

Financial Counselling Victoria Inc.
(formerly "Financial and Consumer Rights Council Inc.")
Registration number A0000536A

CONSTITUTION
("Rules")

1. NAME

The name of the incorporated association is "Financial Counselling Victoria Inc." (in these Rules called the Association).

2. PURPOSE

The purposes of the Association are:

- 2.1 to advocate for vulnerable people who are experiencing financial difficulty;
- 2.2 to ensure the highest standards of professionalism in the provision of financial counselling services in Victoria by setting and maintaining best practice standards for Members in all their dealings with clients; and
- 2.3 to support financial counsellors and the financial counselling sector in its casework and advocacy for law reform and systemic change.

3. OBJECTIVES

The objectives of the Association are that:

- 3.1 financial counsellors in Victoria are supported to comply with best practice;
- 3.2 the financial counselling sector has secure, stable and sustainable funding;
- 3.3 financial counselling has a high profile;
- 3.4 vulnerable Victorians have an effective voice; and
- 3.5 the Association is a strong, adaptive professional organisation that is valued by Members, government and other stakeholders.

4. NON PROFIT CLAUSE

The assets and income of the Association shall be applied solely in furtherance of its Purposes and Objectives and no portion shall be distributed directly or indirectly to the Members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

5. INTERPRETATION

5.1 In these rules, unless a contrary intention appears:

Accredited Member means a Member granted accredited membership under Rule 7.2.

Act means the *Associations Incorporation Reform Act 2012* (Vic) as amended.

Affiliate Member means a Member granted affiliate membership under Rule 7.2.

Annual General Meeting means meeting convened in accordance with Rule 13.14.

Associate Member means a Member granted associate membership under Rule 7.2.

Board means the co-ordinating committee of the Association established under Rule 14 which includes the Elected Directors (including the Chairperson) and Appointed Directors as defined in that rule.

Decision Making Body for the purposes of Rule 10 means the Professional Standards Sub-committee, or any other Sub-committee appointed by the Board to deal with a specific complaint.

Executive Officer means person appointed by the Board to that position, or equivalent employee of the Association.

Financial Year means the year ending 30 June.

General Meeting means a general meeting of Members convened in accordance with Rule 13.

Honorary Life Member means a Member granted honorary life membership under Rule 7.8.

Member means a member of the Association.

Objectives means the objectives of the Association set out in Rule 3.

Professional Conduct Policy means a policy adopted by the Board in accordance with the principles and provisions outlined in Rule 10.

Professional Standards means the standards applying to the work, practice and conduct of financial counsellors as defined by policies, codes and other instruments adopted by the Board.

Purposes means the purposes of the Association set out in Rule 2.

Registrar means the registrar appointed pursuant to the Act.

Regulations means regulations under the Act.

Special Resolution means a resolution in accordance with Rule 13.3.

Student Member means a Member granted student membership under Rule 7.2.

Sub-committee includes any sub-committee, standing committee or working party created by resolution of a General Meeting or by the Board.

Voting Member means a Member entitled to vote at a General Meeting under Rule 7.4, or Rule 7.8 where applicable.

5.2 In these Rules, a reference to the Secretary of the Association is a reference:

- (a) where a person holds office under these Rules as Secretary of the Association, to that person; and
- (b) in any other case, to the Public Officer of the Association.

5.3 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Interpretation of Legislation Act 1984* (Vic) and the Act.

6. SOURCES OF FUNDS

The funds of the Association shall be derived from Members' fees, grants and any other source provided that the acceptance of funds creates no conflict of interest with the Purposes and Objectives of the Association.

7. MEMBERSHIP

7.1 Membership of the Association may be granted by the Board to:

- (a) a natural person; or
- (b) an organisation.

7.2 Membership of the Association may be granted to a natural person or organisation that:

- (a) agrees to support the Purposes and Objectives of the Association;
- (b) meets the eligibility requirements as set out in the membership policies of the Association as approved and published by the Board from time to time for one of the following categories of membership:
 - (i) Accredited Member;
 - (ii) Associate Member;
 - (iii) Student Members; or

(iv) Affiliate Members

- (c) if working as a financial counsellor, does so with no conflict of interest and for no fee;
- (d) in the opinion of the Board (acting reasonably) satisfies the criteria for membership prescribed by the Board from time to time, a current version of which shall be made available; and
- (e) complies with any policies, rules or by-laws approved by the Board from time to time.

7.3 Professional Standards

The Board will establish policies for Professional Standards for financial counsellors in regard to membership requirements, supervision, ethics, professional development and related matters, so the financial counselling service is consistent, high quality, and enhances the standing and well-being of the profession.

7.4 Voting Rights of Members

- (a) Accredited Members and Associate Members are entitled to one vote at a General Meeting.
- (b) Student Members and Affiliate Members have no voting rights at General Meetings.

7.5 Application for Membership

- (a) Applications for membership of the Association must be made in writing in the manner prescribed by the Board and must be accompanied by payment of the sum payable under Rule 8 as the subscription fee, unless the Board waives the fee under Rule 8.3.
- (b) Membership applications shall be considered by the Board.
- (c) The Board at its discretion may accept or reject membership applications. In considering any membership application, the Board shall have regard to the criteria for membership set out in this Rule 7 and to any other criteria prescribed by the Board. The Board must ensure that the latest version of the criteria for membership is made available and that applicants who are not granted membership are notified of the reasons for rejection of their application.
- (d) If the Board rejects an application for membership, it must refund any subscription fee paid.
- (e) If the Board approves an application for membership, the Secretary

must, as soon as practicable:

- (i) notify the applicant in writing of the approval for membership; and
 - (ii) enter the approved applicant's name in the register of Members.
- (f) An applicant for membership becomes a Member and is entitled to exercise the rights of membership when their application is approved by the Board.
- (g) For the purposes of this Rule, an application for membership includes an application to vary the membership category of an existing Member.

7.6 Appeals

A person who has their application for membership or for renewal of membership rejected by the Board may formally appeal the decision in accordance with the policy document on appeal rights approved by the Board.

7.7 Renewal of Membership

- (a) Membership of the Association may be renewed annually in a manner prescribed by the Board.
- (b) Members must continue to meet the relevant criteria for their category of membership in order for their renewal to be approved.
- (c) A decision to reject a renewal application can only be made by the Board or one of its sub-committees.
- (d) If a Member fails to renew their membership, or if their application for renewal of membership is rejected, the Member's name must be removed from the register of Members.

7.8 Honorary Life Members

A General Meeting may elect on the recommendation of the Board any Accredited Member, or any former Accredited Member who has retired from practice, who has made a unique, long-standing and substantial contribution to the financial counselling sector as an Honorary Life Member of the Association. Honorary Life Members will have full voting rights, provided they meet the requirements of Accredited Membership, and will no longer be required to pay membership subscriptions.

8. SUBSCRIPTIONS

- 8.1 Subscription fees shall be set by the Board for each membership category. and made payable in advance on such day as is determined by the Board.
- 8.2 The Board may determine proportionate subscription fees for Members admitted during the year.
- 8.3 The Board may, at its discretion, waive all or part of the subscription fees for any Member who, in its opinion, is unable to pay such fees.

9. RESIGNATION

A Member may resign from the Association by notice in writing. Members resigning are not entitled to a refund of fees.

10. PROFESSIONAL CONDUCT

- 10.1 For the purposes of this rule, "Decision Making Body" is the Professional Standards Sub-committee, or any other Sub-committee appointed by the Board to deal with a specific complaint.

10.2 Lodgement of a Complaint

Any person or organisation may lodge a professional conduct complaint with the Executive Officer (EO) of the Association.

10.3 Grounds for Responding to a Complaint

The Association will commence a complaint process against a Member in accordance with its Professional Conduct Policy if, on reasonable grounds, the EO considers that the Member may have materially:

- (a) failed to comply with the Association's Professional Standards;
- (b) failed or refused to support the Association's Objectives and Purposes as stated in this Constitution; or
- (c) engaged in conduct that is seriously prejudicial to the Association, to the profession of Financial Counselling generally, or to the collective interests of the Association's Members.

10.4 Principles of Complaints Process

Within five working days of receipt of a complaint the Board, or its nominated delegate, will consider the appropriate process to apply in accordance with the Board's Professional Conduct Policy, and the following:

- (a) Delegation of detailed consideration and decision making will be made to a relevant Decision Making Body;
- (b) Any Member who is subject to a complaint is entitled to natural justice and

procedural fairness;

- (c) If an investigation is required by the Decision Making Body, it shall be conducted by an independent and appropriately qualified investigator;
- (d) Any Members of the Decision Making Body who have, or might reasonably be perceived to have, a conflict of interest, must remove themselves from participation in the complaint process; and
- (e) The complaint process will be treated as strictly private and confidential, subject only to disclosures as required by law and to the reasonable need to:
 - (i) inform an employee's agency so it can manage client risk; or
 - (ii) inform the complainant of the outcomes of the process.

10.5 Complaints Process Decisions

- (a) After due consideration of the complaint the Decision Making Body must make one of the following determinations:
 - (i) no further action is required against the Member;
 - (ii) the Member shall be counselled, or required to undergo additional training or supervision;
 - (iii) the Member shall be reprimanded;
 - (iv) the Member's membership rights shall be suspended for a specified period, or made subject to specific requirements; or
 - (v) the Member shall be expelled from the Association.
- (b) The Decision Making Body shall provide brief written reasons for all decisions, with sufficient detail for the participants to understand how and why it arrived at its determination.
- (c) The Decision Making Body cannot impose any form of monetary penalty on a Member.
- (d) The Decision Making Body cannot order the Member to pay any form of compensation to the complainant.
- (e) Where a decision is made to expel a Member, suspension can be made effective immediately by the Decision Making Body, with expulsion subsequently being either confirmed or denied through the workings of the appeal process.
- (f) The Board may refer a matter to appropriate authorities if it believes it to be warranted.

10.6 Appeal Rights

A Member who receives an adverse finding at the conclusion of a Professional Conduct Complaint Process may formally appeal the decision to the Board in accordance with the appeals procedure outlined in the Professional Conduct Policy.

11. DISPUTES AND GRIEVANCES

11.1 The disputes and grievance resolution process applies to disputes and differences between:

- (a) a Member and another Member; or
- (b) a Member and the Board, or a member of the Board.

11.2 The process can be initiated by any Member of the Association, by applying in writing to the Executive Officer.

11.3 A Member may not initiate a dispute or grievance procedure in relation to a matter that is subject to, or is in any way connected with, a professional conduct complaint process that is under way at that time.

11.4 Notwithstanding any other provisions in this Rule, the Board may decide to terminate a dispute or grievance process at a duly convened meeting of the Board provided that the Board members present and entitled to vote determine unanimously, or with at most one dissent, that it is in the best interests of the Association to do so.

11.5 Board policy on disputes and grievances must be consistent with the following principles and procedures:

- (a) Parties to a dispute or grievance must first attempt to resolve their issues in good faith, by direct or assisted negotiations, within 10 working days of a dispute being formally notified in writing by one party to another;
- (b) If any party considers the matter to be unresolved after 10 working days, they can:
 - (i) Agree with the other party to appoint a mediator or facilitator; or
 - (ii) Ask the Chairperson of the Board, in writing, to appoint a mediator or facilitator.
- (c) Subject to agreed instructions to the contrary, the facilitator or mediator may conduct their own investigations to aid the process, but has no power to determine anything between the parties, other than the conduct of the process.
- (d) The dispute or grievance should be resolved within 15 working days of its referral to a mediator or facilitator, or such longer period as is agreed to by the parties and the mediator or facilitator.

- (e) If the mediation process fails to resolve the dispute or grievance within 15 working days, the Board may take other action to resolve the matter at its discretion.

12. CONFLICTS OF INTEREST

- 12.1 A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board. The Secretary shall record any such disclosure in the minutes of the meeting.
- 12.2 A Board member who has made a disclosure under 12.1 :
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- 12.3 This Rule does not apply to a material personal interest:
 - (a) that exists only because the Board member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the Board member has in common with all, or a substantial proportion of, the Members of the Association.

13. GENERAL MEETINGS

- 13.1 General Meetings of all Members may be called:
 - (a) by request of the Chairperson of the Association;
 - (b) by resolution of the Board; or
 - (c) by the written request of not less than fifteen (15) Voting Members of the Association, lodged with the Secretary.

Such a General Meeting shall be held not less than fourteen (14) days or more than one month after the request or resolution is made. In the case of a request by Members pursuant to paragraph (c), the Members may convene the General Meeting if a meeting has not been held within the required time. The Association must reimburse all reasonable expenses incurred by the Members convening a General Meeting under paragraph (c).

- 13.2 Additions, Alterations and Amendments
 - (a) Any addition, alteration or amendment to the name, Purposes, Objectives or Rules of the Association shall be business of which

notice must be given for a General Meeting, and must be carried as a Special Resolution.

- (b) No such addition, alteration or amendment shall have effect until it has been lodged with the Registrar by the Public Officer of the Association.

13.3 Special Resolutions

- (a) Motions for Special Resolutions must be lodged not less than twenty-one (21) days prior to a General Meeting, and shall be included in the notice of the meeting sent to Members.
- (b) A Special Resolution must be carried by not less than 75% of Voting Members present in person or by proxy.
- (c) It shall be the responsibility of the Secretary of the Association to receive and act on such resolutions.

13.4 Notice of Meeting

A minimum of fourteen (14) days, or if a special resolution has been proposed at least twenty-one (21) days, notice in writing of every General Meeting shall be given to every Member by electronic transmission or prepaid post at the address appearing in the register of Members, stating the time and place of such a meeting.

13.5 Omission of Notice

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate any proceedings or resolutions at any meeting of the Association or any committee thereof.

13.6 Chairing of Meetings

The Chairperson of the Association shall preside at all General Meetings. If the Chairperson is absent or unwilling to chair a meeting, the Deputy Chairperson shall preside. If the Chairperson and Deputy Chairperson are both absent or unwilling to chair a meeting, the Members present shall choose a Member to chair the meeting or part thereof.

13.7 Adjournment

Members present at a meeting may agree to adjourn any meeting from time to time, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

13.8 Voting

Resolutions other than Special Resolutions shall be carried by a simple majority of Voting Members present in person or by proxy. If votes are divided equally on a

question the Chairperson (or other person chairing the meeting pursuant to Rule 13.6) shall have the option of exercising a casting vote.

13.9 Division

At any General Meeting a declaration by the Chairperson (or other person chairing the meeting pursuant to Rule 13.6) that a resolution has been carried or not shall be sufficient evidence of Members' voting intentions unless three (3) Members call for a poll. When a poll is taken the number of votes for and against the resolution shall be recorded.

13.10 Proxies

Every Voting Member shall be entitled to vote at all meetings or may appoint any other Member or, in the case of an organisation, a nominee as a proxy.

The instrument appointing the proxy shall be in the form prescribed by the Board

13.11 Quorum of General Meetings

- (a) No business may be conducted at a General Meeting unless a quorum of Members is present. The quorum for a General Meeting is the presence (in person, by proxy or as allowed under Rule 13.12) of 20% of the Voting Members.
- (b) If a quorum is not present within sixty (60) minutes from the time appointed for the commencement of the meeting:
 - (i) in the case of a meeting convened by request of Members, the meeting shall be dissolved;
 - (ii) in any other case, the meeting must be adjourned to a date not more than 21 days after the adjournment, and 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.
- (c) If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under paragraph (b)(ii), the Voting Members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

13.12 Remote Technology

A Member not physically present at a General Meeting may 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 one another, subject to Board approval of technological arrangements prior to the meeting. For the purposes of these Rules, a Member participating in a General Meeting as permitted under this provision is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

13.13 Minutes

Minutes of the proceedings of every General Meeting shall be kept in a minute book which shall be available for inspection by Members upon request, provided that sufficient time shall be given to the Secretary to produce the minute book at a time convenient to both parties.

13.14 Annual General Meeting

The Annual General Meeting of the Association shall be held in each calendar year on such date as the Board determines.

13.15 Order of Business at Annual General Meeting

The following shall be the order of business at every Annual General Meeting unless the Board determines otherwise:

- (a) Confirmation of the minutes of the last Annual General Meeting and of any General Meeting held since the last Annual General Meeting;
- (b) Appointment of auditor;
- (c) Receipt and consideration of the report of the Board;
- (d) Receipt and consideration of the annual financial statements;
- (e) Election of the Board; and
- (f) Any other business of which the required notice has been given.

14. BOARD OF THE ASSOCIATION

14.1 Powers of the Board

- (a) The affairs of the Association shall be governed by the Board.
- (b) The Board:
 - (i) shall control and manage the business and affairs of the Association;
 - (ii) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Association; and
 - (iii) subject to these Rules, the Act and Regulations, has the power to perform all such acts and things as appear to the Board to be essential for the proper governance of the business and affairs

of the Association.

- (c) Without prejudice to the powers conferred by paragraphs (a) and (b), the Board's powers shall include the power to:
 - (i) appoint, direct and terminate the employment of staff of the Association (including, without limitation, the Executive Officer);
 - (ii) determine the duties of and direct the Executive Officer of the Association;
 - (iii) draft and promulgate policies for Professional Standards for financial counsellors in regard to membership standards, supervision, ethics, professional development and related matters, so as to assist the performance of Members and enhance the standing and well-being of the profession;
 - (iv) delegate (subject to such conditions as they think fit) any of their powers to ad hoc Sub-committees consisting of such members of the Board and other Members of the Association co-opted for that purpose as the Board may determine, and make such regulations as to the proceedings of such sub-committees as may be thought desirable;
 - (v) enter into any lease or tenancy of premises at which activities of the Association may be conducted;
 - (vi) start and defend all legal proceedings by or on behalf of the Association;
 - (vii) provide the necessary insurance and comply with provisions for employee accident compensation;
 - (viii) borrow, raise or secure the payment of money and sell and dispose of the assets of the Association; and
 - (ix) make, alter and repeal rules and by-laws not inconsistent with these Rules regulating:
 - (A) the use and management of Association premises;
 - (B) the admission of Members; and
 - (C) the conduct of the Association and its affairs generally.

14.2 Composition of the Board

The Board shall have no less than eight (8) Board members, and no more than ten (10) Board members. Eight Board members shall be elected by the Voting Members of the

Association (**Elected Directors**) and up to two (which number does not include any Board member appointed in accordance with Rule 14.8) Board members shall be appointed by the Board (**Appointed Directors**)

14.3 Election of the Board – Nominations

- (a) The terms of the Board members shall be staggered so that each year the Association shall elect no less than two (2) Elected Directors.
- (b) The election may be conducted either by postal/electronic ballot prior to the Annual General Meeting or by ballot conducted at the Annual General Meeting in accordance with Rule 14.4.
- (c) Every third year, Voting Members shall elect a Chairperson for a three-year term between annual general meetings, who shall be one of the Elected Directors.
- (d) For the purposes of these Rules the Returning Officer shall be the Executive Officer of the Association.
 - (i) Notice shall be provided to Association Members of Board vacancies and nominations must be invited no less than 8 weeks prior to the Annual General Meeting. Nominations shall be open for no less than 14 days.
 - (ii) Nomination of candidates for the Board shall be made in the form prescribed by the Board and lodged with the Returning Officer not less than 5 weeks prior to the Annual General Meeting. All nominees must be Accredited Members of the Association.
 - (iii) Candidates for the Board may include with their nomination a supporting statement, in a form prescribed by the Board, which shall be circulated to all Voting Members.
 - (iv) A candidate for election as Chairperson may also nominate for election as an ordinary member of the Board at the same election. If the candidate is elected as Chairperson, their nomination as an ordinary member shall be deemed to be withdrawn.
 - (v) If at close of nominations no more than the required number of candidates is nominated those so nominated shall be declared elected. If not all positions have been filled, the remaining positions shall be treated as a Casual Vacancy under Rule 14.8.

14.4 Election of the Board – Ballot Procedures

- (a) Where a balloting process is required, the Returning Officer shall conduct the election in accordance with one of the following two

processes. The Board shall determine the process which applies:

- (i) Prior to the Annual General Meeting by postal or electronic ballot according to procedures prescribed in advance by the Board, and shall count the votes prior to the meeting and declare the results during the meeting; or
 - (ii) At the Annual General Meeting by secret ballot, according to procedures prescribed in advance by the Board, and shall count the votes and declare the result during the Meeting or, if that is not practicable, immediately following.
- (b) In whichever balloting process is used each candidate shall be entitled to be represented by a scrutineer to observe the counting of the votes.
 - (c) Where an election is held in accordance with Rule 14.4(a)(i), the voting period will commence no later than 4 weeks prior to the Annual General Meeting.

14.5 Terms of office

- (a) Subject to rule 14.3(a), an Elected Director holds office for a term of three years:
 - (i) commencing immediately after the annual general meeting at which their election was declared; and
 - (ii) concluding at the end of the third annual general meeting after the one at which they were declared elected.
- (b) An Elected Director is eligible for re-election, subject to no Board member being eligible to hold office longer than the sixth Annual General Meeting after the date they were declared elected.
- (c) An Appointed Director holds office for a term of three years:
 - (i) commencing from the date the Board resolves to appoint the person; and
 - (ii) concluding on the date which is three years after the appointment commenced.
- (d) An Appointed Director is eligible for re-appointment.

14.6 Office Bearers

At its first meeting after each Annual General Meeting, and at any other time when necessary to fill a casual vacancy in respect of an Office Bearer, the Board shall elect, from among its ordinary members elected at an Annual General Meeting under Rule 14.3:

- (a) a Deputy Chairperson;
- (b) a Secretary;
- (c) a Treasurer; and
- (d) such other office bearers as the Board may determine.

14.7 Vacation of Office

- (a) The office of Chairperson or ordinary member of the Board shall be vacated if the person filling it:
 - (i) dies;
 - (ii) is disqualified:
 - (A) on any of the grounds set out in section 78(2)(c) of the Act;
 - (B) by the Australian Charities and Not-for-profits Commission from acting as a responsible person; or
 - (C) by the Australian Securities and Investments Commission from acting as a director.
 - (iii) had been elected under Rule 14.3 at an Annual General Meeting but ceases to be a Member;
 - (iv) resigns the office by notice in writing to the Secretary, or
 - (v) is removed from office in accordance with Rule 14.8.
- (b) The position of an office bearer elected under Rule 14.3 shall be vacated if the person filling it:
 - (i) ceases to be a member of the Board; or
 - (ii) resigns the position by notice in writing to the Secretary.

14.8 Casual Vacancies

- (a) If a casual vacancy occurs in respect of the position of Chairperson, the position shall be filled by:
 - (i) The Deputy Chairperson, or
 - (ii) If the Deputy Chairperson is unwilling, another member of the Board elected under Rule 14.3, or
 - (iii) If no member of the Board is willing or deemed appropriate by a majority of the Board, any other Member of the Association with voting rights approved by the Board.
- (b) Any person filling a casual vacancy in the Chairperson position shall hold office for the remainder of the term to which the previous

Chairperson was elected or appointed. Upon their appointment as Chairperson if they are a member of the Board that person's position as Deputy Chairperson or an ordinary member of the Board shall be vacated.

- (c) If a casual vacancy occurs in respect of an ordinary member of the Board, the position may, at the Board's discretion, be filled by appointment by the Board of any Voting Member, or by election at a General Meeting, and any person so appointed or elected shall hold office for the remainder of the term to which the previous member was elected or appointed. A member of the Board appointed by the Board under this provision cannot act as an office bearer.
- (d) The Board may act notwithstanding any vacancy in its membership.

14.9 Removal of Board Members

The Association in General Meeting may, by Special Resolution, remove any Board member before the expiration of their term of office and appoint another person instead. The person so appointed shall for all purposes be treated as if they were appointed to fill a casual vacancy.

14.10 Meetings of the Board

- (a) For the purposes of this Rule, meetings of the Board may be held in-face, by teleconference or other electronic means, or any other mode decided by the Board.
- (b) The Board shall meet as often as is determined by these Rules or as agreed by members of the Board.
- (c) Resolutions of the Board may be considered and decided on at meetings, or out of session by email circulation or in any other mode of decision making the Board has decided to use.
- (d) On any Board agenda item, a quorum shall be a majority of the unconflicted Board members holding office at the time, subject to a quorum being no fewer than 3 Board members.
- (e) At every meeting of the Board the Chairperson or Deputy Chairperson shall preside, and in the absence of the Chairperson and Deputy Chairperson the Board members present shall choose one of their members to chair the meeting.
- (f) Questions arising at any meeting shall be decided by a majority of votes and in the case of an equality of votes the Chairperson shall have a casting vote.
- (g) The Chairperson or any two Board members may at any time summon a meeting of the Board.

- (h) Reasonable notice must be given to each Board member of the date, time and place of each meeting.

15. SECRETARY

The Secretary shall be the Public Officer of the Association for the purposes of the Act and must:

- (a) ensure that full and correct minutes of all resolutions and proceedings of every General Meeting and of all Board meetings are recorded for that purpose together with a record of the names of all persons present at all meetings;
- (b) except as otherwise provided in these Rules, keep custody or control of all books, documents and securities of the Association;
- (c) ensure that a register of all Members is kept setting forth:
 - (i) their names and addresses;
 - (ii) their membership category;
 - (iii) the date on which they became a Member; and
 - (iv) for each former Member, Member's name and the date of ceasing to be a Member only;
- (d) ensure that correspondence is attended to;
- (e) perform such other duties as the Board may prescribe.

16. FINANCIAL RECORDS

16.1 Treasurer

The Treasurer shall ensure that:

- (a) all monies due to the Association are collected and received and all payments authorised by the Association are made;
- (b) correct accounts and books showing the financial affairs of the Association with full details of all receipts and payments are kept and such books and accounts made available at all meetings or as required by the Board; and
- (c) the financial statements referred to in the Act are prepared and audited as required.

16.2 Management of Funds and Signatories

- (a) The funds of the Association shall be used in pursuance of the Objectives in such a manner as the Board determines.
- (b) The Board will establish bank accounts and processes to authorise, oversight and monitor the receipt and expenditure of Association funds.
- (c) All expenditure shall be authorised by the Board or its delegate.
- (d) All cheques, transfers or orders in writing concerning the funds of the Association shall be signed by two persons authorised by the Board.

16.3 Keeping of Documents

All securities and records, registers and other documents of value, except those in use, shall be held at the address of the Public Officer or at such other safe place as the Board shall decide.

17. WINDING UP AND DISPOSITION OF ASSETS

17.1 In the event of the winding up or the cancellation of the incorporation of the Association, any surplus assets of the Association remaining after the payment of the Association's debts and liabilities shall be transferred to or for one or more funds, authorities or institutions determined by the Board at or before the time of dissolution which:

- (a) have similar purposes to the Association and which are approved by the Commissioner of Taxation as a charitable fund or institution for the purposes of any Commonwealth taxation Act; and
- (b) have been endorsed by the Commissioner of Taxation as one to which income tax deductible gifts can be made.

17.2 Where the Association is endorsed as a deductible gift recipient and in the event that its endorsement is revoked, any surplus:

- (a) gifts of money or property for the principal purpose of the Association;
- (b) contributions described in item 7 or 8 of the table in section 30-15 of the *Income Tax Assessment Act 1997* in relation to a fund raising event held for that purpose; and
- (c) Money received by the entity because of such gifts or contributions,

must be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

18. NOTICES

- 18.1 A notice may be served by or on behalf of the Association upon any Member or applicant for membership either personally or by electronic transmission or by sending it by post to the Member at the address shown in the Register of Members or at the address notified to the Secretary by the applicant for membership.
- 18.2 Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

19. AMALGAMATION

Where it furthers the Purposes and Objectives of the Association to amalgamate with any one or more other organisations having similar objects, the other organisations must have rules prohibiting the distribution of their assets and income to Members, and must be exempt from income tax.

20. MEMBERS' LIABILITIES

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by Rule 8.

21. INSPECTION OF BOOKS AND RECORDS

- 21.1 Members may on request inspect free of charge:
- (a) the register of Members;
 - (b) the minutes of General Meetings; and
 - (c) if the Board (acting reasonably) so determines, the financial records, financial statements, books, securities and any other relevant document of the Association, including minutes of Board meetings.
- 21.2 The Board must on request make copies of these Rules available to Members and applicants for membership free of charge.
- 21.3 If the Board so determines, a Member may make a copy of any items inspected under Rule 21.1 and the Board may charge a reasonable fee for provision of a copy of such a record.

SCHEDULE 1 – TRANSITIONAL PROVISIONS

1A MEMBERSHIP

- (a) The Members immediately following the adoption of this Constitution will be those Members listed on the Register at the time of adoption. The Board has discretion to determine which membership category is appropriate (based on eligibility criteria and qualifications) for transitioning members.
- (b) Despite the amendments to rules 5 and 7 being approved at the 2023 annual general meeting, the categories of members in the previous version of rules 5 and 7 will continue until 31 December 2023.

2A BOARD OF THE ASSOCIATION

- (a) The office bearers and Board members immediately following the adoption of this Constitution will be those in office at the time of adoption.
- (b) Office bearers and Board members appointed prior to the adoption of this Constitution may complete their term of office under the previous Constitution.
- (c) Time served prior to the adoption of this Constitution will be taken into account for the purposes of the maximum term of office of six years provided for under rule 14.5.
- (d) Despite the amendments to rule 14 being approved at the 2023 annual general meeting, the Board members declared elected at or prior to that annual general meeting will serve a term of office of two years between annual general meetings, as provided for in the previous version of rule 14.
- (e) In order to implement the staggered rotational elections under rule 14.3(a) and to transition from two-year to three-year terms between annual general meetings, the term of office of Elected Directors will be staggered as follows:
 - i. 4 Elected Directors will be declared elected at the 2024 annual general meeting, consisting of:
 - i. 3 Elected Directors for a three-year term between annual general meetings; and
 - ii. 1 Elected Director elected for a two-year term between annual general meetings; and
 - ii. 4 Elected Directors will be declared elected at the 2025 annual general meeting, consisting of:

- i. the Chairperson (who is also an Elected Director) for a three-year term between annual general meetings;
- ii. 2 Elected Directors (other than the Chairperson) for a three-year term between annual general meetings; and
- iii. 1 Elected Director elected for a one-year term between annual general meetings.