

Constitution of Zero Waste Victoria

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PART 1 – PRELIMINARY

1 Definitions

In this Constitution -

Act means the *Associations Incorporation Reform Act 2012 (Vic)* and includes any regulations made under that Act;

Annual general meeting means the annual general meeting of members;

Absolute majority, of the Management Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of members present at a committee meeting);

Association refers to Zero Waste Victoria;

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting in accordance with clause 43;

Committee meeting means a meeting of the Management Committee held in accordance with this Constitution;

Committee member means a member of the Management Committee elected or appointed under clause 41 to 54;

Department means the Commonwealth department with responsibility for the environment;

Extraordinary meeting means a meeting of members other than an annual general meeting;

Federal Treasurer means the federal treasurer of Australia;

Fund means the public fund established under clause 9;

Financial year means the 12 month period specified in clause 5;

General meeting means a meeting of members and includes the annual general meeting or an extraordinary meeting;

Management Committee means the committee having management of the business of the Association;

Member means a person, business, entity, group or organisation admitted to membership of the Association in accordance with this Constitution;

Minister means the Commonwealth minister with responsibility for the environment;

Objects means purpose of the Association defined in clause 4;

Register means the register of members kept in accordance with the Act;

Registered Address means the address of a Member shown in the Register;

Representative means a person as described in clause 20;

Secretary means the member who is elected to this office in accordance with clause 44;

Special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

the Registrar means the Registrar of Incorporated Associations;

Treasurer means the member who is elected to this office in accordance with clause 45.

2 Interpretation

2.1 In this Constitution, unless the context requires otherwise:

2.1.1 a person includes a corporate body, association, firm, partnership, or other unincorporated body;

2.1.2 the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression

2.1.3 singular includes the plural and vice versa;

2.1.4 headings and sub-headings are inserted for ease of reference only and do not affect the interpretation of this Constitution;

2.1.5 a word or phrase that is defined has the corresponding meaning in its other grammatical forms.

3 Name of the Association

3.1 The name of the incorporated association is Zero Waste Victoria.

4 Objects

4.1 The Association's objects are to pursue all or any of the following:

4.1.1 promote and develop educational programs to encourage people to reduce waste and pollution, conserve natural resources, and to understand how this impacts the natural environment;

4.1.2 motivate behaviour change to improve waste minimisation and waste management practices to protect and enhance the natural environment;

4.1.3 facilitate and encourage public discussion, education, research and behaviour change on waste reduction, pollution and associated environmental issues;

4.1.4 work alongside and with community, industry, government and organisations to develop and implement policies, strategies and programs to enable sustainable innovation for waste minimisation, and management of waste, to prevent pollution and protect the natural environment;

4.1.5 undertake any research necessary to further any of the objects specified above; and

4.1.6 establish and maintain a public fund as per clause 9 for the specific purpose of supporting the environmental objects of the organisation.

5 Financial Year

5.1 The Association's financial year is from 1 July to 30 June, unless the Management Committee passes a resolution to change the Financial Year.

PART 2—POWERS OF ASSOCIATION

6 Powers of Association

- 6.1 Subject to the Act, the Association has power to do all things incidental or conducive to achieve its objects.
- 6.2 Without limiting clause 6.1, the Association may:
- 6.2.1 acquire, hold and dispose of real or personal property;
 - 6.2.2 open and operate accounts with financial institutions;
 - 6.2.3 invest its money in any security in which trust monies may lawfully be invested;
 - 6.2.4 raise and borrow money on any terms and in any manner as it thinks fit;
 - 6.2.5 secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - 6.2.6 appoint agents to transact business on its behalf; and
 - 6.2.7 enter into any other contract, agreement or relationship it considers necessary or desirable.
- 6.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its objects.

7 Not for profit organisation

- 7.1 The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 7.2 Clause 7.1 does not prevent the Association from paying any member:
- 7.2.1 reimbursement for expenses properly incurred by the member; or
 - 7.2.2 for goods or services provided by the member, if this is done in good faith on terms no more favourable than if the member was not a member.

8 Alteration of the Constitution

- 8.1 This constitution may only be altered by special resolution of a general meeting of the Association and can only be done if compliant with the Act.

Part 3 INCLUSION ON THE REGISTER OF ENVIRONMENTAL ORGANISATIONS

If the Association is on the Register of Environmental Organisations it must comply with clauses 9-14:

9 Gift fund

9.1 Establishment and purpose of the Fund

9.1.1 The Association will establish and maintain a public fund called the Zero Waste Victoria Public Fund (or such other name as decided by the Management Committee and notified to the Department) for the specific purpose of supporting the environmental objects of the Association as stated in clause 4.

9.1.2 The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account, and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.

9.2 The Association will invite the public to gift donations of money or property to the Fund for the environmental purposes of the Association.

9.3 Management of the Fund

9.3.1 A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the Association. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.

9.4 Deposits and Accounting Procedures

9.4.1 Money from interest on donations, income derived from donated property and money from the realisation of such property is to be deposited into the Fund.

9.4.2 A separate bank account is to be opened to deposit money donated to the Fund, including interest accruing on such deposits, and gifts to it must be kept separate from other funds of the Association.

9.4.3 Receipts must be issued in the name of the Fund and proper accounting records and procedures must be kept and used for the Fund.

9.4.4 The Fund will be operated on a not-for-profit basis.

10 No Conduit Funding

Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the Association and will not be influenced by the preference of the donor.

11 Notification of the Department

The Association must inform the Department as soon as possible if:

- 11.1 it changes its name or the name of the Fund;
- 11.2 there is any change to the membership of the committee of management of the Fund; or
- 11.3 there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.

12 Compliance with Ministerial Rules

- 12.1 The Association must comply with any rules that the Federal Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the Fund are only used for its principal purpose.

13 Statistical Information

- 13.1 The Association must provide to the Department within four months of the end of the financial year:
 - 13.1.1 an audited financial statement for the Association and the Fund which provides information on the expenditure of the Fund monies and the management of the Fund assets; and
 - 13.1.2 statistical information requested by the Department on donations to the Fund.

14 Winding-up of the Fund

- 14.1 In the case of the winding-up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is listed on the Register of Environmental Organisations.

PART 4—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

15 Membership

- 15.1 The following are members:
 - 15.1.1 persons who are committee members at the date of adoption of this Constitution; and
 - 15.1.2 any other person, business, entity, group or organisation the Association admits to membership in accordance with this Constitution.

16 Application for membership

- 16.1 Every applicant for membership of the Association must apply in the form and manner determined by the Management Committee.

- 16.2 Subject to clause 18, the Association may create eligibility criteria for membership and categories of membership with the same or differing rights or privileges.
- 16.3 After receipt of an application for membership, the Association must consider the application and determine whether to admit or reject the admission of the applicant. The Association need not give any reason for rejecting an application.

17 Register of Membership

- 17.1 The Association must keep and maintain a register of members that includes—
- 17.1.1 for each current member:
- a) the member's name;
 - b) the address at the date of becoming a member;
 - c) if the membership has any special considerations, such as a fee waiver or any other consideration as determined by the Management Committee, a note to that effect;
 - d) any other information determined by the Management Committee; and
- 17.1.2 for each former member, the date of ceasing to be a member.
- 17.2 Any dispute that arises in relation to the Register must be referred to the Management Committee, whose decision will be final and binding on all members.
- 17.3 Any personal information contained within the Register shall be managed by the Association in accordance with the Privacy and Data Protection Act 2014 (Vic).

18 Annual subscription and fee on joining

- 18.1 At each annual general meeting, the Association must determine:
- 18.1.1 the amount of the annual subscription and/or fee on joining (if any) for the following financial year; and
- 18.1.2 the date and terms for payment of the annual subscription.
- 18.2 The Association may determine fee structures for individuals and groups, taking into account financial position, or any other determining factor as approved by the Management Committee. This includes the right to waive or discount annual subscription or any fee.
- 18.3 The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid in accordance with clause 18.1.

19 General rights of members

- 19.1 A member of the Association who is entitled to vote has the right:
- 19.1.1 to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by this Constitution;
- 19.1.2 to submit items of business for consideration at a general meeting;
- 19.1.3 to attend and be heard at general meetings;
- 19.1.4 to one vote at a general meeting taking into account clause 20 where applicable;

19.1.5 to have access to the minutes of general meetings and other documents of the Association as detailed in clause 61.

19.2 A member is entitled to vote if:

19.2.1 more than 14 days have passed since their application has been approved by the Association; and

19.2.2 the member's membership rights are not suspended or terminated for any reason.

20 Group members

If the Management Committee determines that businesses, community groups or other associations may become a member then

20.1 Where a member is not a natural person i.e. a business, entity, or organisation, it must appoint as its Representative a natural person to act on the group's behalf.

20.2 The Management Committee may determine voting rights, incentives or limitations for group members. Group members must be informed of this in writing prior to paying membership fees.

20.3 A nomination for a Representative must set out what the Representative is appointed to do and may set out restrictions on the Representative's powers. If a Representative or the represented group is deemed to have a conflict of interest regarding any resolution, or activity of the Association, the Representative must inform the Management Committee and refrain from voting on any applicable resolutions.

20.4 A group member may remove and replace its Representative where the Member gives written notice to the Management Committee and is approved by the Management Committee

21 Rights not transferable

21.1 The rights of a member are not transferable and end when membership ceases.

22 Ceasing membership

22.1 The membership ceases on termination, resignation, expulsion, insolvency (in the case of a group) or death.

22.2 A member may resign by notice in writing given to the Association.

22.3 A member is taken to have resigned if:

22.3.1 the member's annual subscription is more than 12 months in arrears; or

22.3.2 where no annual subscription is payable:

a) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and

b) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

22.4 If a member ceases membership of the Association, as soon as practicable, the Association shall enter the date the member ceased to be a member in the Register.

23 Expulsion

23.1 The Association, by a resolution passed by three-fourths of the Management Committee present and voting at a meeting may expel a member or implement appropriate disciplinary action if the member:

23.1.1 has committed a breach of any obligation or duty under this Constitution;

23.1.2 has engaged in conduct detrimental to the interests of the Association.

23.2 At least 14 days before the meeting of the Management Committee at which a resolution referred to in clause 23.1 is considered, the member must be:

23.2.1 served notice of the meeting including the particulars of the alleged act, omission or conduct complained of and the intended resolution; and

23.2.2 given the opportunity to present in writing or orally (or both) at the meeting and before the passage of the resolution any explanation the member thinks fit and the Management Committee will take the explanation into consideration.

23.3 The Management Committee will serve the member with notice of any resolution made at the above meeting. If the Management Committee resolves to expel the member, that member will cease to be a member on the service of such notice.

24 Disputes and Mediation

24.1 The dispute resolution procedure in this clause applies to disputes under this Constitution between:

24.1.1 one or more members;

24.1.2 a Representative and another member (excluding the member which the Representative represents);

24.1.3 a member and the Association; or

24.1.4 a Representative and the Association.

24.2 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.

24.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

24.4 The mediator must be:

24.4.1 a person chosen by agreement between the parties; or

24.4.2 in the absence of agreement:

a) in the case of a dispute under clause 24.1.1 or 24.1.2, a person appointed by the Association; or

- b) in the case of a dispute under clause 24.1.3 or 24.1.4, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

24.5 A member can be a mediator.

24.6 The mediator cannot be a member who is a party to the dispute.

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

24.8 The mediator, in conducting the mediation, must:

24.8.1 give the parties to the mediation process every opportunity to be heard; and

24.8.2 allow due consideration by all parties of any written statement submitted by any party; and

24.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

24.9 The mediator must not determine the outcome of the dispute.

24.10 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.

PART 5—GENERAL MEETINGS OF THE ASSOCIATION

25 Notification of meetings

25.1 Annual general meetings

25.1.1 The Management Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.

25.1.2 Despite clause 25.1.1, the Association may hold its first annual general meeting at any time within 18 months after its incorporation.

25.1.3 The Management Committee may determine the date, time and place of the annual general meeting.

25.2 General meetings

25.2.1 The Secretary (or, in the case of a special general meeting convened under clause 28, the members convening the meeting) must give to each member of the Association:

a) at least 21 days' notice of a General Meeting if a special resolution is to be proposed at the meeting; or

b) at least 14 days' notice of a General Meeting in any other case.

25.2.2 The notice must:

a) specify the date, time and place of the meeting;

- b) indicate the general nature of each item of business to be considered at the meeting; and
- c) if a special resolution is to be proposed—
 - i. state in full the proposed resolution; and
 - ii. state the intention to propose the resolution as a special resolution; and
- d) comply with clause 32.5

25.2.3 This clause does not apply to a disciplinary appeal meeting

26 Proceedings at General Meetings

The ordinary business of the annual general meeting may include:

- 26.1 confirmation of minutes of the previous annual general meeting and of any special general meeting held since then;
- 26.2 to receive and consider:
 - 26.2.1 the annual report of the Management Committee on the activities of the Association during the preceding financial year; and
 - 26.2.2 the financial statements of the Association for the preceding financial year submitted by the Management Committee in accordance with the Act;
- 26.3 the election of the members of the Management Committee;
- 26.4 to confirm or vary the amounts (if any) of the annual subscription and joining fee; and
- 26.5 any other business of which notice has been given in accordance with this Constitution.

27 Special General Meetings

- 27.1 Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 27.2 The Management Committee may convene a special general meeting whenever it thinks fit.
- 27.3 No business other than that set out in the notice under clause 25 may be conducted at the meeting, unless agreed to by the Chairperson at the commencement of the meeting.

28 Special General Meeting held at request of Members

- 28.1 The Management Committee must convene a special general meeting if a request to do so is made in accordance with clause 28.2 by at least 10% of the total number of members.
- 28.2 A request for a special general meeting must—
 - 28.2.1 be in writing;
 - 28.2.2 state the business to be considered at the meeting and any resolutions to be proposed;
 - 28.2.3 include the names and signatures of the members requesting the meeting; and
 - 28.2.4 be given to the Secretary.
- 28.3 If the Management Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- 28.4 A special general meeting convened by members under clause 28.3.
 - 28.4.1 must be held within 3 months after the date on which the original request was made; and

28.4.2 may only consider the business stated in that request.

29 Use of technology

29.1 A member not physically present at a general meeting or special resolution meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

29.2 For the purposes of this Constitution, a member participating in a general meeting as permitted under clause 29.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

29.3 A general meeting or special resolution meeting by telephone or other electronic means is taken as held at the place determined by the Chairperson of the meeting, as long as at least one of the members involved was at the place for the duration of the meeting.

30 Quorum at General Meetings

30.1 For a general meeting to be held, the majority of Committee Members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).

30.2 No business may be conducted at a general meeting unless a quorum of members is present.

30.3 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting, the general meeting is adjourned to the date, time and place that the Chairperson specifies.

30.3.1 The meeting must be adjourned to a date not more than 21 days after the adjournment;

30.3.2 If the Chairperson does not specify one or more of those things, the meeting is adjourned to:

- a) if the date is not specified – the same day in the next week
- b) if the time is not specified – the same time, and
- c) if the place is not specified – the same place.

30.3.3 notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

30.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

30.5 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under clause 30.3, the members present at the meeting (if not fewer than 5) may proceed with the business of the meeting as if a quorum were present.

31 Adjournment of General Meeting

- 31.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 31.2 Without limiting clause 31.1, a meeting may be adjourned
 - 31.2.1 if there is insufficient time to deal with the business at hand; or
 - 31.2.2 to give the members more time to consider an item of business.
- 31.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned, unless specified prior to the meeting.
- 31.4 Notice of the adjournment of a meeting under this clause is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with clause 25.

32 Proxies

- 32.1 A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- 32.2 The appointment of a proxy must be in writing via email to the secretary, president or vice-president. Acceptance and confirmation will be by return email.
- 32.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.
- 32.4 The member must notify the Management Committee from their registered email address and clearly identify the person appointed as the member's proxy.
- 32.5 Notice of a general meeting given to a member under clause 25 must:
 - 32.5.1 state that the member may appoint another member as a proxy for the meeting; and
 - 32.5.2 include a copy of any form that the Management Committee has approved for the appointment of a proxy.
- 32.6 A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 32.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

33 Voting during a meeting

- 33.1 On any question arising at a committee meeting, each Committee Member present at the meeting has one vote.
- 33.2 A motion is carried if a majority of Committee Members present at the meeting vote in favour of the motion.
- 33.3 Clause 33.2 does not apply to any motion or question which is required by these clauses to be passed by an absolute majority of the Management Committee.
- 33.4 Voting by proxy is not permitted on questions arising in the meeting, with final resolution at the same meeting.
- 33.5 On a resolution carried to the meeting, before a vote is taken, the Chairperson must state whether any proxy votes have been received and if so, how the proxy votes will be cast.
- 33.6 Voting must be conducted and decided by:
 - 33.6.1 a show of hands, or
 - 33.6.2 a vote in writing, or
 - 33.6.3 another method chosen by the Chairperson that is fair and reasonable in the circumstances.
- 33.7 If votes are divided equally, the Chairperson of the meeting has a second or casting vote.
- 33.8 On a show of hands, the Chairperson's decision is conclusive evidence of the result of the vote and the resolution.
- 33.9 The Chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

34 Voting on matters outside of a meeting

- 34.1 If an item is best addressed before a Management Committee meeting, the following factors will be considered by the President, in consultation with the Vice-President or other office bearer before determining whether to ask for an action by written consent:
 - 34.1.1 How soon a decision is required.
 - 34.1.2 Whether the decision would be better made after further discussion and/or whether alternatives should be considered.
 - 34.1.3 Whether the action is a routine action that the Management Committee can take in lieu of a Committee Meeting.
 - 34.1.4 Whether a conference call meeting can be scheduled and held (either for discussion or if a quorum is obtained, to take a vote).
- 34.2 If after considering the above factors, the President determines it would be best to take the action by written consent, the President may draft or have the Secretary draft the proposed action and email it to the Management Committee at their respective email addresses.

- 34.3 The action shall allow a check that the committee member is in favor of or opposed to the particular action.
- 34.4 Each Management Committee member shall return the written consent to the Secretary by email within 24 hours unless another deadline is provided in the email. The Management Committee may be contacted through other communication channels to inform them of the email, if required.
- 34.5 An extension of deadline of can be requested to the president in writing if a member requires more time to make a decision
- 34.5.1 If an extension is offered, all Committee Members will be notified of the extension, which will be applied to all Committee Members
- 34.5.2 An extension will only be granted if a majority vote cannot be achieved in the specified time
- 34.6 Upon the Secretary's receipt and verification of all written consents approving the action, the action is duly approved. Regardless of whether the action is approved or not, the Secretary will confirm whether the action has been passed or not by email to the Management Committee upon receipt of all the individual written consents.
- 34.7 The Secretary will file all individual written consents with the Association's minutes.
- 34.8 The Association will ratify any action taken written consent at the next Management Committee meeting. The minutes of this meeting will record the ratification.

35 Conflict of interest

- 35.1 A member must disclose the nature and extent of any actual or perceived conflict of interest in a matter that is being considered at a meeting
- 35.2 Unless requested by the Management Committee, the member must not be present while the matter is being considered.
- 35.3 If the member is in attendance as per clause 35.2 they may:
- 35.3.1 present their case, when requested by the Chairperson
 - 35.3.2 not initiate debate or add further comment unless by invitation from the Chairperson
 - 35.3.3 be requested to leave while the Management Committee considers the matter
- 35.4 The member must not vote on the matter or be present during voting.
- 35.5 In the case the Chairperson presents a conflict of interest, the Chairperson for discussion and resolution of this matter will be determined in accordance with clause 43

36 Special resolutions

- 36.1 A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.
- 36.2 In accordance with the act a special resolution is required:
- 36.2.1 to remove a Committee Member from office;
 - 36.2.2 to alter this Constitution, including changing the name or any of the objects of the Association.

37 Evidence of Resolution

A declaration by the Chairperson that a resolution has been passed or lost (having regard to the majority required) and an entry to that effect in the minutes of the Association, and approved by the Chairperson of that or the next succeeding meeting, will be conclusive evidence that the resolution has been passed or lost without proof of the number or proportion of the votes recorded in favour of or against the resolution.

38 Minutes of General Meeting

- 38.1 The Secretary must ensure that minutes are taken and kept of each general meeting.
- 38.2 The minutes must record the business considered at the meeting, including any resolution on which a vote is taken and the result of the vote.
- 38.3 In addition, the minutes of each annual general meeting must include:
 - 38.3.1 the names of the members attending the meeting;
 - 38.3.2 the business considered at the meeting;
 - 38.3.3 proxy forms given to the Chairperson of the meeting under clause 32;
 - 38.3.4 a financial statement to give a true and fair view of the financial position and performance of the Association; and
 - 38.3.5 any potential conflict of interest disclosed under clause 35

PART 6—MANAGEMENT COMMITTEE

39 Role and powers

- 39.1 The business of the Association must be managed by or under the direction of a Management Committee.
- 39.2 The Management Committee may exercise all the powers of the Association except those powers that this Constitution or the Act require to be exercised by general meetings of the members of the Association.
- 39.3 The Management Committee may
 - 39.3.1 appoint and remove staff or contractors;
 - 39.3.2 establish subcommittees or action groups in a manner determined by the Management Committee.

40 Delegation

- 40.1 The Management Committee may delegate to a member, a subcommittee or staff, any of its powers and functions other than
 - 40.1.1 this power of delegation; or
 - 40.1.2 a duty imposed on the Management Committee by the Act or any other law.
- 40.2 The delegation must be in writing and may be subject to the conditions and limitations the Management Committee considers appropriate.
- 40.3 The Committee may, in writing, revoke a delegation wholly or in part.

41 Composition of Management Committee

- 41.1 The Management Committee consists of:

- 41.1.1 a President; and
- 41.1.2 a Vice-President; and
- 41.1.3 a Secretary; and
- 41.1.4 a Treasurer; and
- 41.1.5 ordinary members elected under clause 50.

42 General Duties

- 42.1 As soon as practicable after being elected or appointed to the Management Committee, each Committee Member must become familiar with this Constitution.
- 42.2 Committee Members must exercise their powers and discharge their duties with reasonable care and diligence.
- 42.3 Committee Members must exercise their powers and discharge their duties
 - 42.3.1 in good faith in the best interests of the Association; and
 - 42.3.2 for a proper purpose.
- 42.4 Committee Members and former Committee Members must not make improper use of:
 - a) their position;
 - b) or information acquired by virtue of holding their position, so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- 42.5 In addition to any duties imposed by this Constitution, a Committee Member must perform any other duties imposed from time to time by resolution at a general meeting.

43 President and Vice-President

- 43.1 Subject to clause 43.2, the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- 43.2 If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:
 - 43.2.1 in the case of a general meeting, a member elected by the other members present; or
 - 43.2.2 in the case of a committee meeting, a Committee Member elected by the other Committee Members present.

44 Secretary

- 44.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 44.2 The Secretary must—

- 44.2.1 maintain or oversee the register in accordance with clause 17; and
 - 44.2.2 keep custody of all books, documents and securities of the Association in accordance with clause 61, except for the financial records referred to in clause 58.3,
 - 44.2.3 subject to the Act and this Constitution, provide members with access to the minutes of general meetings and supporting documents, and perform any other duty or function imposed on the Secretary by this Constitution.
- 44.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

45 Treasurer

45.1 The Treasurer must:

- 45.1.1 Account for all moneys paid to or received by the Association and ensure receipts are issued for money received in the name of the Association; and
- 45.1.2 ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
- 45.1.3 ensure that any payments authorised by the Management Committee or by a general meeting of the Association from the Association's funds are made; and
- 45.1.4 ensure cheques are signed by at least 2 Committee Members.

45.2 The Treasurer must:

- 45.2.1 ensure that the financial records of the Association are kept in accordance with the Act; and
 - 45.2.2 coordinate the preparation of the financial statements of the Association and their certification by the Management Committee prior to their submission to the annual general meeting of the Association.
- 45.3 At the approval of the Management Committee, the Treasurer may appoint person(s) to assist with financial transactions of the Association
- 45.4 The Treasurer must ensure that at least two other Committee Members have access to the accounts and financial records of the Association.

46 Who is eligible to be a Committee Member

- 46.1 A member is eligible to be elected or appointed as a Committee Member if the member:
- 46.1.1 is 18 years or over; and
 - 46.1.2 is entitled to vote at a general meeting.

47 Positions to be declared vacant

47.1 This clause applies to:

- 47.1.1 the first annual general meeting of the Association after its incorporation; or
- 47.1.2 any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.

47.2 The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with clauses 48 to 54.

48 Nominations

48.1 Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.

48.2 An eligible member of the Association may:

48.2.1 nominate themselves; or

48.2.2 with the member's consent, be nominated by another member.

48.3 A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

49 Election of Office Holders

49.1 At the annual general meeting, separate elections must be held for each of the following positions:

49.1.1 President;

49.1.2 Vice-President;

49.1.3 Secretary;

49.1.4 Treasurer.

49.2 If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.

49.3 If more than one member is nominated, a ballot must be held in accordance with clause 51.

49.4 On his or her election, the new President may take over as Chairperson of the meeting.

50 Election of ordinary members

50.1 The annual general meeting must by resolution decide the number of ordinary members of the Committee it wishes to hold office for the next year.

50.2 A single election may be held to fill all of those positions.

50.3 If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

50.4 If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with clause 51.

51 Ballot

- 51.1 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- 51.2 The returning officer must not be a member nominated for the position.
- 51.3 Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 51.4 The election must be by secret ballot.
- 51.5 The returning officer must give a blank piece of paper to:
- 51.5.1 each member present in person; and
 - 51.5.2 each proxy appointed by a member.
- 51.6 If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 51.7 If the ballot is for more than one position:
- 51.7.1 the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - 51.7.2 the voter must not write the names of more candidates than the number to be elected.
- 51.8 Ballot papers that do not comply with clause 51.7 are not to be counted.
- 51.9 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 51.10 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 51.11 If the returning officer is unable to declare the result of an election under clause 51.10 because 2 or more candidates received the same number of votes, the returning officer must
- a) conduct a further election for the position in accordance with clauses 51.4 to 51.10 to decide which of those candidates is to be elected; or
 - b) with the agreement of those candidates, decide by lot which of them is to be elected.

52 Term of office

- 52.1 Subject to clause 52.3 and clause 53, a committee member holds office until the positions of the Management Committee are declared vacant at the next annual general meeting.
- 52.2 A committee member may be re-elected.
- 52.3 A general meeting of the Association may
- 52.3.1 by special resolution remove a committee member from office; and
 - 52.3.2 elect an eligible member of the Association to fill the vacant position in accordance with clauses 46-54.

- 52.4 A member who is the subject of a proposed special resolution under clause 52.3 may make representations in writing to the Secretary, President, or Vice-President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 52.5 The Secretary, President or Vice-President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

53 Vacation of office

- 53.1 A committee member may resign from the Committee by written notice addressed to the Management Committee.
- 53.2 A person ceases to be a committee member if they
- 53.2.1 cease to be a member of the Association; or
 - 53.2.2 fail to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without contact or reasonable reason.

54 Filling casual vacancies

- 54.1 The Management Committee may appoint an eligible member of the Association to fill a position on the Committee that:
- 54.1.1 has become vacant under clause 53; or
 - 54.1.2 was not filled by election at the last annual general meeting.
- 54.2 If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises in accordance with this Constitution.
- 54.3 Clause 52 applies to any committee member appointed by the Management Committee.
- 54.4 The Management Committee may continue to act despite any vacancy in its membership.

55 Urgent meetings

- 55.1 In cases of urgency, a meeting can be held without notice being given in accordance with clause 60, provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- 55.2 Any resolution made at the meeting must be passed by an absolute majority of the Management Committee.
- 55.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

PART 7—FINANCIAL MATTERS

56 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Management Committee.

57 Management of funds

- 57.1 The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 57.2 Subject to any restrictions imposed by a general meeting of the Association, the Management Committee may approve expenditure on behalf of the Association.
- 57.3 The Management Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Management Committee for each item on which the funds are expended.
- 57.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- 57.5 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 57.6 With the approval of the Management Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

58 Financial records

- 58.1 The Association must keep financial records that—
- 58.1.1 correctly record and explain its transactions, financial position and performance; and
 - 58.1.2 enable financial statements to be prepared as required by the Act.
- 58.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 58.3 The Treasurer must keep in his or her custody, or under his or her control—
- 58.3.1 the financial records for the current financial year; and
 - 58.3.2 any other financial records as authorised by the Committee.

59 Financial statements

59.1 For each financial year, the Management Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.

59.2 Without limiting clause 59.1, those requirements include—

59.2.1 the preparation of the financial statements;

59.2.2 if required, the review or auditing of the financial statements;

59.2.3 the certification of the financial statements by the Management Committee;

59.2.4 the submission of the financial statements to the annual general meeting of the Association;

59.2.5 the lodgment with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 8—GENERAL MATTERS

60 Notice requirements

60.1 Anything written to or from the Association under any clause in this Constitution is written notice. This includes sending it to an email address or other electronic address, post or in person.

60.2 Notice of a meeting must be given to each person who is on the Management Committee

60.3 Clause 60.2 does not apply to notice given under clause 55.

60.4 A notice sent by electronic means is taken to be served in the case of email or other electronic messaging system, at the time the email containing the notice has left the sender's email system, unless the sender receives notification that the email containing the notice was not received by the recipient.

61 Custody and inspection of books and records

61.1 Subject to the Act, members may request to inspect

61.1.1 This Constitution;

61.1.2 the minutes and supporting documents of general meetings of the Association;

61.1.3 the register of members.

61.2 The Management Committee may refuse to permit a member to inspect records of the Association that could relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association or another member.

61.3 Subject to clause 61.2 a member may make a copy of the records of the Association referred to in this clause.

62 Winding up and cancellation

On the winding-up or dissolution of the Association any surplus assets remaining after the satisfaction of all the Association's debts and liabilities must not be paid to or distributed among the members or former members but must be transferred to some other institution or institutions:

- 62.1 which has objects similar to the objects of the Association
- 62.2 which prohibits the distribution of its income and property among its members
- 62.3 to which income tax deductible gifts may be made
- 62.4 This institution or institutions must be determined by
 - 62.4.1 a special resolution of the Members at or before the time of dissolution; or
 - 62.4.2 if no such special resolution is passed, by a Judge of the Supreme Court of Victoria or other court of competent jurisdiction.

63 Governing law and jurisdiction

- 63.1 This Constitution is governed by and must be construed in accordance with the laws in force in Australia.
- 66.2 The Association and its Members submit to the non-exclusive jurisdiction of the courts of Australia in respect of all matters arising out of or relating to this Constitution and waive any rights to object to proceedings being brought in those courts.