



CONSTITUTION

A COMPANY LIMITED BY GUARANTEE
ACN 150 159 201

Approved by members on 28 October 2020

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PART 1 – INTRODUCTORY

DIVISION 1 – PRELIMINARY

1. The name of the company is the Australian Association for Virtual Industry Professionals (AAVIP) (“The Association”) which is a company limited by guarantee registered under the Law as Australian Company Number (ACN) 150 159 201

DIVISION 2 – INCORPORATION

- 2.1 The Association is incorporated with limited liability.

DIVISION 3 – INTERPRETATION

- 3.1 In this Constitution unless the contrary intention appears:

“**AGM**” means an Annual General Meeting of the Association.

“**Association**” means the Australian Association for Virtual Industry Professionals (AAVIP).

“**Board**” means the Board of Directors of the Association.

“**Special Group**” means those members of the Association based upon the subject matter of the Group’s area of interest

“**EO**” means the Executive Officer of the Association not being a Director who is appointed by the Board to that position and any person temporarily performing the duties of that officer.

“**Company Limited by Guarantee**” means a company formed on the principle of having the liability of its members limited to the respective amounts that the members undertake to contribute to the property of the company if it is wound up.

“**Company Secretary**” means the officer or office-bearer resident in any State or Territory of the Commonwealth of Australia appointed to that position by the Board for the purposes of the Law.

“**Constituent**” means any board, council, group, association, subsidiary company, special group committee, panel or other unit which is recognised by the Board as a part of the organisation of the Association under the Constitution and Regulations.

“**Constitution**” means the Constitution of the Association.

“**Director**” means a member of the Board elected from the membership of the Association

“**Ex officio**” means by virtue of the office held by the member.

“**Industry**” or “**The Industry**” means the Virtual Business Industry.

“**Law**” means the Corporations Act 2001 and includes the Corporations Regulations.

“**Member**” means a person admitted by the Board to any form of membership of the Association and shall include, unless the contrary intention appears, all categories of membership.

“**Month**” means calendar month.

“**National Office**” means the registered office of the Association.

“**NG**” means a National Group comprised of those members of the Association based upon the subject matter of the Group’s area of interest as represented in at least 5 of the States and Territories of the Commonwealth of Australia.

“**NG Management Committee**” means the unit accountable to the Board for the management of a National Group’s operations.

“**Office Bearer**” means any member holding honorary office in the Association.

“**Officer**” means any director, secretary, executive officer or employee of the company, or other person as defined under the Law.

“**President**” means the President elected from the members of the Board of Directors by the members of the Association.

“**Regional Group**” means those members of the Association located within a specific geographical area.

“**Register**” means the Register of Members kept pursuant to the Law.

“**Regulations**” means the Regulations of the Association as made, modified or repealed by the Board.

“Registered Address” means the address of a member entered in the Register of Members.

“Seal” means the Common Seal of the Association.

“Special Resolution” means the form of resolution as defined by the Law that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

“Vice-President” means the Vice-President elected from the members of the Board of Directors by the members of the Association.

“Writing” or **“In writing”** or **“written”** means any mode of representing or reproducing words, figures, drawings or symbols in a visible form.

- 3.2 Words importing the singular shall include the plural or importing masculine gender shall include the feminine gender (and vice-versa) or importing neuter gender shall include both male and female gender unless the context indicates otherwise.
- 3.3 Part, Division and Clause headings and sub-headings do not form part of and shall not control the meaning of the Constitution.
- 3.4 Where reference is made to any provision of the Law the reference is to that provision as subsequently modified or replaced by any relevant statute.
- 3.5 Where any provision of the Constitution breaches a provision of the Law the provision of the Law shall apply to the exclusion of the Constitution.

DIVISION 4 – EXERCISE OF POWER

- 4.1. Members of the Association may by ordinary or special resolution exercise any power authorised by the Constitution subject to the provisions of the Law as varied.
- 4.2. A resolution of the Board shall have full force and effect subject to a later resolution of the members at the AGM or in a general meeting which would have the effect of amending or rescinding the resolution of the Board. The Board shall not act in a manner inconsistent with any resolution of the membership.

PART 2 – OBJECTS

5. **The Objects of the Association are:**
 - 5.1. Representation and Lobbying. To support research activity designed to improve or substantiate the development of virtual industries.
 - 5.2. Marketing of the industry. To promote ongoing professional development which facilitates excellence in the delivery of virtual services and includes professional accountability.
 - 5.3. Setting quality benchmark standards for the industry.
6. The income and property of the Association shall be applied solely towards the promotion of the Objects of the Association and no part thereof shall be paid or transferred directly or indirectly to the members of the Association as dividend, bonus or otherwise, excepting with the prior approval of the Board:
 - a) The payment of honoraria and other allowances or out-of-pocket expenses to any directors, or office-bearers of the Association, provided that the payment of directors' fees is prohibited.
 - b) The payment to members in return for services rendered to the Association where the provision of that service and the amount claimed is commercially reasonable.

PART 3 – MEMBERSHIP

DIVISION 1 – GENERAL

7. The members of the Association shall be the persons admitted to membership by the Board from time to time and whose names are entered in the Register.
8. Membership of the Association shall be within a specific category of membership in accordance with the requirements set out in the Constitution and the Regulations.
9. A person admitted to a category of membership of the Association shall be entitled to exercise all the rights and privileges and shall be required to meet all liabilities and requirements attached to that category of membership by reason of the Constitution and the Regulations.
10. The Board may transfer a member from one category of membership to another, provided always that the member qualifies for membership of the new category and consents to the transfer.
11. The Board may prescribe from time to time the forms of application, certificates of membership, and administrative procedures for admission and transfer to specific categories of membership, without requirement to set forth detailed provisions in the Regulations.
12. An application for admission to any category of membership shall not be approved unless the Board is satisfied that the applicant has:
 - (a) complied with the provisions of the Constitution and Regulations; and is of
 - (b) good fame and character and a fit and proper person to be admitted.
13. Upon admission to membership of the Association the member agrees to be bound by the Constitution and Regulations, and to comply with any code of conduct, ethical principles, policies, procedures and standards which may from time to time be adopted by the Board.
14. The rights and privileges of a member shall be personal, shall not be transferable and shall cease immediately upon the removal of the member's name from the Register.

DIVISION 2 – CATEGORIES OF MEMBERSHIP

15. The categories of membership of the Association shall be:
 - 15.1. Member
 - 15.2. Financial Member
 - 15.3. Honorary Member
 - 15.4. Corporate Member
16. The Board may approve sub-categories of membership within the categories listed under Clause 15 but shall not delete categories from the list nor add new categories except as approved by a special resolution of the members of the Association in a general meeting.
17. Where the membership is entitled to vote at any meeting or in any election conducted in accordance with the Constitution and Regulations, all members other than Corporate members shall be entitled to vote.

DIVISION 3 – QUALIFICATIONS AND ELIGIBILITY

18. The qualifications and eligibility for admission to membership within a particular category shall be:
 - 18.1. **Member**

The applicant shall be an individual who either:

 - (a) is, or has been, a virtual business owner, providing services over the internet or remotely for the majority of their clients; or
 - (b) is a new virtual business owner (within six months of registering their business)
 - 18.2. **Honorary Member**

A member of the Association may be admitted to membership in this category as per the following:

- 18.2.1. A member of the Association who has made an outstanding contribution to the virtual industry may be nominated by two other members of the Association for the title of Honorary Member.
- 18.2.2. The nominee shall have:
 - gained significant recognition outside the virtual industry;
 - had substantial influence on the development of the virtual industry; and
 - made an outstanding contribution within the business community, within the Association and/or the industry or has been recognised by the community.
- 18.2.3. A nominee shall be elected to the position of Honorary Member by a majority vote of the Board.
- 18.3. **Corporate Member**
A registered business who does not deliver the majority of their services over the internet or remotely and who is a supporter of the virtual industry.

DIVISION 4 – FEES AND SUBSCRIPTIONS

19. Each member shall pay such fees and subscriptions as the Board shall from time to time determine in respect of the category of membership held by that member.
20. The Board may make Regulations in relation to procedures for notification, receiving, accounting, and enforcement of payment of such fees and subscriptions, including provisions for periods of grace, waiver of requirement for payment in special circumstances, and exemption of one or more categories of membership from any fees or subscriptions at all.
21. The Board shall determine the manner of distribution of fees and subscriptions income received between the various constituents which comprise the Association.

DIVISION 5 – DISPLAY OF TITLE

22. It shall be the right and privilege of any member whose name is entered in the Register to write or display:
 - 22.1. The words “Member of the Australian Association of Virtual Industries” after the name of the member in the case of members and honorary members.
 - 22.2. The words “Corporate Member of the Australian Association of Virtual Industries” after the name of the member/business in the case of corporate members.
 - 22.3. Financial Members can display the Premium Member Badge on their websites and other marketing materials with a link back to the association website.

DIVISION 6 – FORFEITURE, REMOVAL AND SUSPENSION OF MEMBERSHIP

23. **Forfeiture**
Subject to the right of appeal to the members at an AGM or general meeting a member shall forfeit membership of the Association summarily upon resignation, or in the event of a member ceasing to be enrolled in an accredited course.
24. **Removal**
Subject to the right of appeal to the members at an AGM or general meeting a member may be removed from membership of the Association upon resolution of the Board in any of the following circumstances:
 - 24.1. Failure to pay the fees, subscriptions, charges or levies of the Association.
 - 24.2. Failure to comply with directions or pay fines imposed by the authority of the Board.
 - 24.3. Professional misconduct or conduct discreditable to the industry adjudged against the member by a commission, tribunal or court of competent jurisdiction.

- 24.4. Conduct or action not constituting professional misconduct but which is determined by the Board to be injurious or prejudicial to the general interests of the Association, its members, or of the virtual industry so as to render it undesirable in the opinion of the Board that such person continue as a member.
 - 24.5. Failure to observe any substantive provision in the Constitution and Regulations, and any code of conduct, ethical principles, policies, procedures, or standards adopted by the Board.
 - 24.6. At the time of application, providing false or misleading information in a material way, or deliberate misrepresentation of qualifications and experience submitted in support of such application.
25. **Suspension**
The Board may suspend the membership of any member pending a decision on the forfeiture or removal of membership under Clauses 23 and 24.

DIVISION 7 – APPEAL

- 26. A member who forfeits or is removed from membership may within 30 days after receiving notification of such forfeiture or removal, object in writing to the EO thereby exercising a right of appeal at the next available AGM or general meeting which shall ratify or repudiate the forfeiture or removal.
- 27. Subject to Clause 25 the forfeiture or removal shall not take effect until 30 days from the date of notification to the member, or the date of holding the appeal meeting, whichever shall be the later, until which time the member's rights and obligations under the Constitution and Regulations shall continue unchanged.

DIVISION 8 - LIABILITY

- 28. A member whose membership is forfeited, removed or suspended by the Board shall not be released from any liability or guarantee due to the Association.

DIVISION 9 - REGISTER

- 29. The name of any person whose membership is forfeited or removed shall be deleted from the Register.

DIVISION 10 – REINSTATEMENT

- 30. The Board may on such conditions as it reasonably determines reinstate the name of any person deleted from the Register.

PART 4 – ORGANISATION AND MANAGEMENT

DIVISION 1 – CONSTITUENTS

- 31. The constituents of the organisation of the Association shall be:
 - 31.1 The Board of Directors.
 - 31.2 The Special Groups.
 - 31.3 Other constituents as the Board may from time to time prescribe.

DIVISION 2 – BOARD OF DIRECTORS

32 Powers

- 32.1 There shall be a Board of Directors of the Association which shall have responsibility for the control, management and direction of the affairs of the Association in accordance with the Law.
- 32.2 The Board may exercise all the powers of the Association except any powers required by the Law or the Constitution to be exercised by the Association at an AGM or in general meeting.
- 32.3 Without limiting the general power confirmed by Clause 32.2 the Board shall have the power to:
 - 32.3.1 Make regulations, policies, procedures, and determine any codes of conduct, ethical principles and standards not inconsistent with the Constitution.
 - 32.3.2 Prescribe conditions or qualifications of membership including determination of membership fees, subscriptions, charges and levies.
 - 32.3.3 Give directions, impose penalties and fines and order the recovery of costs, including legal costs, from members who are proved to be in breach of professional standards contained in Regulations and codes of conduct made by the Board under the authority of Clause 32.3.1.
- 32.4 The Board has further powers to:
 - 32.4.1 Purchase or otherwise acquire for the Association any real or personal property rights or privileges which the Association is authorised to acquire, at such price and generally on such terms and conditions as the Board shall determine.
 - 32.4.2 Secure the fulfillment of any contracts or agreements entered into by the Association by mortgage or charge of all or any of the property of the Association or in such other manner as the Board shall determine.
 - 32.4.3 Appoint, fix the remuneration, and suspend or remove the Executive Officer or any other employee, contractor, consultant of the Association.
 - 32.4.4 Institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Association.
 - 32.4.5 Refer any claims or demands by or against the Association to arbitration and observe and comply with the awards.
 - 32.4.6 Make and give receipts, releases and other discharges for money payable to the Association and for the claims and demands of the Association.
 - 32.4.7 Determine who shall be entitled to sign on the Association's behalf receipts, cheques, acceptances, endorsements, releases, contracts and other documents.
 - 32.4.8 Provide for the management of the affairs of the Association in any place and in any manner and in particular to appoint any persons to be the attorneys or agents of the Association with such powers (including power to sub-delegate) and upon such terms as the Board may determine.
 - 32.4.9 Invest and deal with any of the monies of the Association not immediately required, upon such securities and in such manner as the Board may determine, and to vary or realise such investments.
 - 32.4.10 Enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Association as the Board may consider expedient for the purposes of the Association.
 - 32.4.11 Borrow money whether upon the giving of security or not.
 - 32.4.12 Become a member of or subscribe to or affiliate with any other organisation having objects similar or providing advice of value to the Association.
 - 32.4.13 Act as trustee, agent, nominee or custodian and to undertake the execution of any trusts and/or to act in any fiduciary capacity whatsoever, with or without remuneration, and on any terms or conditions and to execute and enter into a Trust Deed, Declaration of Trust, or other Deed, instrument or document of

trust and to vary amend or revoke the same, and to contract as Trustee in respect of any real or personal property.

- 32.4.14 Purchase, take on lease, hire, or in any other way acquire any real or personal property for the use of members and others for any purposes of the Association and to sell, lease, mortgage or otherwise deal in any way with such real or personal property.
- 32.4.15 Give or grant guarantees and/or indemnities in the name of the Association thereby binding the assets of the Association.
- 32.4.16 Do alone or in conjunction with others all such other things as the Board may consider incidental or conducive to the attainment of the Objects of the Association.

33 **Policy Advice**

In exercising its powers, the Board shall be required to consider guidelines, advice and recommendations of the special groups in relation to policy matters.

34 **Composition and Term of Office**

The Board shall be comprised of a minimum of five Directors being:

- the President
- the Secretary
- the Treasurer; and
- other Directors

34.1 **The President**

34.1.1 The Board shall nominate a candidate or candidates for the position of President only from the current serving members of the Board.

34.1.2 Where there is more than one candidate nominated by the Board pursuant to Clause 34.1.1 the membership of the Association shall elect the President by secret ballot.

34.1.3 The Director elected to the position of President shall take office immediately following the election by the Board at their first meeting following the AGM and shall hold office for a term of one (1) year ending on the day after the AGM of the following year.

34.1.4 The President shall be an ex officio member of all councils, committees, panels and working parties of all constituents.

34.1.5 At the completion of the term of office the President may be nominated again for further one (1) year terms.

34.1.6 After the completion of the term of office, the president must retire from the board for a period of at least two (2) years and shall not hold any position on the board during that two (2) year period.

34.1.7 The president may become an advisor to assist the new board with current activities but will not hold an official position.

34.2 **The Secretary**

34.2.1 The Board shall nominate a candidate or candidates for the position of Secretary only from the current serving members of the Board.

34.2.2 Where there is more than one candidate nominated by the Board pursuant to Clause 34.2.1 the membership of the Association shall elect the Secretary by majority vote in.

34.2.3 The Director elected to the position of Secretary shall take office commencing on the first meeting of the Board following the AGM of that year and shall hold office for a term of one (1) year ending on the day after the following the next AGM.

34.2.4 At the completion of the term of office the Secretary may be nominated again for further one (1) year terms.

34.2.5 At the completion of the term of office a Secretary may be nominated by the Board for the position of President and if elected shall take office in accordance with Clause 34.1.3.

34.3 **The Treasurer**

34.3.1 The Board shall nominate a candidate or candidates for the position of Treasurer only from the current serving members of the Board.

- 34.3.2 Where there is more than one candidate nominated by the Board pursuant to Clause 34.3.1 the membership of the Association shall elect the Treasurer by majority vote in.
 - 34.3.3 The Director elected to the position of Treasurer shall take office commencing on the first meeting of the Board following the AGM of that year and shall hold office for a term of one (1) year ending on the day after the following the next AGM.
 - 34.3.4 At the completion of the term of office the Treasurer may be nominated again for further one (1) year terms.
 - 34.3.5 At the completion of the term of office a Treasurer may be nominated by the Board for the position of President and if elected shall take office in accordance with Clause 34.1.3.
- 34.4 Other Directors**
- 34.4.1 Any two (2) members may nominate any member or representative to serve as a Director.
 - 34.4.2 The remaining Directors' positions on the Board shall be elected from those eligible members as outlined in Clause 34.4.4, and from the Directors who are eligible to stand for re-election under Clause 34.4.7. Once this term has been completed, the composition of the Board of Directors reverts to a total number of six Directors.
 - 34.4.3 Subject to Clause 17, all Directors shall be entitled to vote in elections.
 - 34.4.4 To be eligible to be elected to the position of Director a member must be a member in good standing prior to the election.
 - 34.4.5 To be eligible to be nominated and elected to the Board a Representative must be eligible under the Law to become a Director.
 - 34.4.6 A Representative elected to the position of Director shall take office commencing on the first meeting of the Board following the AGM of that year and shall hold office for a maximum term of five (5) years ending on the day after the following the next AGM.
 - 34.4.7 At the completion of the term of office a Director must resign from the position immediately unless they are eligible to be nominated by the Board and elected by the membership to the position of President under Clause 34.1.1
 - 34.4.8 A Director who does not succeed to the position of President or Vice-President may serve no more than five (5) years on the Board.
 - 34.4.9 A Director who retires from the Board shall not be eligible to hold any position on the Board until a period of two (2) years from the date of the retirement has elapsed.
- 35 Duties of Directors**
- 35.1 The Directors of the Association shall, both jointly and severally, exercise their powers and discharge their duties in accordance with the Law, the Constitution, and the Regulations.
 - 35.2 The Directors shall have specific fiduciary duties including, but not limited to:
 - (a) the duty to act honestly;
 - (b) the duty to exercise due care and diligence;
 - (c) the duty to avoid all conflicts of interest; and
 - (d) the duty not to gain personally nor cause detriment to the Association by improper use of position or inside information.
- 36 Casual Vacancies**
- 36.1 A position of Director shall be vacated if a Director:
 - (a) ceases to be a member of the Association by reason of resignation, forfeiture, or removal of membership; or
 - (b) resigns from the Board; or
 - (c) dies or becomes incapable of administering their legal affairs to the extent that their estate is liable to be dealt with under the law; or
 - (d) becomes prohibited from being a Director under the Law; or
 - (e) becomes an insolvent under administration; or
 - (f) is removed from office by special resolution of the members held at a general meeting convened for that purpose; or
 - (g) is found guilty of an offence of professional misconduct or conduct discreditable to the industry; or

- (h) is absent from three consecutive meetings of the Board without reasonable excuse or the consent of the Board.
- 36.2 Any casual vacancy on the Board shall be filled by nomination and election from eligible members in the same manner prescribed in Clause 34.4 and each of its sub-clauses. Any member filling a casual vacancy shall hold office for the balance of the term of the Director whose absence caused the casual vacancy and shall be deemed to have served a complete term of office as a Director notwithstanding that the period actually served is less than two (2) years.
- 37 Meetings of the Board**
- 37.1 Meetings of the Board shall be held on such occasions and at such places as the President shall determine provided that there shall be no less than four (4) meetings each calendar year and proper notice is given in accordance with the Law and the Regulations of the Board.
- 37.2 The President shall also call a meeting upon receipt of a written request signed by at least three (3) Directors. The request shall state the nature of business for which the meeting is required.
- 37.3 A meeting may be called or held using any technology, and at any time or place as determined by the Board.
- 37.4 A Director who has a material personal interest in a matter being considered at a meeting of the Board must not vote in relation to the matter and shall not be present while the matter is being considered at the meeting.
- 37.5 At all meetings of the Board the following provisions shall apply:
- 37.5.1 Meetings shall be chaired by the President who is empowered to regulate the proceedings and procedure including adjournment of business.
- 37.5.2 In the absence of the President at a meeting the Vice-President shall have power to conduct and chair meetings of the Board and in the absence of the Vice-President the Directors present shall elect one of their number to the chair.
- 37.5.3 The quorum for all meetings shall not be less than a majority ruling quorum or a minimum of three (3) directors and no meeting shall take place or continue unless that quorum is present.
- 37.5.4 Subject to Clause 37.4 each Director present shall have one (1) vote and all resolutions shall be taken upon a simple majority of votes declared on the voices or by show of hands, or if required by the President or any Director, then upon a poll.
- 37.5.5 In the event that votes are equally divided on any resolution the Chairman shall have the casting vote.
- 37.6 A resolution in writing signed by all members of the Board shall have the same force and effect as a resolution passed at a meeting of the Board.
- 38 Substitution**
- In the absence or temporary incapacity of the President, the powers and duties of the position shall be exercised by the Vice-President, and in the case of the absence or temporary incapacity of the Vice-President, the powers and duties of the position shall be exercised by a Director appointed by the Board.
- 39 Finance and Accounts**
- 39.1 The general funds of the Association shall be under the control of the Board.
- 39.2 In addition to the powers contained in Clauses 32.3 and 32.4 the Board shall also have further financial powers to:
- 39.2.1 Open accounts with such banks and other financial institutions as the Board may approve.
- 39.2.2 Approve the manner in which income is distributed to and between constituents.
- 39.2.3 Prescribe maximum expenditure which does not require prior approval of the Board.
- 39.2.4 Approve honoraria and reimburse travel, accommodation, and out-of-pocket expenses.
- 39.2.5 Approve estimates of income and expenditure.
- 39.2.6 Require periodic estimates of income and expenditure and statements of account from constituents.

- 39.3 Withdrawals of funds from any account may be made only by signatories who are authorised by the Board or a delegated constituent for that purpose, and under such conditions as the Board or delegated constituent may determine.
- 39.4 All assets and liabilities of the Association shall be available to the Board for the attainment of the Objects of the Association but subject to the following conditions:
- 39.4.1 The Board shall cause true accounting and related records to be kept of all monies received and expended by the Association and shall cause financial statements of all income and expenditure of all assets, liabilities, accumulated funds, property and other credits of the Association to be prepared annually and at such other times as the Board may require.
- 39.4.2 The annual accounts and balance sheet shall be signed on behalf of the Board by the President and Vice-President, or in the absence of either, by any of the other Directors. A report by the Board with respect to the state of the Association's affairs and such other documents as shall be required by the Constitution shall be attached to the statements of account.
- 39.5 The financial year of the Association and its constituents shall correspond to the calendar year and all annual statements of account shall be prepared on an accrual basis as at 31 December each year.
- 40 Delegations (General)**
- 40.1 **Power to Delegate**
The Board may delegate any of its powers and responsibilities to any constituent, committee, panel or unit, or to the EO, as it considers appropriate.
- 40.2 **Delegations Manual**
The Board shall maintain a Delegations Manual which shall record details of the delegations in effect from time to time. The Board shall review, revise and renew delegations annually.
- 41 Delegations (Specific)**
- 41.1 **Committees**
- 41.1.1 The Board may in exercising its powers appoint such standing and occasional committees as it may consider necessary in order to undertake particular aspects of the functions, duties and administration of the Association or to provide advice to the Board on any matter.
- 41.1.2 A committee must exercise the powers delegated to it in accordance with any directions of the Board. The effect of the committee exercising a power within its delegated authority is the same as if the Board exercised it.
- 41.1.3 The Board is empowered to direct to the use of any committee such funds of the Association as may in the opinion of the Board be necessary for a committee to discharge its duties and responsibilities.
- 41.2 **Executive Officer**
- 41.2.1 There shall be an Executive Officer (EO) appointed by the Board upon such terms and conditions and upon such remuneration as the Board shall determine.
- 41.2.2 The EO shall exercise, subject to the directions of the Board, all authority and control over all employees, contractors, consultants retained by the Association, in the same manner as if the EO were their employer.
- 41.2.3 The EO shall report to and be responsible only to the Board.
- 41.2.4 The EO under the direction of the Board shall manage the business of the Association in accordance with the Constitution and Regulations and policies and procedures made thereunder.
- 41.2.5 Subject to the provision of Clause 62, other duties of the EO shall include the following:
- (a) acting as Company Secretary of the Association;
 - (b) the provision of administrative services to the Board, committees and groups;
 - (c) the giving of notice of the time and place of all meetings of the Association;
 - (d) the keeping and maintaining of minutes of all meetings of the Association, the Board, and groups or committees in separate records;
 - (e) the conduct of all Board, including the election of President and Vice-President, as Returning Officer;

- (f) the development of human resource policies and the performance appraisal of senior officers;
 - (g) the monitoring of the systems and performance of each constituent of the Association and reporting finds to the Board; and,
 - (h) the notification to all Directors, Representatives, and the Chairmen and members of any Board committees or groups as to the extent of their duties and responsibilities under the Constitution and Regulations.
- 41.2.6 With the approval of the Board, the EO may delegate some of the duties of the EO's position to other officers of the Association.

DIVISION 4 SPECIAL GROUPS

- 42 There shall be Groups of the Association comprising those members of the Association based upon the subject matter of the Group's area of interest as represented in at least five of the States and Territories of the Commonwealth of Australia. National Groups will be created in areas of professional interest only with the approval of the Board.
- 43 Each Special Group shall be managed by a National Management Committee which shall be accountable for the management of allocated resources at the direction of the Board in accordance with the Constitution.
- 44 The operation of National Groups and National Group Management Committees shall be prescribed in Regulations.

PART 5 – MEETINGS OF THE ASSOCIATION

MEMBERSHIP

DIVISION 1 ANNUAL GENERAL MEETING

- 45 **Requirement to Hold**
- 45.1 Unless special dispensation is obtained under the Law, the Association must hold an AGM at least once in each calendar year within five (5) months after the end of the Association's financial year, upon a date and at a place the Board shall determine.
- 46 **Business**
- 46.1 Subject to the provisions of the Corporations Act 2001 the business of the AGM shall include:
- (a) the presentation for perusal of members copies of all Reports submitted to the Board since the date of the previous AGM, including but not limited to reports from the:
 - i. National President on behalf of the Board
 - ii. Executive Officer
 - iii. National Standing Committees
 - iv. Special Groups
 - (b) the results of elections conducted for Directors' and Representatives' positions since the last AGM; and
 - (c) such other business as the Board may determine, or upon which not less than 5 percent of members of the Association shall have previously given the Board written notice of resolution at least six (6) weeks prior to the date of the meeting.
- 47 **Members' Rights of Inquiry**
- 47.1 The Chairman of an AGM shall allow a reasonable opportunity for the members present at the meeting to ask questions or make comments on the management of the Association.
- 48 **Quorum**
- 48.1 The quorum for the AGM shall be not less than 5 percent of all financial members at the time that the AGM is called or held using any technology that gives the members as a whole a reasonable opportunity to participate in the meeting.

- 48.2 Each member entitled to vote shall have one (1) vote only and shall be entitled to exercise such vote by:
- (a) attendance in person at the meeting; or
 - (b) registration of a proxy vote in the case of resolutions proposed and a postal vote in the case of elections held in accordance with the provisions of the Constitution and the Regulations.
- 48.3 If a quorum is not present within 30 minutes after the time appointed for an AGM, the meeting may receive the Annual Report and the financial statements of account and the report of the results of elections, but no other business may be considered.
- 49 **Adjourned Meetings**
- 49.1 An AGM at which a quorum is not present shall stand adjourned to a date not before the expiry of 28 days from the adjourned meeting and not later than 15 months from the last AGM held.
- 49.2 Not less than 21 days' notice shall be given to each member of the date, time and place fixed by the Board for the adjourned meeting.

DIVISION 2 GENERAL MEETINGS CALLED BY THE BOARD OR UPON A REQUEST BY MEMBERS

- 50 **Calling of General Meeting**
- 50.1 General meetings of the membership may be called either by resolution of the Board or at the request of at least 5 percent of members who are entitled to vote at the general meeting.
- 50.2 The request by members shall be:
- (a) in writing; and
 - (b) signed by the members making the request in such manner as to identify each of the members concerned; and
 - (c) in the form of a resolution or resolutions to be proposed at the meeting; and
 - (d) lodged with the Executive Officer.
- 50.3 More than one copy of the request may be used for signing by members provided that the wording of the motions is identical in each copy.
- 50.4 A general meeting shall be called within 21 days after the request is lodged and shall be held at such time and place as the Board shall determine but no later than two months after receipt of a written request which complies with requirements contained in Clauses 50.1 and 50.2. If the Board fails to schedule a meeting before the two-month period has expired, the members who requested the meeting may call and arrange to hold a general meeting in accordance with the Law.
- 50.5 Only the business specified in the Notice convening a general meeting shall be dealt with by the members present at that meeting.
- 50.6 The Board may resolve or any member may request that a statement be provided by the requisitioners in support of the resolution or resolutions to be proposed, or any other matter which may properly be considered, at the general meeting. A statement in rebuttal may also be provided at the discretion of the Board. All statements shall be sent to all members entitled to vote at the general meeting at least 21 days before the date of the meeting.
- 51 **Quorum**
- 51.1 The quorum for a general meeting shall be the same number as is required to request the meeting, either personally present or held using any technology that gives the members entitled to vote a reasonable opportunity to participate at the meeting.
- 51.2 If a quorum is not present within 30 minutes after the time appointed for a general meeting, the meeting shall be dissolved.

DIVISION 3 GENERAL MEETINGS CALLED BY MEMBERS

- 52 Members with at least 5 percent of the votes that may be cast at a general meeting of the Association may call, and arrange to hold, a general meeting. The members calling the meeting must pay the expenses of calling and holding the meeting.
- 53 The meeting must be called in the same way – so far as is possible – in which general meetings of the Association may be called.
- 54 The percentage of votes that members have is to be determined at the midnight before the meeting is called.

DIVISION 4 ALL MEETINGS

55 **Purpose, Time and Place**

- 55.1 Any meeting of the Association must be held for a proper purpose, at a reasonable time and place.
- 55.2 The Association may hold a meeting of its members at two or more venues using any technology which gives the members as a whole a reasonable opportunity to participate.

56 **Notice**

- 56.1 Notices in writing in respect of every meeting of the membership shall be given by one or more of the following means:
 - (a) personally;
 - (b) pre-paid post;
 - (c) publication in the official newsletter or magazine of the Association or as an insert therein;
 - (d) facsimile number; or,
 - (e) electronic address.
- 56.2 Notices by post shall be sent to the address entered in the Register, or to the alternative address nominated by the member, of each member who is entitled to vote. All notices must specify the date, time, place and nature of the meeting's business, any intention to propose a special resolution, and the right to appoint a proxy.
- 56.3 Notice of intention to hold a meeting shall be given not less than two months prior to the date of the intended meeting. In the case of a general meeting only, the Board may resolve that the time be abridged by reason of the urgent nature of the business, but in any event not so as to abridge such period of notice to less than 21 days.
- 56.4 The motions to be considered at any meeting and any associated statements shall be sent to members together with the instrument for appointment of a proxy not less than 21 days prior to the date of the meeting.
- 56.5 The failure to receive or the accidental omission to send a notice of meeting or the motions to be considered thereat, shall not invalidate the meeting or any resolutions thereof, unless it is proved to have affected more than 25 percent of the members who are entitled to receive notice.

57 **Chairing**

- 57.1 All meetings of the membership shall be chaired by the President who is empowered to regulate the proceedings and procedure including, with the consent of the meeting, adjournment of business.
- 57.2 In the absence of the President at a meeting, the Vice-President shall have the power to conduct and chair meetings of the membership and in the absence of the Vice-President, the members present and entitled to vote shall have the power to select one of their number as Chairman.

58 **Voting**

- 58.1 All members (except Corporate Member) including members of the Board shall be entitled to vote at meetings of the Association.
- 58.2 Each member entitled to vote shall have one vote only and shall be entitled to exercise such vote by:
 - (a) attendance in person at the meeting; or,

- (b) registration of a proxy vote in the case of resolutions proposed, and a postal vote in the case of elections held in accordance with the provisions of the Constitution and the Regulations.
- 58.3 All resolutions save for special resolutions shall be taken upon a simple majority of votes by show of hand, except when a poll is required.
- 58.4 On a show of hands, a declaration by the Chairman is considered conclusive evidence of the result provided that the declaration reflects the show of hands. Neither the Chairman nor the minutes need to state the number of votes recorded in favour or against.
- 58.5 In the event of an equality of votes on any resolution the Chairman shall not have a casting vote but instead the resolution shall be deemed lost so as to preserve the status quo existing immediately prior to the putting of such resolution.
- 59 **Poll**
 - 59.1 The Chairman or any members present at a meeting may require a poll to be taken in respect of any resolution. A demand for a poll may be withdrawn.
 - 59.2 A poll may be demanded:
 - (a) before a vote is taken; or
 - (b) before the voting result on a show of hands is declared; or
 - (c) immediately after the voting result on a show of hands is declared.
 - 59.3 The manner in which a poll is conducted and votes are recorded and counted shall be as set out in the Law and any Regulations made by the Board.
- 60 **Postal Ballot**

The elections of President, Vice-President and other Directors of the Board shall ordinarily be conducted by method set down in the Regulations.
- 61 **Proxy**
 - 61.1 At all meetings, other than meetings of the Board, or elections by postal vote, it shall be competent for any member entitled to vote to appoint another member of the Association likewise entitled to vote as a proxy.
 - 61.2 In order to be valid, any instrument in writing appointing a proxy shall be in the prescribed form set out in the Regulations and shall have been received at the office or fax number of the Association at least 72 hours prior to the time of the holding of the meeting.
 - 61.3 The form appointing a proxy shall name the appointee member and shall be signed by the member granting the proxy.
 - 61.4 No proxy shall be exercised by an appointee unless a poll has been demanded on a resolution.
 - 61.5 An appointment may specify the way the proxy is to vote on a particular resolution. The proxy must vote that way but this does not affect the way they cast votes they hold as a member.

PART 6 – GENERAL

DIVISION 1 COMPANY SECRETARY

- 62 The Company Secretary shall be the EO unless the Board resolves to the contrary in which case the Board shall appoint a member or officer of the Association who is resident within any State or Territory of the Commonwealth of Australia to be the Company Secretary.
- 63 The role of the Company Secretary shall be to ensure the Association's compliance with the Law and to perform any statutory or regulatory duties thereunder.

DIVISION 2 SEAL

- 64 The Association will execute documents without the use of a common seal.

- 65 Instruments or documents which the Association is capable in law of entering into shall be legally binding if signed by any of the Directors or the Company Secretary provided that they are acting in accordance with a resolution of the Board or under delegated authority from the Board.

DIVISION 3 NOTICES AND TIME

- 66 Any notice required by the Constitution or the Regulations to be communicated to members shall be transmitted in writing by postal, telegraphic, electronic or other means of dispatch to the last known address of the member as entered in the Register.
- 67 The onus of proof of the date of dispatch of any notice issued under the Constitution or Regulations shall be on the sender.
- 68 A notice of meeting sent by post is taken to be given three days after it is posted. A notice of meeting sent by fax, or other electronic means is taken to be given on the business day after it is sent.
- 69 Where a notice has been served on a member causing a particular number of days to commence to run after the presumed date of receipt of the notice under Clause 68, the calculation of the end of the period for the required action or response shall be exclusive of the date of service but inclusive of the last day of the period.
- 70 Where the last day falls on a weekend or a public holiday, the time shall be extended in respect of that period to the next ordinary working day thereafter.

DIVISION 4 DISPUTE RESOLUTION

- 71 Where appropriate, disputes or disagreements involving members and/or constituents of the Association shall be dealt with under the Association's internal complaints handling procedures as set out in the Regulations.
- 72 A dispute or disagreement which cannot be settled by internal processes may be referred by resolution of the membership or the Board to mediation and/or arbitration in accordance with accepted principles and procedures available under relevant legislation.

DIVISION 5 CONFIDENTIALITY AND PRIVILEGE

- 73 The Board shall determine which information and documents of whatever nature relating to any of the affairs of the Association are to remain privileged and confidential subject to the applicable privacy laws.
- 74 Every Director, office-bearer, member, officer and employee of the Association shall be bound by the Board's directions as to privilege and confidentiality of various information and documents.

DIVISION 6 INDEMNITY AND INSURANCE

- 75 Every Director, office-bearer, officer and employee of the Association, having acted within the scope of their delegated authority in the execution of their duties, shall be indemnified out of the assets of the Association against any liability arising by way of claim for any wrongful act or omission and the costs of defending civil or criminal proceedings related thereto in which judgment is given in their favour.
- 76 The Board shall enter into an insurance policy with an accredited insurer which shall reimburse the Association against the costs of any liability incurred in legal proceedings against any Director, office-bearer, officer or employee.

DIVISION 7 WINDING UP OR DISSOLUTION

- 77 If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the Objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as

great as is imposed on the Association under or by virtue of S150 of the Law. Such institution or institutions are to be determined by the members of the Association at or before the time of dissolution and, in default, of any such determination, by the Supreme Court of the State or Territory in which the Office is registered.

- 78 Every member of the Association undertakes to contribute an amount not exceeding 50 cents to the assets of the Association in the event of its being wound up, while remaining as a member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before ceasing to be a member, and the costs charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

DIVISION 8 AMENDMENT AND REVIEW

- 79 The Association may either at an AGM or a general meeting decide by special resolution upon a poll only to modify or repeal its Constitution.
- 80 A review of the Constitution shall be conducted under the direction of the Board at least once every five (5) years. A report and recommendations arising from the review shall be submitted to the next AGM for consideration.