a general meeting under subclause (3), it:
 - (a) must give notice of the proposed general meeting to all life members of the council and state the reasons why the committee does not agree with the resolution of the council;
 - (b) must give the council at least 7 days from service of the notice to make submissions which, If the council requests, are to be provided to the members before or at the meeting; and

- (c) must give an opportunity to the members to hear the respective cases of the committee and the council at the general meeting before the voting on the resolution takes place.
- (5) At the general meeting called under subsection (4), no business other than the question of the resolution is to be transacted.
- (6) If at the general meeting called under subsection (4), the association passes a special resolution rejecting the resolution of the council, then the original decision or action of the committee shall stand, and the committee will not be required to desist or rectify its conduct as otherwise required under this constitution.

51 Life member delegate

- (1) The council is to appoint one of the life members as life member delegate to the committee of the association, and that life member delegate is also to assume the role of the head of the council until such time he or she remains the life member delegate to the committee of the association.
- (2) The appointment of a life member delegate will be made immediately after the holding of an annual general meeting in every two years, unless the position becomes vacant earlier in which case the council may appoint another life member to fill the vacancy and the life member delegate so appointed to fill in the vacancy is to hold that position until the annual general meeting following the appointment of that life member as life member delegate.
- (3) The life member delegate is entitled to one vote at the meeting of the committee.
- (4) The office of the life member delegate becomes vacant if he or she:
 - (a) ceases to be a life member under clause 46 of this constitution;
 - (b) resigns office by notice in writing given to the secretary;
 - (c) is removed from office by the council;
 - (d) is absent without the consent of the committee for three consecutive meetings of the committee; and
 - (e) is absent without the consent of the council for three consecutive meetings of the council.

52 Giving notice to the Council

If any notice is required to be given by anyone to the council under this constitution, that notice must be given to the life member delegate.

Part 7: Miscellaneous

53 Insurance

The association may effect and maintain insurance.

54 Funds—source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

55 Funds—management

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

56 Indemnity

- (1) Every member of the committee, the council and the sub-committees as well as the honorary members are, jointly and severally, indemnified out of the assets of the association against all liabilities:
 - (i) incurred by that person through any act or omission in his or her exercise or bona fide intended or purported exercise of the powers, duties and discretions under this constitution;
 - (ii) for the costs and expenses incurred by that person:
 - (A) in defending proceedings, whether civil or criminal, in which judgment is given in favour of that person, or in which the person is acquitted; or
 - (B) in connection with an application, in relation to such proceedings, in which the court grants relief to the person.
- (2) Except in case of dishonesty or gross negligence or a lack of good faith, the members of the committee, the council and the sub-committees as well as the honorary members are not liable, whether jointly or severally, for any act or default done or omitted to be done in the exercise or bona fide intended or purported exercise of any powers, duties and discretions under this constitution, and any loss, damages or expenses incurred by the association.

57 Alteration of name, objects and constitution

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with the Act is to be made by the public officer or a committee member, and such application for registration to be made only after the change is approved by the full members by way of a special resolution of the association.

58 Custody of books

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

59 Inspection of books

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

60 Service of notices

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

61 Non-profit clause (payment etc of office bearers and members)

- (1) The income and property of the association, however derived, shall, subject to any statutory or other legal requirements, be used and applied solely in the promotion of its objects and in the exercise of powers conferred upon it by this constitution.
- (2) Subject to subclause (3), no portion of the income and property of the association shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus, profit or otherwise to or amongst the members of the association.

- (3) The requirement contained in subclause (2) shall not prevent the payment in good faith of:
- (a) remuneration to any officers or servants of the association or other person (except the members of the committee for holding their office as such members) in return for any services genuinely rendered to the association;
 - (b) out of pocket expenses, by way of reimbursement, which had been incurred in relation to administration of the association;
 - (c) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the association's bank or authorised deposit-taking institution for money lent to the association; and
 - (d) reasonable and proper rent for premises let to the association.

62 Consequence of holding office of profit

- (1) Except when appointed as executive officer, a member of the committee shall not be appointed to any office of profit of the association.
- (2) Subject to sub-clause (1), and without limiting the operation of clause 26, the office of a member of the committee shall become vacant if:
- (a) the member holds an office of profit in the association; and
 - (b) the member is directly or indirectly interested in any contract or proposed contract with the association details of which have not been disclosed to the committee in advance.

63 Surplus property

- (1) In the event of winding up or cancellation of the incorporation of the association, or revocation of the endorsement (if any) of the association as a deductible gift recipient (whichever occurs first), the net assets or property available after satisfying all debts and liabilities shall, upon determination by the full members of the association, be transferred to a fund, authority or institution that is endorsed as a deductible gift recipient with objects similar to the objects of the association, which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed by the association under this constitution.

64 Audit

- (1) The auditor of the association shall be elected at the annual general meeting.
- (2) The auditor shall examine the financial documents and records of the association, and shall furnish a report thereon to the members at the annual general meeting.
- (3) Audits shall be conducted at regular intervals of not more than 12 months unless an extended period is allowed by the Director General.
- (4) An auditor shall not be a member of the committee or related by blood, marriage or business affiliation with a member of the committee.
- (5) Subject to subclause (6), notice of the intention to nominate an auditor to replace the current auditor shall be given to the secretary at least twenty-one days before the

annual general meeting. The secretary shall send a copy of the nomination to the current auditor at least seven days before the annual general meeting. The current auditor shall be entitled to attend the annual general meeting and if he or she so wishes be heard at such annual general meeting.

- (6) Where the current auditor submits his or her resignation, or notifies the secretary of his or her intention not to seek re-election as auditor, subclause (5) shall not apply.

65 Financial year

The financial year of the association is:

- (a) the period of time commencing on 1 July 2014 and ending on 31 December 2015 for the purpose of the first financial year during which this provision comes into effect; and
- (b) each period of 12 months after the expiration of the previous financial year, commencing on 1 January and ending on the following 31 December.