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Oldies Angels Inc. CONSTITUTION



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GENERAL

1. Definitions

In this Constitution:

Association means Oldies Angels Inc. ABN 48 316 826 745.

Board Member means a duly appointed member of the Board of Management and includes those Board members holding executive positions of Chair, Deputy Chair (if applicable), Treasurer and Secretary.

Business Day means every official working day of the week.

Executive Management Team means employees at the highest level of management responsible for the day-to-day operations of the organisation.

Financial Year means each 12-month period commencing on 1 July and ending on 30 June of the next year.m

Law means the *Associations Incorporation Act (1981)* and any amendment or re-enactment of it or any legislation passed in substitution for it (as applicable) and any other applicable legislation relevant to this Constitution.

Member means a person who is, or who is registered as, a Member of the Association and includes an Ordinary Member and an Associate Member.

Secretary means the person appointed to perform the duties of a Secretary of the Association.

Special Resolution means a resolution presented at a General Meeting of the Association (including the Annual General Meeting) which receives 75% of the vote (from Members who are present and entitled to vote).

2. Interpretation

In this Constitution:

- (a) a reference to a Member present at a General Meeting is a reference to a Member present in person
- (b) a reference to a person holding or occupying a particular office or position is a reference to any person who occupies or performs the duties of that office or position;
- (c) unless the contrary intention appears:
 - (i) a reference to a person includes a corporation, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity;
 - (ii) a reference to a person includes that person's successors, legal personal representatives, permitted substitutes, and permitted assigns;



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- (iii) a reference to legislation or to a provision of legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - (iv) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
 - (v) if a word or expression defined in the *Associations Incorporation Act (1981)* is used, but not defined, in this Constitution has the same meaning given to it in the *Associations Incorporation Act (1981)*;
 - (vi) a reference to a rule is a reference to a rule of this Constitution;
 - (vii) a reference to a document or agreement (including a reference to this document) is to that document or agreement as amended, supplemented, varied or replaced; and
 - (viii) if any day on by which a person must do something under this document is not a Business Day, then the person must do it on or by the next Business Day; and
- (d) headings are for convenience only and do not affect interpretation.

3. Associations Incorporation Act (1981)

Where any provision of this Constitution is invalid, unenforceable or conflicts with any provision of the *Associations Incorporation Act (1981)*, it will be read and interpreted as being subject to the *Associations Incorporation Act (1981)* and will be ineffective to the extent of any invalidity, unenforceability or conflict.

4. By-Laws

- (1) The Board of Management may from time to time make, amend or repeal by-laws consistent with these rules, for the internal management of the Association.
- (2) A by-law may be set aside by a General Meeting of Members.

5. Alteration of Rules

- (1) Subject to the provisions of the *Associations Incorporation Act 1981*, these rules may be amended, rescinded or added to from time to time by a Special Resolution carried at any General Meeting.
- (2) However, no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Chief Executive of the Department administering the Act.



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THE ASSOCIATION

6. Name

The name of the Incorporated Association (in these Rules called “the Association”) shall be Oldies Angels Inc.

7. Purpose and Objects

The purpose of the Association is to provide meaningful social and economic opportunities to people experiencing a sense of loss by facilitating a culture that values the power of collective healing, nurtures individual strengths and most importantly motivates others to help themselves by helping others. Without limiting the generality of the Association’s purpose, the objects of the Association include:

- (1) To remain committed to our vision of a community where individuals are inspired to connect, empowered to change, encouraged to embrace every opportunity and supported to always realise their full potential.
- (2) To source funds from government and/or private sources to enable the establishment and operation of the Association, on a non-profit basis.
- (3) To develop, implement and maintain the organisation’s social enterprise for the following purposes:
 - (a) furthering the organisation’s objectives
 - (b) gaining financial sustainability and independence
 - (c) exploring innovative ways of achieving our purpose
 - (d) reinvesting funds back into non-funded programs and both individual and community charitable causes
 - (e) providing clients with the opportunity to undertake meaningful activities where achieved results are immediate and tangible resulting in the development of workplace skills and a connection to their locally community that they may not have had otherwise.
- (4) To provide the highest quality of services through the delivery of programs and activities that:
 - (a) assist individuals to achieve their life goals including, but not limited to, employment and training outcomes
 - (b) ensure contractual KPI’s are met and where possible exceeded
 - (c) provide the Association with financial freedom to pursue our charitable purpose
- (5) To create a supportive environment where people experiencing a sense of loss can achieve or regain the confidence and skills necessary to lead meaningful social and economic lives through personal growth, a sense of worth, friendship and social networks, career development, productive employment and long term financial stability.



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- (6) To enhance the Association's efforts to positively promote social inclusion and connectedness and the range of opportunities available to people. We undertake, support and recognise work:
 - which connects individuals to each other and to opportunities
 - that advocates for those most at risk of being left behind
 - that dismantles inequality of opportunity and discrimination
 - that provides connections to help individuals deal with a personal crisis and/or have their voices heard.
 - (7) To seek engagement and work collaboratively across all sectors of the community to ensure the Association achieves its objectives and maximises results for our key stakeholders.
 - (8) To actively promote the Association to ensure we have a clear identity within the local community and industry sector that embraces our unique culture, models our core values and provides equal access to all Members of the community.
 - (9) To remain committed to providing our staff with a work environment that recognises individuality and the individual's needs, promotes personal and professional growth and encourages all staff to balance work with the rest of the activities they wish to pursue in life.
 - (10) An ongoing evaluation of the Association's objections and the effectiveness and quality in which they are met.

8. Not-For-Profit

- (1) Subject always to paragraph 8.2, the Association will operate as a not-for-profit entity and will only apply the income and property of the Association, however derived, towards the promotion of the purpose and objects of the Association set out in paragraph 7.
- (2) No income or property of the Association may be distributed or transferred directly or indirectly by way of dividend, bonus or otherwise to any Member or Board Member except as:
 - (a) proper and fair remuneration to any Member or Board Member employed by the Association in return for services actually rendered in a professional or technical capacity to or for the Association in accordance with competitive fee or cost estimates or quotations;
 - (b) payment to a Member or Board Member in return for goods or services supplied to the Association for fair value and in the ordinary course of business;
 - (c) interest (at a rate not exceeding interest at the rate for the time being charged by the Association's bank for overdrawn accounts on similar amounts lent) on money borrowed by the Association from a Member or Board Member; or



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- (d) reasonable and fair market rent for premises let by any Member or Board Member of the Association.
 - (3) No payments will be made by the Association to any of the Board Members otherwise than in accordance with this Constitution.

9. Powers

- (1) Subject to this Constitution, the Association has the legal capacity and powers to do anything that it is authorised to do by Law.
- (2) The powers of the Association will be directed solely for the purpose of carrying out the Association's purpose and objects.

MEMBERSHIP

10. Members

- (1) The Members of the Association shall comprise:
 - (a) all the Members of Oldies Angels Inc. as at the date of the adoption of this Constitution; and
 - (b) such others as the Board of Management admits to membership in accordance with this Constitution (see paragraph 11) or under relevant by-laws or rules approved by the Board of Management from time to time.

11. Classes of Members

- (1) The membership of the Association shall consist of any of the following classes of Members:
 - (a) Ordinary; eligible to vote and be elected to the Board of Management. If employees of the Association wish to become an Ordinary Member, they must form part of the Executive Management Team.
 - (b) Associate; not eligible to vote or be elected to the Board of Management. If employees of the Association wish to join the Association and they do not form part of the Executive Management Team, they must do so as Associate Members.
 - (c) The Board of Management shall determine the number of members, both Ordinary and Associate, to the Association. The number of Members of the Association shall not be less than seven (7).



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12. New Membership

- (1) Membership is open to individuals that are supportive of the objects of the Association and which are accepted to membership by the Board of Management following the application procedure set out in this Constitution.
- (2) Every applicant for any class of membership of the Association shall be proposed by one Member of the Association and seconded by another Member.
- (3) The application for membership shall be made in writing, signed by the applicant and the applicant's proposer and seconder and shall be in such form as the Board of Management from time to time prescribes.
- (4) Upon lodging the application, the applicant must pay the relevant membership fee (see Clause 13.1) which will be held by the Association in pending determination of the application.
- (5) The following persons are not eligible for membership of the Association:
 - (a) Persons who have been employed by the Association at any time in the previous two (2) years prior to the application for membership being made;
 - (b) Persons who are, in the opinion of the majority of the Board of Management, unsuitable due to:
 - (i) Commercial consideration; and
 - (ii) The applicant not reflecting the core values of the Association.
- (6) 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;
 - (b) terminates upon cessation of the person's membership; and
 - (c) is suspended during the period of any suspension of the Member.

13. Membership Fees

- (1) The membership fee payable by Members of the Association shall be such as the Board of Management shall from time to time prescribe, provided that the Association shall not at any time prescribe a Membership fee that has not been determined at a General Meeting of Members.
- (2) The Members shall have no liability 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.



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14. Admission and rejection of new Members

- (1) At the next meeting of the Board of Management after the receipt of any application for membership, such application shall be considered by the Board of Management, who shall thereupon determine upon the admission or rejection of the applicant.
- (2) The Board of Management must ensure that, as soon as possible after the person applies to become a Member of the Association, and before the Board of Management considers the person's application, the person is advised -
 - (a) whether or not the Association has public liability insurance; and
 - (b) if the Association has public liability insurance - the amount of insurance.
- (3) Any applicant who received a majority of the votes of the Members of the Board of Management present at the meeting at which such application is being considered, shall be accepted as a Member and must be entered in the Association's Register of Members accordingly.
- (4) Upon the acceptance or rejection of an application for membership, the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

15. Termination of Membership

- (1) A Member may resign from the Association at any time by giving notice in writing to the Secretary.
- (2) Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (3) If a Member ceases to be a Member of the Board of Management, he or she shall immediately cease to be a Member of the Association.
- (4) The Board of Management may suspend the membership of a Member and his or her position as a Board Member or Secretary of the Association at any time and for any period of time if the Member:
 - (a) is charged at law of an indictable offence; or
 - (b) fails to comply with the rules, regulations and by-laws of the Association; or
 - (c) conducts himself or herself in a manner considered by the Board to be injurious or prejudicial to the character or interests of the Association; or
 - (d) is reasonably accused of breaching the conduct of the Association; or
 - (e) is considered by the Board of Management to have breached the code of conduct of the Association.
- (5) The Board of Management may terminate the membership of a Member at any time and his or her position as a Board Member or Secretary of the Association if the Member:
 - (a) is convicted of an indictable offence; or
 - (b) fails to comply with the rules, regulations and by-laws of the Association; or



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- (c) conducts himself or herself in a manner considered by the Board of Management to be injurious or prejudicial to the character or interests of the Association; or
 - (6) The Secretary or Chair must provide written notice of the suspension or termination to the Member whose membership is suspended or terminated within seven (7) days of the suspension or termination.

16. Appeal against rejection, suspension or termination of membership

- (1) A person whose application for membership has been rejected, or whose membership has been suspended or terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within one (1) month after the person receives written notice of the decision.
- (3) If the Secretary receives a notice of intention to appeal, the Secretary must, within one (1) month after receiving the notice, call a General Meeting to decide the appeal.

17. General Meeting to decide appeal

- (1) The General Meeting to decide an appeal must be held within three (3) months after the Secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be suspended or terminated.
- (3) The Board of Management and the Member of the Board who rejected the application or suspended or terminated the membership must also be given a full and fair opportunity to show why the application should be rejected or the membership should be suspended or terminated.
- (4) An appeal must be decided by a majority vote of the Members present and eligible to vote at the meeting.

18. Register of Members

- (1) The Board of Management shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.
- (2) Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Board of Management or the Members at any General Meeting may require from time to time.
- (3) The register shall be open for inspection at all reasonable times by any Member who previously applies to the Secretary for such inspection.



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- (4) The Board of Management may, on the application of a Member of the Association, withhold information about the Member (other than the Members full name) from the register available for inspection if the Board of Management has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm.

19. Prohibition on use of information on Register of Members

- (1) A Member of the Association must not:
- (a) use information obtained from the register of Members of the Association to contact, or send material to, another Member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another Member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
 - (c) Subrule (1) does not apply if the use or disclosure of the information is approved by the Association.

MEMBER MEETINGS

20. Annual General or General Meetings

With the exception of the first Annual General Meeting of the Association, an Annual General Meeting of the Members must be held at least once in each Financial Year within a period of five (5) months after the expiration of each Financial Year.

21. Business conducted at Annual General or General Meetings

- (1) The business to be transacted at every Annual General Meeting shall be:
- (a) the consideration of the annual financial report, Board of Management report and Auditor's report;
 - (b) the election of Members of the Board of Management;
 - (c) the appointment of the Auditor; and
 - (d) dealing with any other business included in the notice of meeting.
- (2) A copy of the accounts, statements and reports prescribed by Law are to be presented at each Annual General Meeting and must be provided to Members at least seven (7) days prior to the Annual General Meeting.



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22. Special General Meetings

- (1) The Secretary shall convene a special General Meeting:
 - (a) when directed to so by the Board of Management; or
 - (b) on the requisition in writing signed by not less than one third of the Members presently on the Board of Management; or
 - (c) on being given a notice in writing of an intention to appeal against the decision of the Board of Management to reject an application for membership or to terminate the membership of any person.
- (2) A requisition mentioned in sub-rule 22.1 (b) shall clearly state the reasons why such a special General Meeting is being convened and the nature of the business to be transacted thereat.

23. Notice of Annual General or General Meetings

- (1) The Secretary shall convene all General Meetings of the Association by giving not less than seven (7) days' notice of any such meeting to the Members of the Association.
- (2) The manner by which such notice shall be given shall be determined by the Board of Management.
- (3) However, notice of any meeting convened for the purpose of hearing and determining the appeal of a Member against the rejection or termination of the Member's membership by the Board of Management, shall be given in writing.
- (4) Notice of a General Meeting shall clearly state the nature of the business to be discussed thereat.

24. Quorum for, and adjournment of, Annual General or General Meetings

- (1) At any General Meeting the number of Members required to constitute a quorum shall be two-thirds of the number of ordinary Members.
- (2) No business may be conducted at any General Meeting unless there is a quorum of Members when the meeting proceeds to business.
- (3) If a quorum is not present within 30 minutes after the appointed time for the commencement of a General Meeting, then:
 - (a) the meeting, if convened upon the requisition of ordinary Members, is to be dissolved; or
 - (b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board of Management may determine.
 - (c) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the meeting is dissolved.



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- (4) The Chair of the General Meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (5) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (6) Save as previously mentioned it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

25. Procedure for Annual General or General Meetings

Unless otherwise provided by these rules, at every General Meeting:

- (1) The Chair of the Association shall preside as Chair, or if there is no Chair, or if the Chair is not present within 30 minutes after the time appointed for the commencement of the meeting or is unwilling to act, the Board of Management will elect a Board Member to be Chair of the meeting.
- (2) The Chair shall maintain order and conduct the meeting in a proper and orderly manner.
- (3) Every question, matter or resolution shall be decided by a majority of votes of the Members present and -
 - (a) every Member present shall be entitled to one (1) vote and in the case of an equality of votes, shall be decided in the negative;
 - (b) voting shall be by a show of hands or a division of Members, unless not less than one-fifth of the Member's present demand a ballot, in which event there shall be a secret ballot;
 - (c) the Chair shall appoint two (2) Members to conduct the secret ballot in such manner as the Chair shall determine and the result of the ballot as declared by the Chair shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- (4) A General Meeting may be called or held using any technology that the Board of Management reasonably considers, having regard to all the circumstances, is appropriate and will enable Members attending the meeting a reasonable opportunity to hear and be heard.

26. Special Resolutions

- (1) A Special Resolution of Members shall only be carried if at least 7 days' written notice has been given to voting Members on the subject of the resolution and that notice:
 - (a) provides reasonable details of the proposed resolution; and
 - (b) specifies the intention to propose the resolution as a Special Resolution



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- (2) Subject to the *Associations Incorporation Act (1981)*, the requirements of paragraph 26.1 of this Constitution shall not apply to the extent that all voting Members agrees to waive the requirements of 26.1 of this Constitution.
 - (3) A Special Resolution is passed if it is passed by a majority, which comprises no less than 75% of voting Members present.

27. Minutes of Annual General or General Meetings

- (1) The Association, for which the Secretary is responsible for, must keep minutes of its meetings made in books or electronic format provided and maintained for the purpose, and, in particular:
 - (a) of the names of all Members present at all General Meetings;
 - (b) of all resolutions and proceedings at all General Meetings;
 - (c) of all resolutions passed without a General Meeting.
- (2) The Chair, or the Chair of the next meeting, must sign the minutes within one month after any General Meeting.
- (3) Minutes must be recorded in the minute book within seven (7) days of the motion being passed that the minutes are 'a true and correct record of the meeting'.
- (4) The minute books must be kept at the registered office or principal place of business of the Association and will be open for inspection at all reasonable times by any Member who previously applies to the Secretary for that inspection.
- (5) Minutes of meetings may be maintained in electronic format.

BOARD OF MANAGEMENT

28. Membership of Board of Management

- (1) Subject to this Constitution:
 - (a) the Association may by resolution at a General Meeting appoint a person as a Board Member; and
 - (b) the Board of Management may by resolution at a Board meeting appoint a person as a Board Member to fill a casual vacancy or as an additional Board Member until the next AGM.
- (2) The Board of Management shall at all times consist of no less than five (5) persons and no more than seven (7) persons, all of whom shall be ordinary Members of the Association.
- (3) Office bearer positions shall at all times consist of a Chair, Treasurer and Secretary. The Board of Management, at their discretion, may appoint from time to time a Deputy Chair.
- (4) Subject to this Constitution, each Board Member shall initially hold office for a period of two (2) consecutive years, but are eligible on nomination for re-election for one (1) year



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terms. Office is held from the conclusion of the Annual General Meeting at which they are elected until the conclusion of the following Annual General Meeting.

29. Election of Board Members

- (1) Any Member may nominate for any position and any number of positions on the Board of Management provided the Member can demonstrate that he or she is eligible to both nominate and fulfil the position.
- (2) No Board Member can assume more than one (1) executive position; being Chair, Deputy Chair (if applicable), Treasurer and Secretary.
- (3) Nominations for candidates for election as a Board Member:
 - (a) must be made in writing, signed by two (2) ordinary Members and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (b) must be lodged with the Secretary at least 14 days, and at most 21 days before the Annual General Meeting at which the election is to take place; and
 - (c) must be forwarded to Members with the notice of Annual General Meeting.
- (4) At the Annual General Meeting at which the election is to take place, the election shall be conducted such that the executive positions are elected first.
- (5) Each Member present at the Annual General Meeting with voting rights is entitled to cast a vote 'for' or 'against' the appointment of a named candidate for a vacant position for which they have nominated. Voting shall be conducted by secret ballot.
- (6) Each ballot shall be conducted for each position individually and the voting determined for each position in order before the voting for the next position commences.
- (7) Where the number of candidates is equal to or less than the number of available positions, no vote is necessary, and the candidates are automatically appointed to the positions for which they have nominated.
- (8) The Secretary shall conduct the counting of votes for any position that the Secretary is not a candidate. If the Secretary is a candidate for a position, then the counting of votes shall be undertaken by another executive Member of the Board other than the Secretary.
- (9) Once a Member has been elected to a position, he or she is not eligible for election for any subsequent position and shall withdraw his or her nomination.
- (10) At the conclusion of all votes, the ballot papers shall be destroyed by the Secretary.



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30. Resignation, removal or vacation of office of Board of Management Member

- (1) A Member of the Board of Management may resign from the Board by written notice delivered to the Secretary. The resignation takes effect when the notice is received by the Secretary, or on a later date specified in the notice.
- (2) A Board Member may be removed from office by resolution of the Members present and entitled to vote at a General Meeting of the Association convened for that purpose. At the meeting the Board Member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (3) A Board Member has no right of appeal against the Member's removal from office under this rule.
- (4) In addition to the circumstances prescribed by the *Associations Incorporation Act (1981)* and this Constitution, the office of a Member shall become a casual vacancy if the Member:
 - (a) dies;
 - (b) cease to be a voting Member;
 - (c) becomes bankrupt or makes any arrangement or composition with creditors generally;
 - (d) becomes prohibited from being a Member of a Board by reason of any order made under the *Associations Incorporation Act (1981)*;
 - (e) becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health;
 - (f) resigns by written notice of the same to the Association;
 - (g) is absent without permission of the Board from all meetings of the Board of Management held during any consecutive period of four (4) months.
- (5) No Member of the Board of Management is permitted to appoint an alternate Member of the Board.

31. Vacancies on the Board of Management

- (1) The Board of Management shall have power at any time to appoint any ordinary Member of the Association to fill any casual vacancy on the Board of Management and the replacement Board Member shall serve as a Board Member for the remaining term of appointment of the Board Member that he or she replaced.
- (2) The Board may elect not to fill a casual vacancy.
- (3) The Board of Management may act notwithstanding any casual vacancy in the Board of Management, but if and so long as the number is reduced below the minimum number fixed by or pursuant to these rules as the necessary quorum of the Board of Management, the continuing Member/s may act:



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- (a) for the purpose of increasing the number of Board Members to the minimum requirement; or
 - (b) for the purpose of convening a General Meeting; or
 - (c) in emergencies,
- but for no other purpose.

32. Functions of the Board of Management

- (1) Except as otherwise provided by these rules and subject to resolutions of the Member of the Association carried at any General Meeting, the Board of Management:
 - (a) shall have the general control and management of the administration of the affairs, property and fund of the Association; and
 - (b) shall have authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent.
- (2) The Board of Management may exercise all the powers of the Association.
- (3) The powers of the Board of Management shall be limited in the following respects:
 - (a) Surplus funds of the Association may only be deposited or invested at an Authorised Deposit-taking Institutions (ADIs) which is authorised under the Banking Act 1959 and regulated by Australian Prudential Regulation Authority (APRA) or corresponding federal legislation. In order to remove doubt, ADIs include banks, building societies and credit unions.
 - (b) Where the Association seeks to secure commercial recourse finance or commercial debt, the Association shall not seek an amount of commercial debt exceeding that level that cannot be supported from the reasonable current level of trading surplus that the operations of the Association are generating.

BOARD OF MANAGEMENT MEETINGS

33. Procedure for Board of Management Meetings

- (1) The Board of Management shall meet at regular intervals not less than six (6) times in each 12 month period to exercise its functions.
- (2) A Board of Management meeting may be called by any Board Member giving at least seven (7) days notice individually to every other Board Member unless all Board Members agree in writing to a shorter notice of meeting.
- (3) Each notice must state:
 - (a) the date, time and place of the Board of Management meeting;
 - (b) the general nature of the business to be conducted at the Board of Management meeting; and



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- (c) any proposed resolutions.
 - (4) No resolution passed at or proceedings at any Board of Management meeting will be invalid because of any unintentional omission or error in giving or not giving notice of:
 - (a) that Board of Management meeting;
 - (b) any change of place of that Board of Management meeting;
 - (c) postponement of that Board of Management meeting; or
 - (d) resumption of that adjourned Board of Management meeting.
 - (5) A Board of Management meeting may be called or held using any technology consented to by all the Board of Management. The consent may be a standing consent. A Board Member may only withdraw their consent within a reasonable period before the meeting.
 - (6) If, before or during the meeting, any technical difficulty occurs where one or more Board Members cease to participate, the Chair may adjourn the meeting until the difficulty is remedied or may, where a quorum of Board Members remains present, continue with the meeting.
 - (7) Subject as previously provided in this rule, the Board of Management may meet together and regulate its proceedings as it thinks fit. However, questions arising at any meeting of the Board of Management shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

34. Conflicts of Interest

- (1) A member of the Board of Management who has a conflict of interest in a matter that relates to the affairs of the Association must give the other Board Members notice of the interest.
- (2) Each Board Member who has a conflict of interest in a matter that is being considered at a meeting of the Board, or that is proposed in a resolution:
 - (a) must not vote on the matter or be present while the matter is being considered at the Board of Management meeting; and
 - (b) will not be counted in a quorum in relation to that matter.
- (3) The disclosure of a conflict of interest by a Board Member must be recorded in the minutes of the relevant Board meeting.
- (4) The Board Member may still be present and vote if the Board Members who do not have a conflict of interest in the matter pass a resolution that identifies the Board Member, the nature and the extent of the Board Member's interest in the matter and how it relates to the affairs of the Association, and says that those Board Members are satisfied that the interest should not stop the Board Member from voting or being present.
- (5) Voting by a Board Member contrary to this clause 34, or failure by a Board Member to make disclosure under this clause 34, does not render void or voidable a contract or arrangement in which the Board Member has a conflict of interest.



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35. Chairing Meetings of the Board of Management

- (6) The Board of Management will elect a Board Member to be chair at Board of Management meetings.
- (7) The Board of Management may determine the period for which the Board Member is to be the Chair. The Board of Management will elect a Board Member present to chair a meeting or part of it if, a Board Member has not already been elected to chair the meeting or a previously elected Chair is not available or declines to act.
- (8) If the Chair is not present within 15 minutes after the time appointed for a Board of Management meeting or if the Chair is unwilling or unable to act as Chair for the whole or any part of that Board of Management meeting, the Board Members present may elect a Board Member present to chair that Board of Management meeting.

36. Quorum at Meetings of the Board of Management

- (1) At every meeting of the Board of Management a simple majority of a number equal to the number of Members elected and appointed to the Board of Management as at the close of the last General Meeting of the Members, shall constitute a quorum.
- (2) If within 30 minutes from the time appointed for the commencement of a Board of Management meeting a quorum is not present, the meeting, if convened upon the requisition of Member of the Board of Management, shall lapse.
- (3) In any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board of Management may determine, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting shall lapse.
- (4) No business may be transacted at a meeting of the Board of Management unless a quorum of Board Members is present at the time the business is dealt with.
- (5) If there is a vacancy in the office of a Board Member, the remaining Board Members may act. If, however their number is not sufficient to constitute a quorum, they may only act in an emergency or to increase the number of Board Members to a number sufficient to constitute a quorum or to call a General Meeting of the Association.

37. Delegations by the Board of Management to Committees

The Board of Management will determine how meetings of any committee of the Board of Management are to be conducted, including the procedures to be adopted and the application of those procedures. The Board of Management may determine that any Members of the Association may sit on any committee of the Board and be entitled to vote on decisions of that committee.



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38. Validity of actions of the Board of Management

All acts done at any meeting of the Board of Management or of a committee or by any person acting as a Member of the Board of Management shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Member of the Board of Management or person acting as aforesaid, or that the Members of the Board of Management or any of them were disqualified, be as valid as if every such person has been duly appointed and was qualified to be a Member of the Board of Management.

39. Resolutions of the Board of Management

- (1) The Board of Management has the discretion to consider and pass a resolution without the need for a Board of Management meeting. This process shall be called a 'signature resolution'.
- (2) Signature resolutions can only be considered for urgent matters requiring expeditious consideration.
- (3) A resolution in writing signed by all Members of the Board of Management for the time being entitled to receive notice of a meeting of the Board of Management shall be as valid and effectual as if it had been passed at a meeting of the Board of Management duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Members of the Board of Management.
- (4) Reasonable efforts must be made to notify all Members of the Board of Management of the signature resolution.
- (5) A signature resolution can only be passed by a quorum and voting majority of the Members of the Board of Management duly notified and in receipt of the signature resolution.
- (6) An approved signature resolution must be tabled at the next meeting of the Board of Management following the signature resolution.

40. Special Meeting of the Board of Management

- (1) The Secretary shall convene a special meeting of the Board of Management:
 - (c) on the requisition in writing signed by not less than one third of the Members presently on the Board of Management; and
 - (d) by giving each member of the Board of Management notice of the meeting within seven (7) days after the Secretary receives the request.
- (2) If the Secretary is unable or unwilling to call the Special Meeting, the Chair must call the meeting.
- (3) A requisition mentioned in sub-rule 22.1 (b) shall clearly state the reasons why such a special General Meeting is being convened and the nature of the business to be transacted thereat.



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41. Minutes of Board of Management Meetings

- (1) The Board of Management and any committee established by the Board of Management must keep minutes of its meetings made in books or electronic format provided and maintained for the purpose, and, in particular:
 - (a) of the names of the Board Members present at each meeting of the Board of Management and of any committee of the Board of Management;
 - (b) of all resolutions and proceedings at all meetings of the Board of Management and of committees;
 - (c) of all resolutions passed without a Board of Management meeting.
- (2) The Chair, or the Chair of the next meeting, must sign the minutes within one month after the Board of Management meeting.
- (3) Minutes must be recorded in the minute book within seven (7) days of the motion being passed that the minutes are 'a true and correct record of the meeting'. The minute books must be kept at the registered office or principal place of business of the Association. Minutes of meetings may be maintained in electronic format.

FINANCIAL MATTERS

42. Financial Year

The end date of the Association's Financial Year is 30 June each year.

43. Funds and Records

- (1) The funds of the Association must be kept in the name of the Association in a financial institution decided by the Board of Management.
- (2) The Association must keep proper financial and accounting records to correctly record and explain the Association's business transactions and the financial position of the Association.
- (3) The Association must keep its financial and accounting records in a manner that will enable:
 - (a) the preparation of true and fair accounts of the Association; and
 - (b) the accounts of the Association to be conveniently and properly audited.
- (4) As soon as practicable after the end of each Financial Year the Treasurer shall cause to be prepared a statement containing the particulars of:
 - (a) the income and expenditure for the Financial Year just ended; and
 - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.



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- (5) All such statements shall be examined by the Auditor who shall present a report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the Financial Year in respect of which such audit was made.
 - (6) Any Member of the Association has the right to inspect the Association's financial records. The Board of Management may reasonably restrict the manner and times at which such inspections may take place.
 - (7) The Board of Management must put in place procedures to comply with any reporting obligations, including those required by Law.

EXECUTION OF DOCUMENTS

44. Common Seal

- (1) The Board of Management shall provide for a common seal and for its safe custody.
- (2) The common seal shall only be used by the authority of the Board of Management and every instrument to which the seal is affixed shall be signed by a Member of the Board of Management and shall be countersigned by the Secretary or by a second Member of the Board of Management or by some other person appointed by the Board of Management for that purpose.

45. Documents

The Board of Management must ensure the safe custody of books, documents, instruments of title and securities of the Association.

WINDING UP

46. Distribution of surplus assets upon winding up

If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the organisation
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- (c) money received by the organisation because of such gifts and contributions.