THE ISOLATED CHILDREN'S PARENTS' ASSOCIATION OF AUSTRALIA INCORPORATED

CONSTITUTION

Incorporation Number A1005259F under the *Associations Incorporation Act 2015* (WA)

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THE ISOLATED CHILDREN'S PARENTS' ASSOCIATION OF AUSTRALIA INCORPORATED CONSTITUTION

PART A — GENERAL

1. Name of the Association

1.1. The name of the Association is The Isolated Children's Parents' Association of Australia Incorporated.

2. Type of Association

2.1. The Association is a charity registered under the ACNC Act.

2.2. The assets and income of the Association must be applied solely in furtherance of the Purposes and no portion of the income or assets of the Association may be paid or transferred, directly or indirectly, to any Member.

2.3. Clause 2.2 does not prevent the Association from doing the following things, provided they are done in good faith and in promotion of the Purposes:

a) paying a Member for goods or services they have provided to the Association at fair and reasonable rates or rates more favourable to the Association,

b) reimbursing a Member for reasonable expenses they have properly incurred on behalf of the Association,

c) making a payment to a Member in carrying out the Purposes, or

d) making a payment for any other bona fide reason related to the attainment of the Purposes.

2.4. This Constitution comprises a contract between:

a) the Association and each Member,

b) the Association and each Director, and

c) a Member and each other Member.

2.5. The Association operates as a federated organisation comprising the Association as the national association, the State and Territory Member Associations and the Branches.

3. Purposes

3.1. The Purposes of the Association are to promote:

a) equitable access to education for all students in Rural and Remote areas of Australia, and

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b) awareness and understanding of the problems and needs of Rural and Remote students and schools.

3.2. The Association may achieve the Purposes by undertaking activities which may include but are not limited to:

a) seeking assistance for Rural and Remote students to gain access to appropriate education, services and opportunities so that the individual educational needs of the student are met,

b) advancing educational and associated services that are, or should be provided for students in and from Rural and Remote areas,

c) advocating for appropriate authorities to expand existing specialist services or establish new ones that will improve the educational, social or cultural life of Rural and Remote students, and

d) doing such other things ancillary to or conducive towards the attainment of the Purposes.

4. Powers of the Association

4.1. The Association has the following powers which may be used only to carry out its Purposes:

a) the powers of an individual,

b) all the powers of an incorporated association under the Act, and

c) the power to do all things necessary or convenient to be done for, or in connection with, the attainment of its Purposes.

5. Definitions

5.1. In this Constitution, except as so far as the context or subject matter otherwise indicates or requires:

a) **ACNC Act** means the Australian Charities and Not-for-profits Commission Act 2012 (Cth),

b) **Act** means Associations Incorporation Act 2015 (WA),

c) Annual Conference means the forum convened annually for the consideration, debate and determination of advocacy motions and related business,

d) **Annual General Meeting** means the annual general meeting required by the Act and this Constitution,

e) **Association** means The Isolated Children's Parents' Association of Australia Incorporated,

f) **Board** has the same meaning as management committee under the Act,

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g) **Branch** means an incorporated association or unincorporated group constituted of at least five financial Ordinary Members within a defined geographic area or community of interest,

h) **By-laws** means the rules and regulations made by the Board in accordance with clause 32,

i) **Code of Conduct** means any code of conduct applicable to Members made by the Board,

j) **Constitution** means this constitution as amended from time to time,

k) **Delegate** means an individual appointed as a Voting Member's delegated representative under clause 9,

l) **Director** means an individual elected or appointed as a Director on the Board,

m) **Family Member** means two parents of a family who have joint membership and satisfy the following requirements:

   i. the Family Member is a current financial Member of the Association, and
   ii. the Family Member has joined a Branch of the Association or is a Lone Member,

n) **Federal Life Member** means an individual conferred Federal Life Membership in accordance with the By-laws,

o) **General Meeting** means a meeting of the Members of the Association convened under this Constitution, i.e. an Annual General Meeting or a Special General Meeting,

p) **Lone Member** means an individual or Family Member for whom it is impractical to be a member of a Branch and who is:

   i. a financial Member of the Association; and
   ii. a member of a Member Association,

q) **Lone Member Body** means the collective body comprising all Lone Members within a particular State or Territory who together number at least five,

r) **Maximum Continuous Period** means the term limits imposed on Directors under clause 26,

s) **Member Association** means a State or Territory ICPA association with at least three Branches or at least 15 individual members,

t) **Office Bearer** means any Director holding an office bearer position specified in clause 24.1.a),

u) **Ordinary Member** means:

   i. an individual who has joined a Branch of the Association and is a current financial Member of the Association, or

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ii. each parent within a Family Member, or
iii. a Lone Member as defined in clause 5.1.p),

v) **Policy** means a Policy Statement and the corresponding Policy Objectives.

w) **Policy Objectives** means the particular goals to be achieved in the implementation of a Policy Statement,

x) **Policy Statement** means a statement of guiding principles that directs the Association's actions in achieving its Purposes, particularly in relation to equitable education and other matters affecting the educational opportunities of Rural and Remote children in Australia,

y) **Poll** means a method of voting in which the actual number of votes cast for and against the resolution are counted and recorded, as opposed to a show of hands,

z) **President** means the Director holding this office,

aa) **Rural and Remote** means geographically isolated and remote areas as defined in the By-laws,

bb) **Secretary** means the Director holding this office,

cc) **Special General Meeting** means any General Meeting that is not the Annual General Meeting,

dd) **Special Resolution** means a resolution at a General Meeting that is passed by at least 75% of the votes cast by Members entitled to vote on the resolution,

ee) **Surplus Assets** means any assets of the Association that remains after paying all debts and other liabilities of the Association, including the costs of winding up,

ff) **Vice President** means a Director holding this office**,** and

gg) **Voting Member** means a Branch, a Member Association, a Lone Member Body, the Directors and any Federal Life Member.

6. Interpretation

6.1. Headings are for convenience only and do not affect the interpretation of this Constitution.

6.2. The following rules of interpretation apply unless any contrary intention appears in this Constitution or the context requires otherwise:

a) mandatory provisions of the Act override any clause in this Constitution, which is inconsistent with that Act,

b) reference to an act includes every amendment, re-enactment, or replacement of that act and any subordinate legislation made under that act such as regulations,

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c) a reference to a clause or sub-clause is to a clause or sub-clause of this Constitution,

d) where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning,

e) reference to a person is a reference to an individual, company, any other body corporate, partnership, joint venture, association, or other body whether or not incorporated,

f) the words 'writing' and 'written' include any mode of representing or reproducing, including electronically, words, figures, drawings, or symbols in a visible or communicable form,

g) the words 'including', 'for example', or similar expressions do not limit the inclusions or examples,

h) singular includes plural and vice versa, and

i) a notice or document required by this Constitution to be signed includes signing by electronic means or may be authenticated by any other manner permitted by law.

PART B — MEMBERSHIP

7. Classes of Membership

7.1. There are the following classes of membership:

a) Voting Members, and

b) Ordinary Members.

7.2. Members are individuals and organisations who:

a) support the Purposes,

b) satisfy the criteria for their class of membership as set out in clause 5,

c) satisfy any additional requirements for membership as prescribed by the Board and set out in the By-laws, and

d) have been admitted as Members in accordance with this Constitution.

7.3. The Voting Members comprise the following categories:

a) Branches;

b) Member Associations;

c) Lone Member Bodies;

d) the Directors; and

e) Federal Life Members.

7.4. Each Voting Member category has the number of votes set out in clause 21.2 .

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8. Rights and Obligations of Members

8.1. Subject to this Constitution, a Voting Member has the right to:

a) receive notices of and to attend General Meetings,

b) vote at General Meetings on resolutions put to the Members, and

c) vote in the election for Directors.

8.2. Subject to this Constitution, an Ordinary Member is:

a) entitled to receive notices of, attend and vote at Branch meetings,

b) entitled to receive notices of and to attend General Meetings,

c) entitled to nominate or be nominated as a Director, and

d) does not have any voting rights at General Meetings. For clarity, an Ordinary Member can act in their capacity as a Delegate of a Branch, a Lone Member Body, or a Member Association, subject to clause 9.2.

8.3. A Member who has not paid any fees payable by the due date is not entitled to exercise their rights while the fee remains unpaid.

8.4. A Member is entitled to exercise their rights if their membership rights are not suspended for any other reason.

8.5. Members must comply with:

a) this Constitution,

b) any By-laws, and

c) any Code of Conduct.

8.6. To maintain membership, Members are required to comply with any continuing membership obligations or conditions as determined by the Board and specified in the By-laws.

8.7. A Member must, within a reasonable time, notify the Secretary of any change to their details as recorded in the register of Members.

8.8. A right, privilege or obligation held by reason of being a Member:

a) is not capable of being transferred or transmitted to another person, and

b) terminates upon cessation of the Member's membership.

8.9. 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, that is unpaid by the Member in respect of their membership fees of the Association.

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9. Voting Member Delegates

9.1. A Voting Member that is a Branch, Member Association or Lone Member Body will appoint one or two Delegates to represent it at General Meetings and who may vote on the Voting Member's behalf.

9.2. An individual is eligible to be a Delegate:

a) of a Branch or Lone Member Body, if they are an Ordinary Member belonging to that Branch or Lone Member Body, and

b) of a Member Association, if they are a member of the governing body (for example, committee, council or board) of the Member Association.

9.3. Provided there are at least five Lone Members within a State or Territory they will be jointly entitled to a maximum of two Delegates to represent and vote on their behalf at General Meetings. The two Delegates will be selected by the governing body of the respective Member Association for the relevant State or Territory.

9.4. The Directors may appoint up to two Delegates from among their number to represent them at General Meetings and vote on their behalf.

9.5. A Voting Member may by notice to the Secretary or nominated registration coordinator change its Delegate/s.

9.6. The Secretary will keep a register of Delegates.

10. Application for Membership

10.1. An application for membership must be in a form prescribed by the Board.

10.2. The Board may, in its absolute discretion, approve or reject an application for membership.

10.3. The Board may refuse any application for membership without being compelled to give the reasons for such refusal.

10.4. The Board may delegate the consideration and determination of any membership application.

10.5. Once the outcome of a membership application is determined, written notice of the decision of the Board or their delegate is to be sent to the applicant within a reasonable time.

10.6. The acceptance of an applicant as a Member is subject to the payment of any fees and if such payment is not made, the Board may cancel its acceptance of the applicant for membership of the Association.

10.7. An applicant who is admitted to membership becomes a Member and is entitled to exercise the rights and privileges of that membership when their name is entered in the register of Members.

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11. Membership Fees

11.1. The Board may set any joining fees and/or membership fees and may determine different fees:

a) for different classes or categories of membership,

b) within classes or categories of membership, or

c) for different Members.

11.2. The Board may in its discretion waive or vary the amount of any fee set.

11.3. Any fee charged to Members is payable in such manner and at such times as are determined by the Board.

11.4. If any fee remains unpaid for a period of three months after it becomes due, the Member's membership is terminated unless the Board resolves otherwise.

11.5. Membership that has been terminated under clause 11.4 may be reinstated at the discretion of the Board upon payment of the outstanding fee(s).

11.6. A Member that is suspended or expelled pursuant to clause 14 shall not be entitled to a refund of any membership fees.

12. Register of Members

12.1. The Secretary or another person delegated by the Board must establish and maintain a register of Members which may be in electronic form containing:

a) the name of each Member and the date on which they became a Member,

b) the Member's address (which may be an email address or other electronic contact address), to which notices from the Association may be sent, and

c) any other information as determined by the Board or required by the Act.

12.2. A Member who wishes to inspect the register of Members must contact the Secretary to make the necessary arrangements.

12.3. The Board may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association, if:

a) a Member inspecting the register of Members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or

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b) a Member makes a written request under section 56(1) of the Act to be provided with a copy of the register of Members.

12.4. A Member may request that access to their personal information contained in the register of Members be restricted, where a prescribed circumstance applies.

12.5. The Secretary must approve a Member's request under clause 12.4 if satisfied that a prescribed circumstance applies to that member.

12.6. For the purposes of this clause, "prescribed circumstance" means a circumstance prescribed by the regulations.

12.7. The Secretary must provide access within 30 days of receiving a Member request to inspect the register of Members.

13. Ceasing to be a Member

13.1. A Member ceases to be a Member if they:

a) resign by written notice to the Secretary,

b) are an individual and die,

c) are not an individual and are wound up or are dissolved,

d) have their membership terminated or are expelled under this Constitution,

e) no longer satisfy the criteria for their respective class of membership,

f) are convicted of an indictable offence,

g) fail to provide any information required by the Board as part of the renewal process, unless the Board resolves otherwise,

h) fail to satisfy any undertaking given by the Member upon them being admitted as a Member, unless the Board resolves otherwise, or

i) have their membership terminated in any other circumstances prescribed in the terms of membership that are applicable to the Member, unless the Board resolves otherwise.

13.2. Any Member ceasing to be a Member:

a) is not entitled to any refund, in full or part, of any membership fees paid, and

b) will not be readmitted as a Member until all unpaid fees outstanding at the time they ceased to be a Member are paid, including any interest or other charges levied on any outstanding fees.

14. Disciplining a Member

14.1. The Board may take disciplinary action against a Member who in the opinion of the Board:

a) has failed to comply with this Constitution or any By-laws,

b) has failed to comply with any Code of Conduct,

c) refuses to support the Purposes,

d) acts in a manner prejudicial to the interests of the Association, or

e) acts in a manner that the Board considers it as undesirable for the Member to continue to be a Member.

14.2. The Board may establish or delegate to a disciplinary committee that will have the power to:

a) investigate any complaints or disciplinary matters about a Member,

b) determine the outcomes of any investigation or disciplinary hearing, and

c) recommend to the Board what penalties to impose, if any, against a Member.

14.3. At least seven days before the Board meeting at which disciplinary action will be considered, the Secretary must notify the Member in writing of the following:

a) that the Board are considering disciplinary action against the Member,

b) that this matter will be considered at a Board meeting and the date of the Board meeting,

c) the acts or omission that the Member is deemed to have done,

d) the nature of the disciplinary action that has been proposed, and

e) the ability of the Member to provide an explanation to the Board and details of how to do so.

14.4. The Board meeting at which the disciplinary matter is to be considered by the Board must be held within 21 days after service of the notice pursuant to clause 14.3.

14.5. At the Board meeting, the Board must:

a) give the Member an opportunity to make oral representations, and

b) give due consideration to any oral and/or written representations submitted to the Board by the Member at or prior to the Board meeting.

14.6. After considering any explanation provided by the Member, the Board may decide to:

a) take no further action,

b) warn the Member,

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c) suspend the Member's rights as a Member for a period of not more than 12 months,

d) expel the Member,

e) refer the matter to mediation,

f) impose such undertakings upon the Member as it deems appropriate, including but not limited to commitments to cease specified conduct, undertake remedial actions or training, or comply with ongoing conditions, or

g) require the matter to be determined at a General Meeting.

14.7. The Board must give the Member written notice of the Board's decision, and the reasons for the decision, within 14 days after the Board meeting at which the decision is made.

14.8. In accordance with section 182 of the Act, a former Member who has been expelled may apply to the state administrative tribunal for review of the decision within six months of expulsion.

14.9. A Member who is suspended is unable to exercise their rights as a Member but must still comply with their duties and obligations as a Member.

14.10. There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause 14.

15. Dispute Resolution

15.1. The dispute resolution procedure set out in this clause 15, as distinct from disciplinary procedures in clause 14, applies to disputes between:

a) Members, or

b) one or more Members and the Association.

15.2. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.

15.3. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

15.4. Should such attempt to resolve disputes fail, these disputes are to be referred to mediation.

15.5. At a mediation, the mediator must be:

a) a person chosen by agreement between the parties, or

b) in the absence of agreement:

(i) in the case of a dispute between a Member and another Member, a person appointed by the Board who may be a Member that is not party to the dispute, or

(ii) in the case of a dispute between a Member and the Association, a person who is an appropriately qualified mediator appointed by the Board.

15.6. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

15.7. Each party must pay an equal share for the cost for mediation.

15.8. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

15.9. A Member must not initiate a dispute resolution procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

PART C — GENERAL MEETINGS

16. Calling a General Meeting

16.1. The Board may, whenever it thinks fit, call a General Meeting (i.e. an Annual General Meeting or a Special General Meeting).

16.2. The date, time, place of, and the virtual meeting technology to be used, if any, at the General Meeting is to be determined by the Board.

16.3. An Annual General Meeting will be held within six months after the end of each financial year.

16.4. A General Meeting may be held at one or more venues, or wholly or partly online or virtually, using any virtual meeting technology that provides the Members as a whole with a reasonable opportunity to participate, including the ability to hear and be heard.

16.5. A Member who participates in a General Meeting using the virtual meeting technology prescribed by the Board is taken to be present in person at the General Meeting and, if the Member votes at the meeting using the virtual meeting technology prescribed, is taken to have voted in person. For clarity, this shall include any virtual meeting technology used in a show of hands, poll or direct vote.

16.6. The Board must convene a General Meeting if requested by Voting Members who collectively hold at least 10% of the total votes entitled to be cast at a General Meeting.

16.7. A requisition for a General Meeting called by Members:

a) must state the purpose or purposes of the General Meeting,

b) must be signed by the Members making the request,

c) must be lodged with the Secretary, and

d) may consist of several documents in a similar form, each signed by one or more of the Members making the request.

16.8. A requisition for a General Meeting called by Members:

a) may be in electronic form, and

b) may include one or more signatures transmitted by electronic means.

16.9. If the Board fails to give notice of a General Meeting called by Members within 21 days after the date on which the request for the General Meeting is lodged, any one or more of the Members making the request may convene a General Meeting which must be held not later than three months after that date.

16.10. A General Meeting called by Members must be convened as nearly as is practicable in the same manner as a General Meeting convened by the Board.

17. Notice of a General Meeting

17.1. Notice of a General Meeting must be given to:

a) each Member,

b) each Director, and

c) the auditor, if any.

17.2. Notice of a General Meeting must include:

a) the date, time, place of, and, if any, the virtual meeting technology to be used to facilitate the General Meeting,

b) an indication of the general nature of each item of business to be considered at the General Meeting, and

c) if applicable, that a Special Resolution is to be proposed at the General Meeting and the words of the proposed Special Resolution.

17.3. Notice of a General Meeting shall be given at least 21 days before the date fixed for the holding of the General Meeting.

17.4. The accidental failure to give notice of any General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the General Meeting.

17.5. A Member's attendance at a General Meeting waives any objection that the Member may have regarding a failure to give notice, or the giving of defective notice, of the General Meeting.

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18. Business at a General Meeting

18.1. No business other than that specified in the notice convening a General Meeting is to be transacted at the General Meeting.

18.2. The ordinary business of an Annual General Meeting includes the following:

a) the consideration of the annual financial report, the Board report and the auditor's report (if any),

b) approval of any new Policy Statement or any proposed repeal or amendments to any Policy Statement (if any),

c) approval of the location of the next Annual Conference,

d) the election of Directors, and

e) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act.

18.3. Any other business of which notice has been given in accordance with the Constitution may be conducted at the Annual General Meeting, including, but not limited to, any proposed repeal or amendments to this Constitution.

19. Quorum at a General Meeting

19.1. A quorum for a General Meeting is 20 Voting Members comprising Branches, Member Associations and/or Lone Member Bodies from at least four States or Territories, who are entitled to vote and are present. A Branch, Member Association or Lone Member Body is taken to be present if at least one of its Delegates is present.

19.2. No business may be conducted at a General Meeting if a quorum is not present.

19.3. If a quorum is not present within 30 minutes after the time appointed for a General Meeting:

a) if convened by or on the requisition of Members, the General Meeting is dissolved, and

b) in any other case, the General Meeting stands adjourned to such other day, time and place as the Board appoints by notice to the Members and others entitled to notice of the General Meeting.

19.4. If at the adjourned General Meeting a quorum is not present within 30 minutes from the time appointed for the General Meeting, the General Meeting will lapse.

20. Chairperson of a General Meeting

20.1. The President will preside as chairperson of each General Meeting.

20.2. If there is no President, or the President is not present within 15 minutes after the time appointed for the commencement of the General Meeting, or the President is unable or unwilling to act as chairperson of the General Meeting or of part of the General Meeting, then the following persons will preside as chairperson of the General Meeting in the order of precedence:

a) either Vice President as chosen by the other Directors present,

b) any other Director present who has been appointed as chairperson by the other Directors present, or

c) a Member or Delegate present chosen by a majority of the Voting Members present.

20.3. The chairperson of a General Meeting is responsible for the conduct of the General Meeting and any question arising at a General Meeting relating to the order of business, procedure or conduct of the General Meeting must be referred to the chairperson whose decision is final.

20.4. The chairperson of a General Meeting may at any time they consider it necessary or desirable for the proper and orderly conduct of the General Meeting:

a) impose a limit on the time that a person may speak on a motion or other item of business, question or resolution being considered by the General Meeting,

b) terminate debate or discussion at the General Meeting, and

c) adopt any procedures for casting or recording votes at the General Meeting whether on a show of hands or a poll.

20.5. The chairperson of a General Meeting may at any time during a General Meeting, adjourn the General Meeting from time to time and from place to place, but no business may be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.

20.6. When a General Meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 30 days or more.

21. Methods of Voting at a General Meeting

21.1. Delegates of a Voting Member are entitled to vote at a General Meeting provided that all fees due and payable by the Member to the Association have been paid.

21.2. Upon any motion arising at a General Meeting, a Voting Member entitled to vote has the following number of votes:

a) a Federal Life Member has one vote,

b) a Branch has two votes,

c) a Member Association has two votes,

d) the Directors collectively have two votes, and

e) the Lone Member Body within a State or Territory has two votes.

21.3. For clarity, the two votes of a Branch, Member Association, the Directors or Lone Member Body may be exercised by either their two Delegates (one vote per Delegate), or the same Delegate.

21.4. Votes must be given in person by the Voting Member (in the case of a Federal Life Member) or by the Delegate or Delegates of the Voting Member.

21.5. Proxy voting is not permitted.

21.6. An objection to the qualification of a Voting Member to vote at a General Meeting:

a) must be raised before or at the General Meeting at which the vote objected to is given or tendered, and

b) must be referred to the chairperson of the General Meeting whose decision on the qualification to vote is final.

22. Decisions at a General Meeting

22.1. Motions at a General Meeting are to be decided by ordinary resolution unless otherwise required by this Constitution or the Act.

22.2. An ordinary resolution is a resolution passed by a simple majority of the votes cast.

22.3. In the case of an equality of votes upon any proposed resolution, the chairperson of the General Meeting, in addition to any deliberative vote, does not have a casting vote, and the proposed resolution is not passed.

22.4. A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is demanded in accordance with this Constitution. On a show of hands, the declaration by the chairperson of the General Meeting is conclusive evidence of the result.

22.5. A poll may be demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands by:

a) the chairperson of the General Meeting,

b) at least five Voting Members entitled to vote on the resolution present in person or by Delegate at the General Meeting, or

c) Members with at least 5% of the votes that may be cast on the resolution (calculated as at midnight before the poll is demanded) present in person or by Delegate at the General Meeting.

22.6. Neither the chairperson of the General Meeting nor the minutes of the General Meeting need to state the number or proportion of the votes recorded in favour or against.

22.7. The demand for a poll at a General Meeting may be withdrawn.

22.8. A demand for a poll at a General Meeting does not prevent the continuation of a General Meeting for the transaction of any business other than the question on which the poll has been demanded.

22.9. A poll demanded at a General Meeting must be taken when and in the manner the chairperson of the General Meeting directs including in relation to how votes of Members attending by technology are to be collected.

22.10. A poll on the election of a chairperson of a General Meeting or on the question of an adjournment of a General Meeting must be taken immediately.

23. Cancellation or Postponement of a General Meeting

23.1. The Board may cancel, postpone, or change the venue of a General Meeting at any time prior to the meeting except in the case of a General Meeting called upon by the requisition of Members.

23.2. The Board must give notice of the postponement, cancellation or change of venue of a General Meeting to all persons entitled to receive notices of a General Meeting.

PART D — BOARD OF DIRECTORS

24. Board Composition

24.1. The Board will comprise the following Directors:

a) the Office Bearers:

(i) President,
(ii) Two (2) Vice Presidents,
i. Secretary,
ii. Assistant Secretary,
(iii) Treasurer,
(iv) Publicity Officer, and

b) up to eight (8) General Directors.

24.2. Where the office of a Director becomes vacant, the continuing Directors may continue to act except where the number of Directors is reduced to fewer than six Directors, in which case the continuing Directors may act only:

a) to appoint Directors for the purpose of increasing the number of Directors to six or higher,

b) to convene a General Meeting, or

c) in an emergency.

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25. Terms of Office for Directors

25.1. A term of a Director is approximately one year from the close of the Annual General Meeting at which they are elected until the end of the next following Annual General Meeting. A retiring Director may stand for re-election if nominated and otherwise eligible.

25.2. If a casual vacancy in the position of a Director occurs, the Board may appoint an eligible individual to fill the vacancy until the expiration of the remainder of the predecessor's term.

25.3. If a casual vacancy in the position of Secretary occurs, the Board must appoint an eligible individual to fill the vacancy as soon as practicable. During the casual vacancy period, the Assistant Secretary, fulfill the duties of the Secretary under this Constitution. If the Assistant Secretary is unable or unwilling to do so, the Board may appoint another person to perform those duties for the remainder of the casual vacancy period.

26. Term Limits of Directors

26.1. The Maximum Continuous Period that a person may serve as a Director is as follows:

a) a Director may hold the office of President, Secretary, or Treasurer for no more than four consecutive years in any one position, and

b) no Director may serve more than ten consecutive years.

26.2. A person who has held office for the Maximum Continuous Period is eligible for re-election or reappointment after a period of one year from the date that the person last held that office.

26.3. The Maximum Continuous Period does not include any period of a Director's appointment to fill a casual vacancy under clause 25.2.

27. Eligibility of Directors

27.1. A person is eligible for election or appointment as a Director if they:

a) are over the age of 18 years,

b) provide their signed consent to act as a Director,

c) are not ineligible to be a Director under law, including under the Act and ACNC Act,

d) are not an employee of the Association, and

e) are a financial Ordinary Member.

27.2. An Ordinary Member is financial if they have paid any membership fees payable to the Association by the due date.

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27.3. No member of any Australian Parliament or a nominated candidate for election to any Parliament shall be eligible to stand for or hold any position on the Board.

28. Election of Directors

28.1. At the Annual General Meeting, a separate election must be held for:

a) each Office Bearer position; and

b) the General Director positions.

28.2. Prior to an Annual General Meeting, the Board or delegated person will:

a) give notice to the Members of the number of positions and vacancies that may be filled, and

b) invite nomination of candidates for election as Directors from the eligible Ordinary Members.

28.3. For a nomination to be valid, the nomination must be:

a) in writing on the form prescribed by the Board,

b) signed by the candidate expressing their consent to serve as a Director,

c) proposed by an Ordinary Member and seconded by another Ordinary Member, and

d) lodged with the Secretary by the prescribed time.

28.4. A Member who is eligible may nominate for one specified position of Office Bearer or to be a General Director. A Member may only hold one position at a time.

28.5. Only those candidates who satisfy the requirements in clauses 27 and 28.3 are eligible to stand for election.

28.6. If only one candidate is nominated for a General Director position from a State or Territory, and no other person from that State or Territory has been elected to the Board (including as an Office Bearer), that candidate will be automatically elected as a General Director at the Annual General Meeting, without the need for a ballot.

28.7. If the number of eligible candidates is greater than the number of vacancies to be filled for a position, a ballot will be held for that position at the Annual General Meeting, in such manner as determined by the Board.

28.8. Each Voting Member that is entitled to vote may vote in the ballot in accordance with their voting allocations in clause 21.2.

28.9. If the number of eligible candidates is equal to or less than the number of vacancies to be filled for a position, then the candidates nominated are to

be declared elected by the chairperson at the Annual General Meeting following the close of nominations without the need for a ballot.

28.10. Any unfilled positions for election because of insufficient nominations are to be deemed as casual vacancies.

29. Ceasing to be a Director

29.1. In addition to any other way a Director vacates office under the Act, ACNC Act or this Constitution, a Director ceases to be a Director if they:

a) nominate themselves as a candidate for parliamentary election,

b) resign by written notice to the President or the Secretary,

c) cease to be a financial Ordinary Member,

d) becomes permanently unable to act as a Director because of a mental or physical disability,

e) die,

f) are absent from three consecutive Board meetings without the consent of the Board,

g) are removed from the position of Director under clause 30, or

h) become an employee of the Association.

30. Removing a Director

30.1. A Director may be removed in the following manner:

a) the Voting Members may by ordinary resolution at a Special General Meeting remove a Director from their position as Director before the expiration of the Director's term of office, or

b) the Board may by two-thirds majority at a Board meeting remove a Director from their position as Director before the expiration of the Director's term of office.

30.2. If a Director to whom a proposed resolution for removal relates makes representations in writing, not exceeding a reasonable length, and requests that the representations be notified to the Board and/or Members, the Secretary must make a copy of the representations available. If they are not so sent, the Director is entitled to require that the representations be read out at the Board meeting or Special General Meeting at which the proposed resolution for removal is to be considered.

30.3. A Director removed under this clause 30 is entitled to the dispute resolution and mediation process under clause 15.

31. Powers of the Board

31.1. The powers of the Board are, subject to the Act and this Constitution, to:

a) control and manage the affairs of the Association,

b) exercise all the functions as may be exercised by the Association other than those functions that are required by this Constitution or the Act to be exercised by a General Meeting, and

c) 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.

31.2. The Board may establish and appoint one or more committees to assist the Board in the conduct of the Association's business.

31.3. The Board may delegate any of its powers to:

a) a committee,

b) a Director,

c) an employee of the Association, or

d) any other person,

and may revoke that delegation.

31.4. The delegate must exercise the powers delegated in accordance with any directions, terms, and conditions as set by the Board.

32. By-laws

32.1. The Board may make, amend, or repeal such By-laws as it determines are appropriate for the purposes of giving effect to any provision of this Constitution or to govern the procedures and activities of the Association.

32.2. Any By-laws:

a) must be consistent with the provisions in this Constitution, and

b) when in force, are binding on all Members.

33. Duties of Directors

33.1. The Directors must comply with their duties as Directors under legislation and common law which includes the duty:

a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Association,

b) to act in good faith in the best interests of the Association and to further the Purposes of the Association,

c) not to misuse their position as a Director,

d) not to misuse information they gain in their role as a Director,

e) to maintain the confidentiality of information received in their role as a Director,

f) to disclose any material personal interest in a matter that relates to the affairs of the Association,

g) to disclose any conflict of interest which may prevent them from properly fulfilling their duties as a Director,

h) to ensure that the financial affairs of the Association are managed responsibly, and

i) not to allow the Association to trade while it is insolvent.

33.2. Material personal interests of Directors must be disclosed and managed in accordance with the Act.

34. Payments to Directors

34.1. Directors are entitled to:

a) be reimbursed for reasonable expenses properly incurred by the Director in connection with the affairs of the Association, and

b) be paid for any work they do for the Association, other than as a Director, if the amount is no more than a reasonable fee for the work done.

34.2. Directors are not entitled to be paid fees for being a Director.

34.3. Any payment made to Directors must be approved by the Board. A payment under clause 34.1.b) must also be authorised by ordinary resolution of Voting Members at a General Meeting.

35. Board Meetings

35.1. The Board may meet, including by technological means, for the dispatch of business, and adjourn and otherwise regulate its meetings as it thinks fit.

35.2. The President alone, or any two Directors, may convene a Board meeting.

35.3. At a Board meeting:

a) the President or, in the President's absence, one of the Vice Presidents chosen by the other Directors present is to preside as chairperson, or

b) if the President and the Vice President/s are absent or unwilling to act, one of the remaining Directors may be chosen by the Directors present at the Board meeting to preside as chairperson.

35.4. Questions arising at any Board meeting are to be decided by a simple majority of votes of those Directors present and entitled to vote.

35.5. Directors (including the chairperson of the Board meeting) are to have one vote on any question at a Board meeting.

35.6. Directors may not assign proxies at a Board meeting.

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35.7. In the event of an equality of votes on any question at a Board meeting, the chairperson of the Board meeting does not have a casting vote, and the motion is not passed.

35.8. A Board meeting may be held using technology that allows the Directors in attendance to communicate with each other clearly and simultaneously.

35.9. A Director who participates in a Board meeting using technology is taken to be present at the Board meeting and, if the Director votes at the Board meeting, is taken to have voted in person.

35.10. The Board may invite third parties to attend a Board meeting as observers.

36. Notice of a Board Meeting

36.1. Subject to clause 36.3, notice of a Board meeting must be given to each Director at least seven days, or such other period as may be unanimously agreed upon by the Directors, before the time appointed for the holding of the Board meeting.

36.2. Notice of a Board meeting must be given by such means as agreed by the Directors.

36.3. In cases of urgency, a Board meeting can be held without the usual notice provided that as much notice as practicable is given to each Director by the quickest means practicable.

36.4. Non receipt of any notice of a Board meeting by a Director does not affect the validity of the convening of the Board meeting.

37. Quorum at a Board Meeting

37.1. To transact business at a Board meeting, a quorum of Directors is required during the time in which the business is dealt with at the Board meeting.

37.2. The quorum for a Board meeting is a majority of the Directors currently in office.

38. Decisions of the Board without a Board Meeting

38.1. The Board may pass a Board resolution without a Board meeting being held. The passing of such resolutions:

a) requires a majority of Directors assenting to the resolution within the time specified,

b) may be through the use of technology,

c) must comply with any policies and procedures regarding the passing of Board resolutions as determined by the Board, and

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d) is resolved when the last Director constituting a majority assents to the resolution.

39. Validity of Acts of Directors

39.1. All acts done at any Board meeting or by any individual acting as a Director are valid even if it is later discovered that there was a defect in the appointment of a person as a Director or the person not being entitled to vote.

PART E — ADMINISTRATIVE MATTERS

40. Annual Conference

40.1. The ordinary business of the Annual Conference includes:

a) reports relating to advocacy;

b) motions submitted by Voting Members in accordance with clause 40.2, including debate and voting on those motions; and

c) any other advocacy business as determined by the Board.

40.2. A Voting Member (with the exception of Federal Life Members) may submit a motion for consideration at the Annual Conference in accordance with the By-laws. The By-laws will prescribe:

a) the procedure for an eligible Voting Member to submit a motion for consideration at the Annual Conference; and

b) any criteria that a motion must satisfy to be accepted onto the agenda of the Annual Conference.

40.3. The Annual Conference must not deal with business required by the Act or this Constitution to be dealt with at the Annual General Meeting.

40.4. The provisions of this Constitution relating to the quorum and procedure for General Meetings in clauses 19 to 22 will also apply to the Annual Conference, with any necessary modifications, such as replacing any references to General Meeting with Annual Conference.

41. Policies

41.1. A Policy Statement may only be made, repealed or amended by Special Resolution of Voting Members at the Annual General Meeting.

41.2. The Policy Objectives may be revised by the Board from time to time.

41.3. All Members must abide by the Policies.

42. Association's Office

42.1. The registered address of the Association is to be such place as determined by the Board.

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43. Minutes

43.1. The Association must keep minutes of:

a) proceedings and resolutions of General Meetings,

b) proceedings and resolutions of Board meetings,

c) proceedings and resolutions of the Annual Conference,

d) proceedings of committee meetings, and

e) resolutions passed by the Board without a meeting.

44. Service of Notices

44.1. A notice may be given by the Association to a Member by:

a) serving it on the Member personally,

b) sending it by post to the Member's address as shown in the register of Members,

c) sending it to an electronic contact address such as an e-mail address, that the Member has supplied to the Association or to an address from which the Member has contacted the Association in the past, or

d) making a copy of it accessible electronically and advising the Member of its availability via the electronic contact address.

44.2. A notice may be given by the Member to the Association by:

a) sending it by post to the Association's registered address, or

b) sending it to an electronic contact address such as an e-mail address, that the Association has supplied to the Member for the purpose of serving notices.

44.3. Where a notice is sent by post, service of the notice is taken to be effected three days after it is posted.

44.4. Where a notice is sent by email or by other electronic means, service of the notice is taken to be effected on the day it is sent or on the day the Member is advised via the electronic contact address that the notice is accessible electronically.

45. Accounts and Audit

45.1. The Association must make and keep written financial records that:

a) correctly record and explain its transactions and financial position and performance, and

b) enable true and fair financial statements to be prepared and to be audited if required.

45.2. The Association's financial year shall run from the first day of June to the thirty-first day of May.

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45.3. The Secretary is responsible for complying with each provision of the Act or the regulations that requires information to be given to the Commissioner about the Association. For the purposes of this clause, Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act.

46. Source of Funds

46.1. The funds of the Association may be derived from membership fees, donations, partnerships, government grants, interest on money and such other sources as the Board determines.

46.2. All monies received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

47. Management of Funds

47.1. The Board has the management and control of the funds and other property of the Association.

47.2. The funds of the Association are to be managed and used in pursuance of the Purposes in such manner as the Board determines.

47.3. All drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or authorised as determined by the Board.

48. Custody and Inspection of Records

48.1. The Board must keep in their custody or under their control all records, books, securities and other documents relating to the Association.

48.2. A Member is entitled to request a copy of the following documents free of charge:

a) the Constitution,

b) the By-laws, and

c) the minutes of a General Meeting.

48.3. A Member other than a Director does not have the right to inspect any books, records, securities or documents of the Association except as provided by this Constitution, the Act or authorised by the Board.

49. Changes to the Constitution

49.1. The Association may modify or repeal this Constitution, or a provision of this Constitution, by the Voting Members passing a Special Resolution and following the requirements of the Act and this Constitution.

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50. Common Seal

50.1. The Association does not have a common seal. Any document that would otherwise require sealing may instead be executed on behalf of the Association by such person(s) as the Board or this Constitution authorises.

51. Winding Up the Association

51.1. Voluntary dissolution of the Association may only be achieved by a Special Resolution of Voting Members and following all the requirements of the Act and any other applicable laws.

51.2. Subject to the Act, any other applicable laws, and any court order, any Surplus Assets that remain after the Association is wound up or the cancellation of its incorporation must be distributed to one or more charities:

a) with charitable purposes similar to, or inclusive of, the Purposes of the Association, which are not carried out for the purposes of profit or gain to its members,

b) which prohibits the distribution of any surplus assets to its members to at least the same extent as the Association, and

c) is an organisation of a type listed in section 24(1) of the Act.

51.3. The decision as to charity or charities to be given the Surplus Assets must be made by a Special Resolution of Voting Members at or before the time of winding up or the cancellation of incorporation of the Association.

51.4. If the Voting Members do not make this decision, the Association may apply to the Supreme Court to make this decision.

52. Transitional Arrangements

Upon this Constitution becoming effective:

52.1. Transition – Membership

a) Any Member on the register of Members at the time of adoption of this Constitution with voting rights will be classified as a Voting Member.

b) A Branch on the register of Members at the time of adoption of this Constitution will continue as a Branch.

c) A State Body under the previous constitution will continue as a Member Association.

d) A Federal Life Member on the register of Members at the time of adoption of this Constitution will continue as a Federal Life Member.

e) An Ordinary Member listed on the register of Members at the time of adoption of this Constitution will continue as an Ordinary Member.

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For clarity, Lone Members on the register of Members at the time of adoption of this Constitution will continue as Lone Members and parents holding joint membership on the register of Members at the time of adoption of this Constitution will continue as Family Members.

f) The Federal Councillors will continue as the Directors in accordance with clause 52.2.

52.2. Transition - Board of Directors

a) The Federal Councillors will continue as the Directors in their respective offices and may serve out the remainder of their terms pursuant to the constitution that this Constitution replaces, and if eligible, may be nominated to stand for re-election.

b) In conjunction with the next Annual General Meeting following adoption of the Constitution, elections will be held in accordance with clause 28.

c) Any time served as a Director immediately prior to the adoption of this Constitution will not be taken into account in determining the Maximum Continuous Period under clause 26.1.b).

52.3. Transition – Office Bearers

a) The Office Bearers will continue as Office Bearers until they are otherwise replaced or vacate office in accordance with this Constitution.

b) The position of Immediate Past President will cease to exist.

52.4. Transition - Committees of the Board

a) Any committee established under the constitution that this Constitution replaces will continue until otherwise dissolved or ceased by the Board.

52.5. Any question, issue or dispute relating to or arising in consequence of the adoption of this Constitution and the transitional rules shall be determined by resolution of the Board whose decision shall be final.

END OF CONSTITUTION

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