

Constitution

Furieux Islands Protection Network Inc.

1. Name of the Association

The name of the Association is “**Furieux Islands Protection Network Inc.**”

2. Definitions & Interpretation

In these rules -

- a) “**Act**” means the *Associations Incorporation Act 1964 as amended*;
- “**Annual General Meeting**” means an annual general meeting of the Association;
- “**Association**” means the Association referred to in Rule 1;
- “**Auditor**” means the annual auditor of accounts elected at each Annual General Meeting; such person being qualified in accordance with the requirements of the *Associations Incorporation Act 1964*;
- “**Board**” means the Board of Management of the Association;
- “**Board Meeting**” means a meeting of Board Members;
- “**Board Member**” means those Members elected or appointed onto the Board of Management;
- “**Circular Email Resolution**” means an ordinary resolution conducted in writing by way of electronic communication.
- “**Commissioner**” means the Commissioner for Corporate Affairs holding office under Section 4 of the *Commissioner for Corporate Affairs Act 1980*;
- “**Committee**” means a Committee as defined by the Act;
- “**Constitution**” means this constitution;
- “**Electronic Communication**” has the meaning given by section 5 of the *Electronic Transactions Act 2000*.
- “**Financial Year**” shall run from 1 July in one year to 30 June in the following year;
- “**General Meeting**” means a meeting to which all Members and Member Groups are invited including an annual general meeting and a special general meeting;
- “**Individual Member**” means an individual accepted as a Member of the Association;

“Member” means an individual or a group accepted as a Member of the Association;

“Member Group” means a group accepted as a Member of the Association;

“Member of a Member Group” means an individual who holds membership of a Member Group;

“President” means that Board Member elected as such;

“Public Officer” means the person appointed in accordance with Section 14 of the *Associations Incorporation Act 1964*, the public officer of the Association;

“Rules” means this Constitution of the Association;

“Secretary” means the Board Member elected as such;

“Special Resolution” means a resolution as defined in Section 23 (Special resolutions) of the *Associations Incorporation Act 1964*;

“Treasurer” means the Board Member elected as such; and

“Vice-President” means the Board Member elected as such.

b) In this Constitution:

- i. If a word or phrase is defined, then its other grammatical forms have a corresponding meaning.
- ii. The singular includes the plural and vice versa.
- iii. The words ‘includes’ and ‘including’ are not words of limitation and do not restrict the interpretation of a word or phrase.
- iv. A reference to a gender includes any gender.
- v. A reference to a rule is a reference to a rule in this document, and a reference to a sub-rule is a reference to a sub-rule of the rule in which the reference occurs.
- vi. A reference to a document, includes a variation or replacement of it.
- vii. A reference to a statute includes its subordinate legislation and a modification or re-enactment of either.
- viii. A reference to person, includes a reference to an individual, a body corporate, a trust, a partnership, a joint venture an unincorporated body or other entity, whether or not it is a separate legal entity.
- ix. A reference to a thing is a reference to either the whole thing or a part of the thing.

- x. Headings in this Constitution are used for convenience only and do not affect the interpretation of this Constitution.

3. Associations office

The office of the Association is to be at any place the Board determines.

4. Principal Objectives of the Association

The Furneaux Islands Protection Network Inc is committed to fostering Furneaux Islands' communities that demonstrate strong social inclusion, positive health and well-being, environmental stewardship and protection, and sustainable economic development that respects the irreplaceable social, cultural, environmental and economic characteristics of the Furneaux Group.

To achieve these Objectives Furneaux Islands Protection Network Inc will:

- i. advocate for sustainable planning and development initiatives that protect the values and characteristics of the Furneaux Islands;
- ii. engage with other groups and organisations working to protect the positive social, cultural, environmental and economic characteristics of Furneaux Islands' communities;
- iii. oppose inappropriate development proposals that threaten these characteristics;
- iv. oppose development applications that do not conform to planning requirements and regional strategies;
- v. make and empower all community members to make, representations to Local, State and Commonwealth authorities, bodies, boards, councils and other entities and any non-Government entities for the promotion of the above Objectives of the Association; and
- vi. carry out such other activities consistent with the Objectives, endorsed in accordance with the procedures set out in this Constitution.

5. Supplementary Objectives of the Association

To achieve the Principal Objectives, the Association will pursue the following supplementary objectives:

- a) To promote the above principles to Tasmanian communities; and
- b) To carry out such other activities which the Board, or the Members, so decide, consistent with the Principal Objective of the Association.

6. Property

The property and income of the Association shall be applied solely towards the promotion of the Principal and Supplementary Objectives of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those Objectives.

7. Powers of the Association

- a) The powers conferred on the Association are exercised through the Board and, inclusive of those in the Act, are the following:
 - i. to do all things incidental or conducive to the attainment of the Objectives of the Association;
 - ii. to collect and raise funds by subscription or otherwise and to receive gifts of real or personal property for the purpose of the promotion of the Objectives of the Association and on terms:-
 - a. The Committee thinks fit; or
 - b. Approved or directed by resolution passed at a general meeting.
 - iii. to purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property necessary or convenient for any of the Objectives or purposes of the Association;
 - iv. to buy, sell and supply of and deal in, goods of all kinds;
 - v. to construct, maintain and alter buildings or works necessary or convenient for any of the objects or purposes of the Association;
 - vi. to take any step the Board in Board Meeting or General Meeting consider expedient for the purpose of procuring contributions to the funds of the Association;
 - vii. to print and publish of any newspapers, periodicals, books, leaflets or other documents the Board or the Board members in Board Meeting or General Meeting consider desirable for the promotion of the Objectives and purposes of the Association;
 - viii. subject to the provisions of the *Trustee Act 1898* the investment of any moneys of the Association not immediately required for any of its Objectives or purposes in any manner the Board determines;
 - ix. the making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the *Income Tax Assessment Act 1936* of the Commonwealth relates;
 - x. The establishment and support, or aiding in the establishment or support, of any other Association formed for any of the Objectives of the Association;

- xi. The doing of any lawful thing incidental or conducive to the attainment of the Objectives of the Association or of any of the objects and purposes specified in this rule.
- xii. to effect such insurances as the Board may from time to time deem appropriate including, without derogating from the generality of the foregoing, insurances in relation to the property of the Association, public liability insurance and insurance of the nature of directors and Board Members insurance in respect of the Board Members;
- xiii. to meet with government, business, community and planning organisations, professional bodies and other interest groups to discuss the Furneaux Islands on behalf of the Association; and
- xiv. to regulate who may be a Member or Member Group of the Association.

8. Qualifications for Membership of the Association; Obligations of Members; Classes of Membership.

a) Qualification of Individual Members and Member Groups

- i. Membership of the Association is open to Individual Members and Member groups (both incorporated and unincorporated);
- ii. Upon admission as an Individual Member or Member Group, the Individual Member or Member Group shall be:
 - a. entitled to exercise one (1) vote in the affairs of the Association when voting is invited by the Board or otherwise required by this Constitution; and
 - b. entitled to all other rights, privileges of memberships; and
 - c. be bound by the obligations of an Individual Member and Member Group of the Association set out in Rule 8(b) below;
- iii. Any Individual Member or Member Group wishing to become an Individual Member or Member Group shall apply to the Board in writing, and agree that they have read and understood the Constitution and have agreed to be bound thereby, including the obligations listed in Section 8(b);
- iv. The Board shall consider each membership application as soon as practicable after the receipt of nomination, and in its sole unfettered discretion accept or reject the membership application and notify the Individual Member or Member Group as soon as possible thereafter;

- v. Any right, privilege or obligation of an Individual Member of Member Group is not capable of being transferred or transmitted to another person and is terminated on the cessation of the membership.
- vi. The decision of the Board is final.

b) Obligations

- i. Individual Members and Member Groups and their Members engaged in any Association activity are at all times to conduct themselves in a manner that brings respect to the Association and in accordance with the Constitution in force from time to time and any Rules, policies or by-laws adopted by the Board;
- ii. The Association, its Board Members, collectively or individually, shall accept no responsibility whatsoever for the safety of any Individual Members, Member Group or Members of a Member Group or their invitees present or taking part in any activity of the Association regardless of the cause of any accident or injury. The personal safety of any Individual Members, Members of a Member Group, or invitees, shall be the sole responsibility of that person;
- iii. All Individual Members, Member Groups and their Members indemnify and agree to hold harmless the Association and its Board Members in respect of any event that may occur whilst any Individual Member, Member Group and its respective Members are participating in any of the activities of the Association including any event that may occur (to the extent that this can be the subject of indemnity) arising from the negligence of the Association or any Board Member and, without derogating from the foregoing, from whatsoever other cause and which event results in any damage to property or any injury or any loss being suffered by or occasioned to an Individual Member, Member Group or Members of a Member Group;
- iv. It is the responsibility of each Individual Member and Member Group to provide the Secretary with details of all changes of status, including postal and email address;
- v. If the Association is wound up;
 - a. Every Individual Member and Member Group of the Association; and
 - b. Every Individual Member and Member Group who, within the period of 12 months immediately preceding the commencement of the winding up, was a member of the Association, is liable to contribute:-

- i. To the assets of the Association for payment of the debts or liabilities of the Association; and
 - ii. For the costs, charges and expenses of the winding up; and
 - iii. For the adjustment of the rights of the contributories among themselves.
- vi. Any liability under subrule 8(b)(v) is not to exceed the annual membership fee.
- vii. A former Individual Member or Member Group is not liable to contribute under subrule 8(b)(v) in respect of any debt or liability of the Association contracted after ceasing membership.

9. Register of Members of the Association

- a) The Secretary shall keep and maintain a register of all current and past Individual Members and Member Groups, containing name and address (of nominated representative for Member Group), email, and membership status, including the date on which the Member ceased to be a member of the Association (if applicable).
- b) The Association will ensure that this information is not available to non-Board Members, or members of the public, and is not used for any non-Association activity.

10. Membership Payment and Subscriptions

- a) The Board Members shall, from time to time, determine if an annual membership fee is to apply, and the amount of the annual membership fee. The membership period will be aligned with the financial year, with renewal due on 1st July each year.
- b) If a membership fee is to apply, each Individual Member and Member Group shall pay to the Treasurer a full or pro-rata fee at the time of joining the Association, with the amount of the subscription determined by the Board Members.
- c) If a membership fee is to apply, an Individual Member or Member Group who does not renew their subscription by 30th September shall cease to be a Member/Member Group.
- d) If no membership fee applies, an Individual Member or Member Group will continue to be a Member for the purposes of this Constitution until the Individual or Group provides written notice to the Secretary that they no longer wish to be a Member.

11. Resignation

- a) An Individual Member or Member Group who delivers notice in writing of their resignation from the Association to the Secretary ceases on receipt of that notice by the Secretary to be an Individual Member or Member Group; and
- b) On receipt of notice of resignation pursuant to these Rules, the Secretary shall immediately remove that Member's name from the register of members.

12. Expulsion

- a) The Board may, by simple majority, vote to expel an Individual Member or Member Group, because the Individual Member or Member Group:
 - i. has been declared insolvent; or
 - ii. has failed to observe this Constitution or any regulation or by-law made hereunder or the Act; or
 - iii. has been guilty of conduct, which in the opinion of the Board is likely to injure or discredit the Association and the Member Groups thereof, or to undermine the Objectives of the Association.
- b) An Individual Member or Member Group which is so expelled shall cease to be an Individual Member or Member Group fourteen (14) days after the date of the Expulsion Notice unless a Notice of Appeal is lodged with the Secretary within that fourteen (14) days.
- c) When an Appeal Notice is received by the Secretary, the Secretary shall convene a General Meeting of the Association as soon as reasonable. Once a date for that General Meeting has been fixed the Secretary shall notify the Appellant of the time, date and place of that meeting and advise them that they will have the opportunity to be heard at that meeting and to make written representations which will be circulated to all members and member groups prior to the meeting. At that meeting the Association shall, by majority decision of those present in person, including Board Members and the Appellant, confirm or set aside the decision of the Board to expel the Individual Member or Member Group.
- d) In the event of expulsion, the expelled Individual Member or Member Group shall not be entitled to any refund of any monies paid to the Association and shall have no further right of appeal under the Constitution.

- e) Any expelled Individual Member or Member Group shall return to the Association any books, papers or other Association property in its possession within seven (7) days of the date of expulsion.
- f) An Individual Member or Member Group shall automatically cease to be an Individual Member or Member Group of the Association if:
 - i. fees are payable and they fail to pay on, or before 30 September, any amount owing to the Association; or
 - ii. they resign from membership; or
 - iii. they are expelled.

13. Board & Sub-Committees

a) Board of Management

- i. The affairs of the Association shall be managed exclusively by a Board of Management comprising:
 - a. President;
 - b. Vice-President;
 - c. Treasurer;
 - d. Secretary; and
 - e. Minimum of three (3) and a maximum of eight (8) other individuals;each of whom must be an Individual Member or a Member of a Member Group.
- ii. No more than one (1) representative from a Member Group shall be a Board Member at any given time.
- iii. The Board will appoint a Public Officer, who must be an Individual Member or a Member of a Member Group, though not necessarily a Board Member. If the Public Officer ceases to be a Member of a Member Group, or resigns, during their term, then a replacement must be appointed according to the provisions in the Act.
- iv. No President shall hold office for more than three consecutive years. However, after a lapse of one further year, the individual will become eligible for re-election as President, provided they are an Individual Member or a Member of a Member Group.
- v. All Board positions shall be declared vacant at each Annual General Meeting.
- vi. To be eligible for election as a Board Member, a person must:

- a. be an Individual Member or a Member of a Member Group;
 - b. be nominated, in writing by an Individual Member or a Member of a Member Group (can be the same Member Group) with the nomination to be delivered to the Secretary of the Association at least 3 days before the date fixed for the holding of the Annual General Meeting;
 - c. accept the nomination; and
 - d. have their nomination seconded by another Individual Member or Member of a Member Group (can be the same Member Group).
- vii. If insufficient nominations are received to fill all vacancies on the Board further nominations are to be received at the AGM.
 - viii. Anyone who is eligible to stand for election or re-election under this rule may, at the Annual General Meeting concerned, vote for themselves.
 - ix. If the number of persons standing for election to the Board does not exceed the number of vacancies to be filled, the Secretary shall report accordingly to the President who shall declare those persons to be duly elected to the Board at the Annual General Meeting concerned.
 - x. If the number of nominees exceeds the vacancies for that position, a ballot will be held at the Annual General Meeting, in the manner determined by the Board.
 - xi. The duties of the Board Members shall be those laid down in the Rules adopted by the Board from time to time.
 - xii. The Board may make a determination by way of circular email resolution or in writing. All such decisions, with documentation, shall be Minuted at the next Board Meeting.

b) Sub-Committees

- i. The Board may from time to time:
 - a. Appoint sub-committees to carry out any special duties for or on behalf of the Association; or
 - b. Disband such sub-committees.
- ii. Each sub-committee may include at least one (1) Board Member, who may chair the sub-committee and shall report back to the Board.

- iii. Sub-committees shall have, and exercise, such powers and duties, as may be delegated by the Board.

c) Other roles

The Board may from time to time appoint a person to undertake a particular role on behalf of the Association, such as a Coordinator, Campaign Officer or Publicity Officer. Any person appointed by the Board shall be engaged on terms determined by the Board, and shall be responsible to the Board.

14. President

- a) Subject to this rule, the President shall preside at all General Meetings and Board Meetings.
- b) If the President is absent from a General Meeting or Board Meeting, the Vice-President shall preside at that meeting;
- c) If the President and Vice-President are both absent from a Board Meeting, the Board Members present shall vote on the Board Member who shall preside at the meeting.
- d) If the President and Vice-President are both absent from a General Meeting, the Members present shall vote on the Board Member who shall preside at the meeting.

15. Secretary

- a) Subject to sub-rule (b), the Secretary shall personally:
 - i. co-ordinate the correspondence of the Association;
 - ii. ensure that the Association is complying with obligations under the Act in respect of:
 - a. the register of Individual Members and Member Groups of the Association;
 - b. the Constitution and any other Rules of the Association; and
 - c. the record of the office holders of the Association;
 - iii. have custody of all books, documents, records and registers of the Association, other than those required to be kept and maintained by, or in the custody of, the Treasurer;
 - iv. Perform such duties as are imposed by this Constitution on the Secretary; and

- v. Keep the following records:
 - a. the correspondence of the Association;
 - b. accurate Minutes of all Board Meetings and General Meetings;
and
 - c. this Constitution and any other Rules, by-laws etc. adopted from time to time by the Board which shall be available for all Members' perusal.

b) The Secretary may delegate any responsibility listed under sub-rule (a) to a person appointed under rule 13(c).

16. Treasurer

a) The Treasurer shall:

- i. be responsible for the receipt of moneys paid to or received by, or by them on behalf of, the Association and shall personally issue receipts for those moneys in the name of the Association;
- ii. pay all moneys referred to in sub-rule 16(a)(i) into such account or accounts of the Association as the Board may from time to time direct;
- iii. make payments from the funds of the Association only with the authority of the Board and in so doing ensure that all cheques and like instruments are signed and endorsed by one (1) Board Member other than themselves;
- iv. comply on behalf of the Association with the Act in respect of the accounting records of the Association;
- v. prepare Accounts for Annual Audit, at least in accordance with the Act;
- vi. whenever directed to do so by the President, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- vii. have custody of all securities, books and documents of a financial nature and accounting records of the Association; and
- viii. perform such other duties as are imposed by this Constitution on the Treasurer.

17. Casual and Other Vacancies in Membership of the Board

- a) A casual vacancy occurs in the office of a Board Member, and that office becomes vacant, if the Board Member;
- i. dies; or
 - ii. resigns by notice in writing delivered to the President or, if the Board Member is the President, to the Vice-President; or
 - iii. is convicted of an offence under the Act; or
 - iv. is permanently incapacitated by mental or physical ill health; or
 - v. is declared bankrupt; or
 - vi. is absent without tendering an apology for more than:
 - a. three (3) consecutive Board Meetings; or
 - b. any three (3) Board Meetings in the same Financial Year, of which he or she received notice; or
 - vii. ceases to be a Member of the Association; or
 - viii. if not an Individual Member, ceases to be a Member of a Member Group for whatever reason.
- b) When a casual vacancy occurs in the membership of the Board:
- i. the Board may appoint an Individual Member or Member of a Member Group to fill that vacancy. Such individual shall have the same rights and obligations as if elected to membership of the Board at an Annual General Meeting; and
 - ii. a Board Member appointed under this sub-rule shall hold office until the next Annual General Meeting and be eligible to stand for election to membership of the Board at that next Annual General Meeting.
- c) If for any reason other than a 'Casual Vacancy', the number of Board Members be fewer than six (6), then the Board may appoint new Board Members.
- d) Irrespective of how a Board Member is elected or appointed, the Board by a simple majority of the current Board membership, may resolve to remove a Board Member from the Board. The expulsion process as set down in Rule 12 shall be followed.

18. Proceedings of the Board

- a) The Board shall meet together for the dispatch of business at least four (4) times per year.

- b) Subject to Rule 30 (Pecuniary Interests), each Board Member, including the President, is entitled to one (1) vote on any decision.
- c) A question arising at a Board Meeting shall be decided by simple majority. In the event of a tied vote, the President is entitled to cast a deciding vote. The deciding vote shall be additional to the vote cast in accordance with clause 18(b).
- d) At a Board Meeting, a quorum will be constituted by the following number of Board Members being present at the meeting:
 - i. Where the total number of current Board Members (whether present at the meeting or not) is an even number, half of that number plus one (eg, for ten (10) members, a quorum will be six (6)); and
 - ii. Where the number of current Board Members (whether present at the meeting or not) is an odd number, half of that number rounded up to the nearest whole number (eg, for nine (9) members, a quorum will be five (5)).
- e) If a quorum is not present at a Board Meeting, the Meeting shall nevertheless continue.
- f) Where resolutions have been circulated to Board Members in advance of a Board Meeting, written confirmation from a Board Member that they accept or reject the resolution will constitute a vote to that effect as if they had been present at the Board Meeting.
- g) Subject to clause (f), proxy votes are not permitted at Board Meetings.
- h) Subject to this Constitution, the procedure and order of business to be followed at a Board Meeting shall be determined by the Board Members present at the Board Meeting.
- i) A Board Member having any direct or indirect pecuniary interest referred to in the Act shall comply with the Act.
- j) The Board may refer any matter to the next Board Meeting or General Meeting for decision by the Individual Members and Member Groups.

19. General Meetings

- a) The Board:
 - i. may at any time convene a General Meeting, and must convene at least one (1) Annual General Meeting;
 - ii. shall, within fourteen (14) days of:

- a. receiving a request in writing to do so from not fewer than ten Members, call a Special General Meeting for the purpose specified in that request; or
 - b. the Secretary receiving a notice under sub-rule 12(c), call a Special General Meeting for the purpose of dealing with the appeal to which that notice relates.
- b) The Members making a request referred to in sub-rule 19(a)(ii)a shall:
- i. state in that request the purpose for which the Special General Meeting concerned is required; and
 - ii. sign that request.
- c) When a requested Special General Meeting is convened the Board shall ensure that the Members calling the Special General Meeting are provided proof that the Notice of Meeting has been sent to all Members; and
- d) If a Special General Meeting is not called within the relevant period of fourteen (14) days referred to:
- i. in sub-rule 19(a)(ii)a the Members who made the request concerned may themselves call a Special General Meeting as if they were the Board; and
 - ii. the Board is bound by any motion passed by a Special General Meeting.
- e) The Secretary shall give all Members not fewer than fourteen (14) days' notice of a General Meeting. It is the responsibility of the Member Groups to notify their individual members.
- f) The Secretary may give a notice by:
- i. serving it on each Individual Member or Member Group personally; or
 - ii. sending it by post or electronic means to each Individual Member or Member Group.
- g) When a notice is sent by post, or electronic communication, sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed as recorded in the register of Members and sent by ordinary prepaid mail, or by email.
- h) A notice given under sub-rule 19(e) shall specify:
- i. when and where the General Meeting concerned is to be held;
 - ii. particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted; and

- iii. any resolutions proposed to be passed at the General Meeting.
- i) In the case of an Annual General Meeting, the order in which business is to be transacted is:
- i. Apologies;
 - ii. Confirmation of Minutes of last previous Annual General Meeting and of any intervening General Meetings if not previously confirmed;
 - iii. Statistical Report of membership and attendances;
 - iv. President's Report;
 - v. Treasurer's Report and Statement of Accounts;
 - vi. Appointment of Auditor if applicable
 - vii. Sub-committee and other reports;
 - viii. Election of the Board Members;
 - ix. Business of which notice has been given; and
 - x. Any other business requiring consideration by the Association in a General Meeting.
- j) The Annual General Meeting shall be held within three (3) months of the end of the financial year.
- k) Proxy votes on behalf of absent Individual Members or Member Groups are not allowed at any General Meetings.
- l) Any Annual General Meeting may, on the recommendation of the Board of Management, elect a Patron.

20. Quorum in Proceedings at General Meetings

- a) At a General Meeting Members represented by no fewer than six (6) individuals shall constitute a quorum.
- b) If within 30 minutes after the time specified for the holding of a General Meeting, there is no quorum, the General Meeting lapses.
- c) The chair of the meeting may, with the consent of a General Meeting at which a quorum is present, adjourn that General Meeting from time to time and from place to place.
- d) At a General Meeting, a resolution put to the vote shall be decided by a majority of votes cast by eligible voters on a show of hands.
- e) A declaration by the chair at a General Meeting that a resolution has been passed shall be evidence of that fact unless a poll is immediately demanded.

f) At a General Meeting, a poll may be demanded by the chair or by three (3) or more Individual Members or Member Groups present in person and, if so demanded, shall be taken in such a manner as the chair directs.

g) If a poll is demanded and taken, a declaration by the chair of the results of the poll is evidence of the matter so declared.

21. Minutes of Meetings of Association

a) The Secretary shall take proper Minutes of all proceedings of all General Meetings and Board Meetings. These Minutes are to be approved at the next General Meeting or Board Meeting, as appropriate, and when approved, inserted in a Minute book kept for that purpose.

b) The President shall ensure that the Minutes taken of a General Meeting or Board Meeting are checked and signed as correct by the Chairman of the General Meeting or Board Meeting to which those minutes relate or of the next succeeding General Meeting or Board Meeting, as the case requires.

c) When Minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that:

- i. The General Meeting or Board Meeting to which they relate was duly convened and held;
- ii. All proceedings recorded as having taken place at the meeting did in fact take place thereat; and
- iii. All appointments or elections purporting to have been made at the meeting have been validly made.

22. Voting Rights

a) Subject to this Constitution, each Individual Member or Member Group present at a General Meeting is entitled to one (1) vote.

b) Where Members of a Member Group disagree regarding a vote, the vote shall be that cast by the representative nominated in the register of Member Groups.

c) In the event that the nominated representative is not present at a General Meeting, if Members of a Member Group cannot agree on a vote, that Member Group will be recorded as abstaining from the vote.

23. Rules of the Association

a) The Association may alter or rescind this Constitution, or make Rules additional to this Constitution, by Special Resolution at a General Meeting, in

accordance with the procedures set out in Section 18 (*Alteration of rules, objects, &c., of incorporated association*) of the *Associations Incorporation Act 1964*.

b) This Constitution binds every Individual Member and Member Group and the Association to the same extent as if every Member and Member Group and the Association had signed and sealed this Constitution and agreed to be bound by all their provisions. All Individual Members, Member Groups and aspiring Members are deemed to have read, understood and be bound by the Rules as amended from time to time.

24. Seal of the Association

a) The Association shall have a common seal on which its corporate name shall appear in legible characters.

b) The Seal of the Association shall not be used without the express authority of the Board and every use of that common seal shall be recorded in the Association's Minutes.

c) The affixing of the Seal of the Association shall be witnessed by any two (2) of the Board Members of whom one shall be the President or Vice-President.

d) The Seal of the Association shall be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

e) All deeds, instruments or other documents required to be executed by the Association or for or on behalf of the Association shall be executed by the common seal of the Association being affixed thereto in the manner prescribed by sub-rule 24(c).

25. Inspection of Documents

A person may inspect the documents kept by the Commissioner, in accordance with Section 29 (*Inspection of documents*) of the *Associations Incorporation Act 1964*.

26. Electronic Communications

Any act, matter or thing that under this Constitution must be done in writing may be done by way of electronic communication and is deemed to satisfy this Constitution if done by way of electronic communication.

27. Responsibility of Board Members

Board Members of the Association who, upon authority of the Association, accept or incur any financial or other obligations on behalf of the Association are hereby indemnified by the Association against any personal loss in respect thereof.

28. Income and Property

The income and property of the Association shall be applied solely to the promotion of its Objectives and no part thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of pecuniary profit to any Individual Members or Member Groups (or Member of any Member Groups), provided that remuneration may be paid in good faith to any Individual Members, Member Groups or Member thereof, or any servants of the Association or other persons in return for remuneration that constitutes:

- a) reimbursement for out-of-pocket expenses incurred by a Member for any of the objects or purposes of the association;
- b) services actually rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the Member; or
- c) for the provision of amenities for social functions.

29. Construction of Rules

No resolution of a Board Meeting or a General Meeting shall be declared invalid upon the grounds that the notice of such meeting may have not been posted to or been received by any Individual Members or Member Groups, so long as the failure to post any such notice shall have been due to accident or mischance and the Board and Secretary shall have acted in good faith in complying with this Constitution.

30. Pecuniary Interests

Any Individual Member, Member Group or Member of a Member Group, who may have a pecuniary interest on any matter before the Association shall so declare such interest and the nature of such interests. This declaration shall be entered in the Minutes and the Individual Member or Member Group declaring such interest shall not vote or debate on that matter, and shall leave the room while that matter is debated.

29. Distribution of surplus property on winding up of the Association

If, upon the winding up or dissolution of the Association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same

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must not be paid to or distributed among the Individual Members, Member Groups, or former Members or Member Groups. The surplus property must be given or transferred to another association incorporated under the Act which has similar Objectives and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the Individual Members and Member Groups present at the General Meeting where the winding up is being conducted.

I, Gerry Willis , President, being duly authorised thereto, hereby certify that this page and the preceding nineteen (19) pages are a true copy of the Constitution of the Association as approved on _____ .

Signed: _____ Date: _____