



1.1 ASSOCIATIONS INCORPORATION ACT 1985 (SA)

1.2 Hackham West Community Centre Constitution

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ASSOCIATIONS INCORPORATION ACT 1985 (SA)
CONSTITUTION
of

Hackham West Community Centre

1. **NAME OF ASSOCIATION**

The name of the incorporated association is Hackham West Community Centre referred to herein as 'the association.'

2. **DEFINITIONS AND INTERPRETATION**

2.1 **Definitions**

In this Constitution unless the contrary intention appears:

"Act" means the Associations Incorporation Act 1985 (SA).

"Annual General Meeting" means a meeting of the kind described in clause 7.1(a).

"Board" means the body consisting of the Board members and constituting the committee for the purposes of the Act.

"Constitution" means this constitution of the Association.

"Board Member" means a member of the Board and includes executive positions and general positions and any person acting in that capacity from time to time appointed in accordance with this Constitution.

"Elected Board Member" means a Board Member appointed under clause 6.5.

"Eligible Charity" means a fund, authority or institution, which is charitable at law; that is an exempt entity as defined in section 995-1(1) of the ITAA 1997; and gifts to which are deductible under item 1 of the table in section 30-15 of the ITAA 1997.

"Executive" means the roles of Chairperson, Treasurer and Secretary.

"Employee" means an individual under a contract of employment from the Association

"Financial year" means the period of 12 months commencing on 1 July and ending on 30 June each year.

"General Meeting" means a general meeting of Members and includes the Annual General Meeting.

"Intellectual Property" means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association.

"Life Member" means an individual appointed as a life member of the Association under clause 5.

"Local Resident" means a person who resides in the geographic areas of Hackham West, Huntfield Heights or Noarlunga Downs.

"Member" means a member for the time being of the Association under clause 4.

"Objects" means the objects of the Association in clause 2.

"Ordinary Resolution" means:

- (a) at a meeting of Members, a resolution passed at a General Meeting by a majority of Members present, entitled to vote and voting; or
- (b) at a meeting of the Board or a committee of the Board, a resolution passed by a majority of those present, entitled to vote and voting.

“**Regulation**” means a rule, regulation, by-law or policy made by the Board under this Constitution.

“**Seal**” means the common seal of the Association.

“**Special General Meeting**” means a general meeting of Members convened in accordance with clause **Error! Reference source not found.**

Special Resolution means a resolution passed at a duly convened meeting of the members of the association if—

- (i) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and
- (ii) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the association as, being entitled to do so, vote in person.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or another legislative authority having jurisdiction); and
- (h) unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced.

2.3 Severance

If any provision of this constitution or any phrase contained in it is invalid or unenforceable the phrase of provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this constitution.

2.4 Resolutions

Where this Constitution requires or permits a decision to be made or a resolution to be passed by a General Meeting, the Board or a sub-committee of the Board, the decision may be made or the resolution may be passed by Ordinary Resolution unless either this Constitution or the Act requires otherwise.

2.5 The Act

- (a) Words and phrases which are defined in the Act and which are not specifically defined in clause 2.1 above have the same meanings in this Constitution as they do in the Act.
- (b) Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE ASSOCIATION

- (a) The Objects of the Association are to:
- (b) The Association is established predominantly to provide direct relief of such human poverty, sickness, suffering, distress, misfortune, disability, destitution or helplessness as such arouses compassion in the community unrestrained by age, gender, race, sectarian belief or political ideology for the betterment of the quality of life of the disadvantaged in the community.
- (c) In furtherance of the Objects in (a), the Association shall have the power to do all other things that are permitted by the Act as may be incidental or ancillary to the attainment of these Objects, which are consistent with the charitable, and benevolent purposes of the Association.
- (d) The Association may only pursue charitable purposes associated with its Objects (as set out in (a)), and must do so predominantly in Australia.

4. POWERS OF THE ASSOCIATION

The association shall have all powers conferred by section 25 of the Act.

5. MEMBERS

5.1 Categories of Members

The Members of the Association consist of:

- (a) Life Members; and
- (b) Individual Members.

5.2 Admission of Members

- (a) Subject to clause 5.5, a candidate for membership must apply to the Board in writing.
- (b) The application must:
 - (i) be in a form approved by the Board;
 - (ii) contain full particulars of the name and address and contact details of the applicant;

- (iii) have paid the relevant subscription fee;
- (iv) application for membership closes 7 clear days prior to the Annual General Meeting and re-opens immediately after;
- (v) contain any other information prescribed by Regulation for an application for membership in that category.

5.3 Discretion to accept or reject application

- (a) The Board may accept or reject an application whether the applicant has complied with the requirements in clause 5.2 or not. The Board are not required, nor can they be compelled to provide, any reason for rejection.
- (b) Membership begins on the later to occur of:
 - (i) acceptance of the application by the Board of Management; or
 - (ii) payment of any fees payable by the new Member.

5.4 Life Members

- (a) Life Membership is the highest honour that can be bestowed by the Association for longstanding and valued service to Hackham West Community Centre.
- (b) An active volunteer who has had on-going, continual involvement with the Centre in excess of 10 years and a Board of Management member, are eligible for nomination.
- (c) New Life Members will be announced at the next Annual General Meeting.
- (d) A Life Member cannot be required to pay fees or subscriptions (other than fees that are required to be paid by a Participant in his or her capacity as a Participant).

5.5 Individual Members

- (a) An individual who is a participant or who has an interest in the Centre may apply to be an Individual Member.
- (b) An application must be signed by both the applicant and a witness and then approved by the Board of Management and recorded by the Secretary.
- (c) An Individual Member has the right to receive notice of General Meetings, to be present at General Meetings and to vote.

5.6 Obligations of Members

Each member must:

- (a) Treat all staff, contractors, members and representatives of the association with respect and courtesy at all times
- (b) Maintain and enhance the standards, quality and reputation of the association
- (c) Not act in a manner unbecoming of a member or prejudicial to the Objects or the interests or reputation of the association
- (d) Abide by the Association's Code of Conduct
- (e) Agree to uphold the objects of the association

5.7 Register of Members

- (a) The Association must keep and maintain a register of Members in accordance with the Act.
- (b) In addition to the information required by the Act, the Register may contain such other information as the Board considers appropriate.
- (c) Members must provide the Association with the details required by the Association to keep the register complete and up to date.

5.8 Cessation of Membership

5.9 General

A Member ceases to be a Member of the Association if:

- (a) the Member dies;
- (b) the Member resigns from membership in accordance with clause 5.10; or
- (c) the Member is expelled from the Association under clause 5.11;
- (d) Individual Membership expires on the 31st December of each year.

5.10 Notice of Resignation

- (a) A Member may resign from membership of the Association on one month's notice in writing to the Association. A resigning Member is liable for any outstanding fees or subscriptions, which may be recovered as a debt due to the Association.

5.11 Expulsion for Breach

- (a) Subject to clause 5.11(b), the Board may expel a Member from membership of the Association if, in the opinion of the Board, the Member has materially breached any of its obligations under this Constitution or the Regulations.
- (b) A member may not be expelled under clause 5.11(a) unless the Member has been afforded natural justice as per relevant Centre policies.

5.12 Membership may be Reinstated

- (a) Nothing in this clause 5.8 prevents a former Member from applying for readmission to Membership but, in considering the readmission application the Board is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.
- (b) Membership, which has ceased under this clause 5.8 may be reinstated at the discretion of the Board without an application having been made under clause 5.12(a), with such conditions, as it deems appropriate.

5.13 Refund of Membership Fees

Membership fees or subscriptions paid by the former Member may, at the Board's discretion, be refunded on a pro-rata basis to the Member on cessation of the membership.

5.14 Subscriptions and fees

The annual membership subscription (if any) and any fees or other levies payable by members to the club and the time for and manner of payment shall be as determined by the committee.

6. MANAGEMENT

6.1 Powers of the Board

The Board constitutes the Committee for the purposes of the Act.

6.2 General Powers of Board

- (a) The affairs of the Association shall be managed and controlled by the Board which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- (b) The Board has the management and control of the funds and other property of the Association.
- (c) The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- (d) The Board shall appoint a Public Officer as required by the Act.

6.3 Composition of the Board

- (a) The Board will comprise:
- (b) A minimum of five (5) and up to seven (7) Elected Directors elected under **clause 6.5**; and
- (c) The Board may appoint for a term of 12 months up to two (2) co-opted members

6.4 Portfolios.

The Board will allocate Portfolios to Board Members.

- (a)

6.5 Election and appointment of Board Members

6.6 Nominations

- (a) The Board must call for nominations at least thirty (30) days prior to the Annual General Meeting.
- (b) The Board may, when it calls for nominations, indicate which portfolios on the Board it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.

6.7 Form of Nomination

Nominations must:

- (a) be in writing;
- (b) be in the prescribed form (if any) provided for that purpose;
- (c) be signed by the nominee;
- (d) be delivered and approved by the Association not less than seven (7) days before the date fixed for the Annual General Meeting.

6.8 Elections

- (a) If the number of nominations received for the Board does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, positions may be filled throughout the year by the Board.
- (c) If at any stage the number of nominations for the Board exceeds the number of vacancies then to be filled, an election must be conducted at the Annual General Meeting.
- (d) Elections must be conducted by secret ballot or in such manner and by such method as may be determined by the Board from time to time or if the Board has not made a determination, by the method determined by the chairperson of the Annual General Meeting.

6.9 Term of Appointment for Elected Directors

- (a) The term of office of each elected Board Member begins at the conclusion of the Annual General Meeting at which their election occurs.
- (b) No Office Bearer (Executive) shall hold the same position for more than three (3) successive years.
- (c) A Member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract (including contracts of employments) with the Association must disclose the nature of that interest to the Board as required by the Act and shall not vote with respect to that contract or proposed contract. The Member of the Board must disclose the nature and extent of his or her interest in the contract or proposed contract at the next AGM.
- (d) No employee of the Association can stand or be appointed for any position on the Board
- (e) If the Executive Positions - Chairperson, Secretary and/or Treasurer are not filled at the AGM then such vacancies will be filled from the Members of the Board at the first meeting of the Board.

6.10 Vacancies on the board

Any casual vacancy occurring on the Board may be filled by the remaining Elected Board Members. A person appointed to fill a casual vacancy holds office only until the end of the next Annual General Meeting irrespective of the term of office of the person whom he or she replaces.

6.11 Grounds for Termination of Executive

The office of an Executive becomes vacant if the Executor:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with her creditors generally;
- (c) suffers from mental or physical incapacity;
- (d) is disqualified from office under section 30 of the Act;
- (e) resigns his or her office by notice in writing to the Association;
- (f) is absent without the consent of the Board from meetings of the Board held during a period of three (3) months;
- (g) holds any office of employment with the Association;
- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest;
- (i) is removed by the Members in General Meeting; or
- (j) If a member of the Executive is removed by resolution of the Members, the position cannot be reappointed to the Board as a Member of the Executive without a further resolution of Members authorising the appointment.

6.12 Board May Act

If there are any vacancies on the Board, the remaining Board Members may act but, if the number of remaining Board Members is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Board Members to a number sufficient to constitute a quorum.

6.13 Meetings of the Board

- (a) The Board must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act). Subject to this Constitution, the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Any Board Member may at any time convene a meeting of the Board on reasonable notice to the other Board Members.
- (c) Notice of meetings will be given at the previous Board meeting or by seven (7) days written notice, signed by the Chairperson or two other Board Members and distributed to all Board members or, in an emergency by such other notice that is ratified by the Board.

6.14 Attendance by Telephone or Electronic means

A Board Member may attend a meeting by telephone or other electronic means by which he or she can hear and be heard.

6.15 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board may be decided by Ordinary Resolution. Each Board Member has one (1) vote on any question. The chair does not have a casting vote.

6.16 Quorum

At meetings of the Board the number of Board Members whose presence is required to constitute a quorum is:

- (a) if the number of Board Members then in office is an even number, half of the number of Board Members plus one; or
- (b) if the number of Board Members then in office is an odd number, half of the number of Board Members rounded up to the next whole number.
- (c) The chairperson has a deliberative vote only

6.17 Delegations

- (a) The Board may, in writing, establish subcommittees and delegate to each of them the exercise of the functions of the Board that are specified in the instrument of delegation, other than:
- (b) this power of delegation; and
- (c) a function that is a function imposed on the Board by the Act, by any other law, or by resolution of the Association in General Meeting.

6.18 Seal

- (a) The Association will have a Seal on which its corporate name appears in legible characters.
- (b) The Seal may not be used without the express authorisation of the Board and every use of the Seal must be recorded in the minute books of the Association.

7. MEETINGS OF MEMBERS

7.1 Annual General Meeting

- (a) An Annual General Meeting of the Association must be held in accordance with the Act and this Constitution.
- (b) The Board will call an Annual General meeting within five (5) months after the close of the financial year of the Association.
- (c) All General Meetings other than the Annual General Meeting will be Special General Meetings.

7.2 Special General Meeting

- (a) The committee may call a special general meeting of the association at any time.
- (b) Upon a requisition in writing of not less than 15% of the total number of members of the association, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- (c) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- (d) If a special general meeting is not convened within one month, as required by 16b above, the requisitioners, or at least 50% of their number, may convene a special

general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitioners are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

7.3 Attendance at General Meeting

- (a) Unless this Constitution expressly provides otherwise, Members, the auditor and the Board Members are entitled to attend General Meetings but only Individual and Life Members are entitled to vote.

7.4 Notice of General or Special Meeting

- (a) Subject to **Error! Reference source not found.**(b), at least 14 days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- (b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- (c) A notice will be deemed given by the association to any member by publishing on our website or by other electronic communication.
- (d) Where a notice is sent by email:
- (e) The service is effected by properly addressing, and sending the notice to the latest recorded email address taken from the membership register. and
- (f) Unless the contrary is proved, service will be taken to have been effected at the time at which the email was delivered in the ordinary course of transition.

7.5 BUSINESS

- (a) The ordinary business to be transacted at the Annual General Meeting includes:
 - (i) the confirmation of the Minutes of the preceding Annual General Meeting
 - (ii) to receive the Chairperson's written report concerning the activities of the Association since the previous Annual General Meeting
 - (iii) to receive and consider the audited financial statements of the Association for the previous financial year
 - (iv) the election of Board members who have previously applied in writing and who address the meeting in person
 - (v) the appointment of an auditor for the next financial year
 - (vi) any other business placed on the agenda before the commencement of the Annual General Meeting
- (b) All business that is transacted at a General Meeting or an Annual General Meeting, other than those matters referred to in clause 7.5(a), is special business.
- (c) No business other than that stated on the notice for a General Meeting may be transacted at that meeting.

7.6 Proceedings at General meetings

(a) Quorum

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to clause 7.6(c)(i)(B), a quorum for General Meetings is fifty (50) percent of the current membership or 10 members, whichever is the lesser.

(b) Chairperson to preside

The chairperson of the Board will, subject to this Constitution, preside as chairperson at every General Meeting except:

- (i) in relation to any election for which the chairperson of the Board is a nominee; or
- (ii) where the chairperson of the Board has a conflict of interest.

If the chairperson of the Board is not present or is unwilling or unable to preside, the financial Members present must appoint another chairperson to preside as chair for that meeting only.

(c) Adjournment of meeting

- (i) If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting
 - (A) if the meeting was convened on the requisition of financial Members under clause **Error! Reference source not found.**, the meeting will lapse; and
 - (B) in any other case, those financial Members present will constitute a quorum.
- (ii) The chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (iv) Except as provided in clause (c)(iii), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

(d) Voting Procedure

At any meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (i) the chairperson; or

- (ii) a simple majority of Members present at the meeting.
- (iii) Recording of Determinations

A declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

- (e) Voting at General Meetings
 - (i) Each Member is entitled to one (1) vote at General Meetings.
 - (ii) Chairperson may not exercise casting vote

The chair of a General Meeting does not have a casting vote.

7.7 Community Forums

The Centre will hold a community forum at least once per year. The object of a community forum is the gathering of information to:

- (i) inform the board of significant issues.
- (ii) assist the board to design or review the centre's strategic plan and direction in relation to community matters.
- (iii) discuss community implications and issues.
- (iv) provide feedback to the board on the implications of any future planning decisions and community plans.

Attendees at Community Forums

The following persons may attend community forums of the association:

- (i) the directors
- (ii) other persons the board would like to invite
- (iii) any members
- (iv) any members of the community (who are not already members of the Centre)

8. DISCIPLINE AND DISPUTE RESOLUTION

- (a) The Board may make policies or procedures governing the hearing and determination of disputes, protests or complaints by or against members and any other matter involving the enforcement of this Constitution or the Policies or procedures against members
- (a) A Policy or Procedure made under clause 8 may:
 - (i) Cause the Board to appoint a judiciary committee to deal with any disciplinary matter referred to it. Such judiciary committee shall operate in accordance with the procedures expressed in the policies or procedures but is subject always to the Act
 - (ii) Prescribe penalties for breaches of this Constitution or the policies or procedures

- (b) All proceedings relating to cases falling under clause 8 must be conducted according to the rules of natural justice.
- (c) The dispute resolution procedure set out in this clause applies to disputes under these rules between a member and:
 - (i) Another member
 - (ii) The Association.
- (d) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties.
- (e) The Board may prescribe additional grievance procedures in policies or procedures consistent with this clause 8
- (f) In this clause 'member' includes any former member who was a member not more than six months before the dispute occurred.

9. RECORDS AND ACCOUNTS

- (a) The Association must comply with its obligations under of the Act in respect of accounts, records and minutes.

10. AUDITOR

- (a) An appropriate auditor must be appointed at each Annual General Meeting as the Association's auditor (**Auditor**) for the then current Financial Year.
- (b) Any vacancy occurring during the year in the office of Auditor must be filled by the Board.
- (c) The Auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Association.

11. APPLICATION OF INCOME

The income and property of the Association must be applied solely towards the promotion of the Objects.

- (a) Except as prescribed in this Constitution or the Act, no portion of the income or property of the Association may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.
- (b) Any funds received by the Centre, including any monies received as grants by the Local, State or Federal Government shall be applied solely for the purpose for which they were granted or donated.
- (c) Any payment shall be authorised by at least two (2) of the nominated signatures.

12. WINDING UP

- (a) Subject to this Constitution, the Association may be wound up or deregistered in accordance with the Act.

13. DISTRIBUTION OF ASSETS ON WINDING UP

- (a) If upon
- (b) The winding up, dissolution or deregistration of the Association; or
- (c) The Association ceasing to be an exempt entity as defined in section 995-1(1) of the ITAA 1997
- (d) There remains, after satisfaction of all debts and liabilities, any property whatsoever, excluding surplus gift assets, the same will not be paid to or distributed among the Board, Officers, Members or associates of Members of the Association, but will be given or transferred by the Board to one or more funds, authorities or institutions that is an exempt entity as defined in section 995-1(1) of the ITAA 1997.

In making its determination where to transfer the surplus assets of the Association, excluding gift assets, the Board shall give primary consideration to funds, authorities or institutions having objects similar to the objects of the Association that are exempt entities as defined in section 995-1(1) of the ITAA 1997.

Where the Board is unable to reach agreement as to where the surplus assets of the Association, excluding gift assets, should be transferred such decision shall be made by the Members of the Association provided such transfer shall only be made to a fund, authority or institution that is an exempt entity as defined in section 995-1(1) of the ITAA 1997.

At the first occurrence of:

- (e) the winding up, dissolution or deregistration of the Association; or
- (f) the Association ceasing to be endorsed as a deductible gift recipient under Division 30 of the ITAA 1997, the Board must transfer any surplus gift assets remaining after the payment of all liabilities to an Eligible Charity.

Where gifts to an Eligible Charity are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B of the ITAA 1997 are satisfied, a transfer must be made in accordance with those conditions.

In making any determination where to transfer excess gift assets the Board shall give primary consideration to Eligible Charities having objects similar to the objects of the Association.

Where the Board is unable to reach agreement as to where the surplus gift assets of the Association should be transferred such a decision shall be made by the Members of the Association provided such transfer shall only be made to an Eligible Charity.

14. CONSTITUTION

14.1 Alteration of Constitution

- (a) Subject to clause 14.1(b), this Constitution may be repealed or altered or a new provision may be added by Special Resolution passed at a duly convened General Meeting.
- (b) If, in the opinion of the Board, it is necessary to amend this Constitution:
 - (i) to achieve or maintain a particular tax status,
 - (ii) to achieve Objects stated in clause 3.

- (c) the Board may, by Ordinary Resolution, make the amendments that it considers necessary for the purpose.

15. REGULATIONS

15.1 Board to formulate Regulations

The Board may make and amend rules, regulations, by-laws or policies (**Regulations**) for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association as it thinks necessary or desirable, including without limitation regulations governing:

- (a) the conduct of meetings;
- (b) the resolution of disputes;
- (c) discipline of Members and Participants for breaches of this Constitution or the Regulations; and
- (d) any other matter in respect of which this Constitution authorises the Board to make Regulations or which the Board considers is necessary or appropriate for the good governance of the Association and its affairs.

The Regulations must be consistent with the Constitution.

15.2 Regulations Binding

All Regulations are binding on the Association and all Members.

15.3 Publication of Regulations

Regulations and any amendments, alterations or other changes to or interpretations of the Regulations may be communicated to Members by a notice on the Association's website or in any journal or publication, which is published by or on behalf of the Association and which is circulated by the Association to the Members.

16. NOTICE

- (a) Any notice required or authorised by this Constitution to be given to a Member may be served on the Member in writing by electronic or other form that is accessible by the members.
- (b) The notice can be sent by pre-paid post or, where available, by electronic mail to the member's registered address or electronic mail address.
- (c) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected six days after posting.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by the second business day after it was sent.

17. INDEMNITY

- (a) Every Board Member and employee of the Association is entitled to be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Board member or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour

or in which they are acquitted or in connection with any application in relation to any proceedings in which relief is granted by the Court.

- (b) The Association must indemnify its Board Members and employees against all damages and losses (including legal costs) for which any such Board Member or employee may be or become liable to any third party in consequence of any act or omission:
 - (i) in the case of a Board Member, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (ii) in the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the Association.

18. AUTHORITY TO TRADE

- (a) The association is authorised to trade in accordance with the Act.
- (c)

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