



**ALCOHOL TOBACCO AND OTHER DRUG ASSOCIATION
AUSTRALIAN CAPITAL TERRITORY INCORPORATED**

(THE ASSOCIATION)

CONSTITUTION

This draft dated 27 April 2018

This draft is the result of consideration by the Constitutional Review Working Group on Wednesday 28 March 2018 and a Members Information Session on Friday 27 April 2018 – it incorporates input from the ATODA Board, this group, the consultant, secretariat and a solicitor.

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Part A - Preliminary

1 Name

- 1.1 The name of The Association is the Alcohol Tobacco and Other Drug Association Australian Capital Territory Incorporated (hereinafter called 'The Association').

2 Basic Aims of The Association

- 2.1 The Association is the peak body representing the alcohol, tobacco and other drug sector in the Australian Capital Territory; and provides leadership, representation and information in order to advance the prevention of and relief of suffering from alcohol, tobacco and other drug use disorders in the Australian Capital Territory region.
- 2.2 The Association is a health promotion organisation.
- 2.3 The Association is a not for profit organisation. The assets and income of the Association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of The Association.

3 Objects of Association

The objects of The Association are:

- 3.1 To co-ordinate, support and assist organisations and individuals to provide services for the prevention of and relief of suffering from alcohol, tobacco and other drug use disorders in the Australian Capital Territory and surrounding region.
- 3.2 To co-ordinate, support and assist organisations and individuals to provide services that prevent and reduce the harms associated with alcohol, tobacco and other drugs in the ACT.
- 3.3 To facilitate the development and operation of partnerships, collaborations and networking with key stakeholders to support joint action aiming to assist organisations and individuals to provide services for the prevention and relief of suffering from alcohol, tobacco and other drug use disorders in the Australian Capital Territory region.
- 3.4 To engage in, promote, develop and support inclusive and evidence-informed decision-making, research and policy development; capacity building, sector and workforce development; and representation for the purposes of prevention of and relief of suffering from alcohol, tobacco and other drug use disorders in the Australian Capital Territory region.
- 3.5 To promote the development and use of evidence-informed alcohol, tobacco and other drug related information, resources, policy and practice to key stakeholders for the purposes of prevention of and relief of suffering from alcohol, tobacco and other drug use disorders in the Australian Capital Territory region.

4. Definitions

In these rules:

Note: A definition applies except so far as the contrary intention appears (see Legislation Act 2001, s 155).

- (a) **Chief Executive Officer** – means the person appointed as the Chief Executive Officer of The Association.
- (b) **Financial year** - means the year ending on 30 June.
- (c) **Member** - means a member, however described, of The Association.
- (d) **Ordinary Board member** - means a member of the Board who is not an office-bearer of The Association as referred to in rule 15 (2)
- (e) **Secretary** - means the person holding office under these rules as Secretary of The Association or, where no such person holds that office, the public officer of The Association.
- (f) **The Act** - means the Associations Incorporation Act 1991.

Part B - Membership

5 Classes of Membership

Subject to the qualifications set out in rule 5, membership of The Association shall consist of the following four classes:

- (a) full organisational members;
- (b) associate organisational members;
- (c) individual members; and
- (d) honorary members.

5.1 Full Organisational Membership Qualifications

- (1) Subject to this rule, an organisation is qualified to be a full organisational member of The Association if it is a non-government or government organisation, provided:
 - (a) the organisation is an organisation referred to in paragraph 21(2)(a) or (b) of the Act and has not ceased to be a member of The Association at any time after incorporation of The Association under the Act; or
 - (b) the organisation:

- (i) has been nominated for full organisational membership in accordance with rule 6(1); and
 - (ii) has been approved for full organisational membership of The Association by the Board of The Association.
- (2) A full organisational member must be able to demonstrate its interest or involvement in alcohol, tobacco and/or other drug issues, and its charter must be compatible with the objects of The Association. To be eligible for full organisational membership, an organisation or at least one of its programs must have as its main function (based in the Australian Capital Territory) the provision of alcohol, tobacco and/or other drug services (e.g. prevention and/or treatment services) directly to the Australian Capital Territory community or to parts of it.
- (3) The membership rights of a full organisational member are as follows:
 - (a) Each full organisational member organisation may appoint a maximum of two delegates to The Association to act on its behalf.
 - (b) The appointment of a delegate shall be notified in writing to the Chief Executive Officer by the President, Vice President, Secretary, Executive Director or authorised officer of the Member Organisation. The Member Organisation may at any time terminate the appointment of either or both of its delegates and nominate another person or persons;
 - (c) Each delegate of a full organisational member shall be entitled to one vote at a General Meeting of The Association, and may also exercise proxy votes in accordance with rule 34 (note, as a full organisational member appoints 2 delegates, this equates to 2 votes per full organisational member);
 - (d) No person shall be a delegate to The Association of more than one full organisational member; and
 - (e) A delegate shall be eligible for election or appointment to the Board.

5.2 Associate Organisational Membership Qualifications

- (1) Subject to this rule, an organisation is qualified to be an associate organisational member of The Association if it is an organisation, institution, company or government agency provided:
 - (a) the organisation is an organisation referred to in paragraph 21 (2) (a) of the Act and has not ceased to be a member of The Association at any time after incorporation of The Association under the Act; or
 - (b) the organisation:
 - (i) has been nominated for associate organisational membership in accordance with rule 6(1); and
 - (ii) has been approved for associate organisational membership of The Association by the Board of The Association

- (2) An organisation is qualified to be an associate organisational member if it is an organisation, institution, company, or government agency with an interest in alcohol, tobacco and other drug issues.
- (3) An associate organisational member must be able to demonstrate its interest or involvement in alcohol, tobacco and other drug issues, and its charter must be compatible with the objects of The Association.
- (4) Each associate organisational member organisation may appoint one delegate to The Association to act on its behalf.
- (5) The membership rights of an associate organisational member are as follows:
 - (a) Associate organisational members shall be entitled to attend all General Meetings of The Association;
 - (b) The delegate of an associate organisational member shall be entitled to one vote at a General Meeting of The Association, and may also exercise proxy votes in accordance with rule 34;
 - (c) No person shall be a delegate to The Association of more than one organisational member; and
 - (d) Associate organisational members shall not be eligible for election or appointment to any position on the Board.

5.3 Individual Membership Qualifications

- (1) Subject to this rule, a person is qualified to be an individual member of The Association if they have:
 - (i) been nominated for individual membership in accordance with rule 6 (1); and
 - (ii) been approved for individual membership of The Association by the Board of The Association
- (2) A person is qualified to be an individual member if they have an interest in alcohol, tobacco and other drug issues.
- (3) An individual member must be able to demonstrate their interest or involvement in alcohol and other drug issues, and endorse the objects of The Association.
- (4) The membership rights of an individual member are as follows:
 - (a) An individual member shall be entitled to attend all general meetings of The Association;
 - (b) An individual Member is entitled to vote at a general meeting, and may also exercise proxy votes in accordance with rule 34; and
 - (c) A delegate shall be eligible for election or appointment to the Board.

5.4 Honorary Membership

- (1) Honorary membership will be offered to individuals who can assist The Association in attaining its objects. The offer will be made by the Board. An honorary member is not eligible for election or appointment to any position on the Board.

- 5A** Notwithstanding the provisions of this Part, no industry body engaged in the importation, cultivation, manufacture, promotion, supply or sale of alcohol, tobacco, cannabis, pharmaceutical products, nor other drugs, is eligible for any class of membership.

6 Nomination for Membership

- 6.1 A nomination of a person or organisation for membership of The Association –

- (a) shall be made by a member of The Association in writing in the form set out by the Association; and
- (b) shall be lodged with the Secretary of The Association.

- 6.2 (a) As soon as is practicable after receiving a nomination for membership, the Secretary shall refer the nomination to the Board. The Board, having regard to the nominee's interest and/or involvement in alcohol, tobacco and other drug issues, and the degree to which the nominee is qualified for membership under this Part, shall determine whether to approve or to reject the nomination. The decision of the Board in respect of any nomination for membership is final.

- (b) If the Board rejects an application, the Secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.

- 6.3 Where the Board determines to approve a nomination for membership, the Secretary shall as soon as practicable after that determination ensure that the nominee is notified of the approval and request the nominee to pay within twenty-eight (28) days after receipt of the notification the sum payable under these rules by a member as the entrance fee and the first year's annual subscription.

- 6.4 The Secretary shall, on payment by the nominee of the amounts referred to in sub-rule (3) within the period referred to in that sub-rule, ensure that the nominee's name is entered into the register of members and, on the name being so entered, the nominee shall become a member of The Association.

7 Membership Entitlements not Transferable

- 7.1 A right, privilege or obligation which an organisation or person has by reason of being a member of The Association—

- (a) is not capable of being transferred or transmitted to another organisation or person; and
- (b) terminates on cessation of the organisation's or person's membership.

8 Cessation of Membership

- 8.1 An organisation or person ceases to be a member of The Association if —
- (a) the individual member dies; or
 - (b) the organisation or person resigns from membership of The Association; or
 - (c) the organisation or person is expelled from The Association; or
 - (d) the organisation or person fails to renew membership of The Association.

9 Resignation of Membership

- 9.1 A member is not entitled to resign from membership of The Association except in accordance with this rule.
- 9.2 A member who has paid all amounts payable by the member to The Association may resign from membership of The Association by first giving notice (being not less than one (1) month or, if the Board has determined a shorter period, that shorter period) in writing to the Secretary of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 9.3 Where a person ceases to be a member, the Secretary shall ensure that the appropriate entry is made in the register of members recording the date on which the member ceased to be a member.

10 Fee, Subscriptions etc

- 10.1 The entrance and annual membership fee for full organisational members and associate organisational members of The Association is determined by resolution of the Board, as it thinks fit, on separate sliding scales having regard to the size and funding level of the full organisational member organisation or associate organisational member organisation; and the income of the individual member.
- 10.2 The annual membership fee is payable—
- (a) except as provided by sub-rule (b)—before 1 July in each calendar year; or
 - (b) where a person becomes a member on or after 1 July in any calendar year—before 1 July in each succeeding calendar year.
- 10.3 Any member who has not paid the annual member's fee within ninety (90) days of it being due is to be deemed unfinancial.

11 Members' Liabilities

- 11.1 The liability of a member 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 rule 10.

12 Disciplining of Members

- 12.1 Where the Board is of the opinion that a member—

- (a) has refused or neglected to comply with a provision of these rules; or
- (b) has wilfully acted in a manner prejudicial to the interests of The Association;

the Board may, by resolution—

- (i) expel the member from The Association; or
- (ii) suspend the member from such rights and privileges of membership of The Association as the Board may determine for a specified period.

- 12.2 A resolution of the Board under sub rule (1) is of no effect unless the Board, at a meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service on the member of a notice under sub rule (3), confirms the resolution in accordance with this rule.

- 12.3 Where the Board passes a resolution under sub rule (1), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member—

- (a) setting out the resolution of the Board and the grounds on which it is based; and
- (b) stating that the member may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice; and
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.

- 12.4 Subject to the Act, at a meeting of the Board mentioned in sub-rule (2), the Board shall—

- (a) give to the member mentioned in sub-rule (1) an opportunity to make oral representations; and

- (b) give due consideration to any written representations submitted to the Board by that member at or prior to the meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution of the Board made under sub-rule (1).

12.5 Where the Board confirms a resolution under sub-rule (4), the secretary shall, within seven (7) days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 13.

12.6 A resolution confirmed by the Board under sub-rule (4) does not take effect—

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- (b) where within that period the member exercises the right of appeal, unless and until The Association confirms the resolution in accordance with rule 13 (4).

13 Right of Appeal of Disciplined Member

13.1 A member may appeal to The Association in general meeting against a resolution of the Board which is confirmed under rule 12 (4), within seven (7) days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

13.2 On receipt of a notice under sub-rule (1), the Secretary shall notify the Board which shall convene a general meeting of The Association to be held within twenty-one (21) days after the date on which the secretary received the notice or as soon as possible after that date.

13.3 Subject to the Act, at a general meeting of The Association convened under sub-rule (2)—

- (a) no business other than the question of the appeal shall be transacted; and
- (b) the Board and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
- (c) the members present shall vote by secret ballot on the question of whether the resolution made under rule 12 (4) should be confirmed or revoked.

13.4 If the meeting passes a special resolution in favour of the confirmation of the resolution made under rule 12 (4), that resolution is confirmed.

Part C - Board

14 Powers of the Board

14.1 The Board, subject to the Act, the regulations, these rules, and to any resolution passed by The Association in general meeting—

- (a) shall 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 these rules to be exercised by The Association in general meeting; and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of The Association.

15 Constitution and Membership of the Board

15.1 The Board shall consist of up to 10 members —

- (a) the office-bearers of The Association; and
- (b) up to four (4) ordinary Board Members, each of whom shall be elected under rule 17 or appointed in accordance with sub-rule (5); and
- (c) up to two additional positions to be filled, by appointment by the Board, by members of specific population groups and/or individuals with particular expertise as determined by the Board from time-to-time for a fixed term.

15.2 The office-bearers of The Association shall be—

- (a) the Chair;
- (b) the Deputy Chair;
- (c) the Treasurer; and
- (d) the Secretary.

15.3 Of the four (4) office-bearers of The Association and up to four (4) ordinary Board members a minimum of four (4) will be delegates of full organisational members and a maximum of three (3) will be individual members;

15.4 Each Member of the Board, other than the Chair appointed under rule 16, shall, subject to this Constitution, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible to stand for re-election.

15.5 In the event of a Board vacancy, the Board may appoint a delegate of a full organisational member of The Association, or an individual member of The Association, to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the next annual general meeting following the date of the appointment.

15.6 The Chief Executive Officer is *ex officio* a member of the Board, but is not eligible to vote at meetings of the Board, nor at general meetings of The Association.

16 Appointment of the Chair

- 16.1 (a) Following the adoption of this rule, the Board shall appoint a Chair for a term of two (2) years, who will be eligible to be appointed for a further period of two (2) years. The position of Chair is additional to the positions of appointed Board members referred to at rule 15.1 (c) above.
- (b) The Chair shall be a person who is, or is qualified to be, an Individual Member of the Association. The Chair shall ex officio be an Individual Member of the Association for the period of his or her appointment. The Chair shall not necessarily be required to be involved in service development, delivery or research in relation to alcohol, tobacco or other drugs.
- (c) The appointed Chair shall have the same rights and privileges as the other members of the Board, including the right to vote at meetings of the Board and at general meetings.

17. Election of Board Members

- 17.1 Nominations of candidates for election as Board members of The Association (other than the Chair who is appointed by the Board under rule 16)—
- (a) shall be made in writing, signed by a delegate from a full organisational member or associate organisational member or by an individual member of The Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and,
- (b) shall be delivered to the Secretary of The Association not less than seven (7) days before the date fixed for the annual general meeting at which the election is to take place.
- 17.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 17.3 If insufficient further nominations are received, any vacant positions remaining on the Board shall be deemed to be vacancies.
- 17.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- 17.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 17.6 The ballot for the election of Board members (other than the Chair who is appointed by the Board) shall be conducted at the annual general meeting in such manner as the Board may direct.

17.7 A person is not eligible to hold simultaneously more than one (1) position on the Board.

17.8 (a) Upon the adoption of this Constitution, all office-bearers and members of the Association previously elected shall continue to hold office until the end of the term for which they were elected.

(b) The term of office of the first person appointed by the Board to the office of Chair shall commence on the day after the end of the term of the President in office at the time of adoption of this Constitution.

(c) The term of office of the first person appointed by the Board to the office of Deputy Chair shall commence on the day after the end of the term of the Vice-President in office at the time of adoption of this Constitution.

(d) After the adoption of this Constitution, the Secretary will be appointed by the Board and 3 ordinary Board members shall be elected in even numbered years for a 2-year term.

(e) After the adoption of this Constitution, the Deputy Chair and Treasurer will be appointed by the Board and 1 ordinary Board member shall be elected in odd numbered years for a 2-year term.

18 Secretary

18.1 The Secretary of The Association shall, as soon as practicable after being appointed as Secretary, notify The Association of his or her address.

18.2 The Secretary shall ensure that minutes are kept of—

(a) all elections and appointments of office-bearers and ordinary Board members; and

(b) the names of members of the Board present at a Board meeting or members present at a general meeting; and

(c) all proceedings at Board meetings and general meetings.

18.3 Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

19 Treasurer

19.1 The Treasurer of The Association shall ensure that processes are in place to—

(a) collect and receive all moneys due to The Association and make all payments authorised by The Association; and

- (b) keep correct accounts and books showing the financial affairs of The Association with full details of all receipts and expenditure connected with the activities of The Association.

20 Vacancies

20.1 For these rules, a vacancy in the office of a member of the Board occurs if the member—

- (a) dies; or
- (b) ceases to be a delegate of a full organisational or individual member of The Association or, in the case of the Chief Executive Officer, ceases to be in that position; or
- (c) resigns the office; or
- (d) is removed from office under rule 21; or
- (e) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (f) suffers from mental or physical incapacity; or
- (g) is disqualified from office under the Act; or
- (h) is absent without the consent of the Board from three consecutive meetings of the Board.

21 Removal of Board Members

21.1 The Association in general meeting may by resolution, subject to the Act, remove any member of the Board other than the Chair from the office of Member of the Board before the expiration of the Member's term of office.

21.2 Notwithstanding the provisions of rule 21.1, the Board may, by resolution, subject to the Act, remove the Chair from his or her office before the expiration of the Chair's term in office.

22 Board Meetings and Quorum

22.1 The Board shall meet at least three (3) times in each calendar year at such place and time as the Board may determine.

22.2 Additional meetings of the Board may be convened by any Member of the Board.

22.3 Oral or written notice of a meeting of the Board shall be given by the Secretary to each Member of the Board at least forty-eight (48) hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the

holding of the meeting. Notice may be given by electronic telecommunications such as, but not limited to, email and electronic newsletters.

- 22.4 Notice of a meeting given under sub-rule (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Members of the Board present at the meeting unanimously agree to treat as urgent business.
- 22.5 Any four (4) Members of the Board constitute a quorum for the transaction of the business of a meeting of the Board. A quorum can be formed with the use of electronic telecommunications such as, but not limited to, teleconferencing and video link.
- 22.6 No business shall be transacted by the Board unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 22.7 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- 22.8 At meetings of the Board—
- (a) the Chair or, in the absence of the Chair, the Deputy Chair shall preside; or
 - (b) if the Chair and the Deputy Chair are absent—one of the remaining Members of the Board may be chosen by the Members present to preside.

23 Delegation by Board to Committee

- 23.1 The Board may, by instrument in writing, delegate to one or more committees (consisting of such delegates of members organisations, or individual members of The Association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than—
- (a) this power of delegation; and
 - (b) a function which is a function imposed on the Board by the Act, by any other Territory law, or by resolution of The Association in general meeting.
- 23.2 A function, the exercise of which has been delegated to a committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- 23.3 A delegation under this rule 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.
- 23.4 Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.

- 23.5 Any act or thing done or suffered by a committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- 23.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 23.7 A committee may meet and adjourn as it thinks proper.

24 Voting and Decisions

- 24.1 Questions arising at a meeting of the Board or of any committee appointed by the Board shall be determined by a majority of the votes of Members of the Board or committee present at the meeting.
- 24.2 Each Member present at a meeting of the Board or of any committee appointed by the Board (including the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 24.3 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or committee.

Part D - General Meetings

25 Annual General Meetings—Holding of Meetings

- 25.1 With the exception of the first annual general meeting of The Association, The Association shall, at least once in each calendar year and within the period of five (5) months after the expiration of each financial year of The Association, convene an annual general meeting of its members
- 25.2 The Association shall hold its first annual general meeting—
- (a) within the period of eighteen (18) months after its incorporation under the Act; and
 - (b) within the period of five (5) months after the expiration of the first financial year of The Association.
- 25.3 Sub-rules (1) and (2) have effect subject to the powers of the registrar-general under the Act, in relation to extensions of time.

26 Annual General Meetings—Calling of Business

- 26.1 The annual general meeting of The Association shall, subject to the Act, be convened on such date and at such place and time as the Board thinks fit.

- 26.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be—
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the Board reports on the activities of The Association during the last preceding financial year; and
 - (c) to elect members of the Board; and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act; and
 - (e) to appoint the auditor.

26.3 An annual general meeting shall be specified as such in the notice convening it in accordance with rule 28.

26.4 An annual general meeting shall be conducted in accordance with the provisions of this part.

27 General meetings—Calling a Meeting

27.1 The Board may, whenever it thinks fit, convene a general meeting of The Association.

27.2 The Board shall, on the requisition in writing of not fewer than five (5) delegates of full organisational or associate organisational or individual members, eligible to vote or 5% of the total number of members, whichever is the greater, convene a general meeting of The Association.

27.3 A requisition of members for a general meeting—

- (a) shall state the purpose or purposes of the meeting; and
- (b) shall be signed by the members making the requisition; and
- (c) shall be lodged with the secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

27.4 If the Board fails to convene a general meeting within one (1) month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a general meeting to be held not later than three (3) months after that date.

27.5 A general meeting convened by a member or members referred to in sub-rule (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who thereby incurs expense is entitled to be reimbursed by The Association for any reasonable expense so incurred.

28 Notice

- 28.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of The Association, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. Notification can be made using electronic means.
- 28.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of The Association, the Secretary shall, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in sub-rule (1) specifying, in addition to the matter required under that sub-rule, the intention to propose the resolution as a special resolution.
- 28.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under sub-rule 26 (2).
- 28.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29 General Meetings—Procedure and Quorum

- 29.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 29.2 Five (5) delegates and/or 5% of the membership, whichever is the greater, present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 29.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened on the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of 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.
- 29.4 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 delegates and/or individual members resent (being less than five (5) or 5%, whichever is the greater) shall constitute a quorum.

30 The Chair

- 30.1 The Chair, or in the absence of the Chair, the Deputy Chair shall preside at each general meeting of The Association.
- 30.2 If the Chair and the Deputy Chair are absent from a general meeting, the individual members and delegates of full organisational and associate organisational members present shall elect one of their number to preside at the meeting.

31 Adjournment

- 31.1 The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of the individual members and delegates of full organisational and associate organisational members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 31.2 Where a general meeting is adjourned for fourteen (14) days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of The Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 31.3 Except as provided in sub-rules (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.

32 Making of Decisions

- 32.1 A question arising at a general meeting of The Association shall 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 person presiding 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.
- 32.2 At a general meeting of The Association, a poll may be demanded by the person presiding or by not less than three (3) of the individual members and delegates of full organisational and associate organisational members present in person at the meeting.

- 32.3 Where the poll is demanded at a general meeting, the poll shall be taken—
- (a) immediately in the case of a poll which relates to the election of the person to preside at 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 person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

33 Voting

- 33.1 Subject to sub-rule (3), on any question arising at a general meeting of The Association a delegate of a full organisational member appointed under sub-rule 5.1, or a delegate of an associate organisational member appointed under sub-rule 5.2, has one vote only. Individual members have one vote only. Honorary members are not eligible to vote.
- 33.2 All votes shall be given in person by a delegate of a full organisational member, associate organisational member or by an individual member or by proxy.
- 33.3 In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- 33.4 A delegate of a member is not entitled to vote at any general meeting of The Association unless all money due and payable by the member to The Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

34 Appointment of Proxies

- 34.1 Each delegate of a full organisational member appointed under sub-rule 5.1, each delegate of an associate organisational member appointed under sub-rule 5.2, and each individual member appointed under sub-rule 5.3 is entitled to appoint another member as proxy by notice given to the Chief Executive Officer before the time of the meeting for which the proxy is appointed. The notice appointing the proxy must be in the form set out by the Association.

Part E - Miscellaneous

35 Funds—Source

- 35.1 The funds of The Association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by The Association in general meeting and subject to the Act, such other sources as the Board determines.
- 35.2 All money received by The Association shall be deposited as soon as practicable and without deduction to the credit of The Association's bank account.
- 35.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

36 Funds—Management

- 36.1 Subject to any resolution passed by The Association in general meeting, the funds of The Association shall be used for the objects of The Association in such manner as the Board determines.
- 36.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) office bearers of the Board, or one (1) office bearer and the Chief Executive Officer of The Association or Board member authorised to do so by the Board.

37 Gift Fund

- 37.1 The Association will maintain a separate Gift Fund as required by the Commonwealth Taxation Act.
- 37.2 The Gift Fund will be maintained and operated in accordance with the Commonwealth Taxation Act applicable to such funds at the time.
- 37.3 Money, gifts, donations and property received into the Gift Fund may be used only for the principal objects and purposes of The Association.
- 37.4 If The Association's Gift Fund is wound up, or if the organisation's endorsement as a deductible gift recipient is revoked, the surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

38 Surplus Assets not included in the Gift Fund on the Dissolution of The Association

- 38.1 At the first general meeting of The Association, The Association must pass a special resolution nominating –
- (a) another association for the Act, section 92 (1) (a); or
 - (b) a fund, authority or institution for the Act, section 92 (1) (a);
 - (c) in which it is to vest any surplus property not already disposed of under clause 35, in the event of the dissolution or winding up of The Association
- 37.2 An association nominated under sub-rule (1) (a) must fulfil the requirements specified in the Act and be a fund, authority or institution to which income tax deductible gifts can be made.

39 Alteration of Objects and Rules

- 39.1 Neither the objects of The Association referred to in the Act, nor these rules shall be altered except in accordance with the Act.

40 Common Seal

- 40.1 The common seal of The Association shall be kept in the custody of the Chief Executive Officer.
- 40.2 The common seal shall not be affixed to any instrument except by the authority of the Board or Chief Executive Officer and the affixing of the common seal shall be attested by the signatures either of two office bearers or one office bearer and the Chief Executive Officer, authorised by the Board.

41 Custody of Books

- 41.1 Subject to the Act, the regulations and these rules, the Secretary shall ensure safe custody of all records, books, and other documents relating to The Association.

42 Inspection of Books

- 42.1 The records, books and other documents of The Association shall be open to inspection at a place in the ACT, free of charge, by a member of The Association at any reasonable hour.

43 Service of Notice

- 43.1 For these rules, a notice may be served by or on behalf of The Association on any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- 43.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.