



## CONSTITUTION OF THE ARTHRITIS FOUNDATION OF THE ACT INCORPORATED

### PART I - PRELIMINARY

#### 1. The Name

The name of the association is “the Arthritis Foundation of the ACT Incorporated” (hereinafter called “the association”).

#### 2. Non Profit

The assets and income of the association shall be applied exclusively to the promotion of its object and no portion shall be paid or distributed directly or indirectly to the members of the association except as bona fide remuneration for services rendered or expenses incurred on behalf of the association.

#### 3. Objects

Raise awareness of, and facilitate services related to, musculoskeletal disorders by:

- Providing information and education to members, the general public, medical and health professionals;
- Developing, delivering and facilitating programs and support services;
- Advocating on behalf of affected people in the ACT;
- Contributing to research;
- Raising funds to support the conduct of these activities
- any other activity which the Board from time to time deems appropriate.

#### 4. Definitions

In this constitution, unless a contrary intention appears:

**auditor** means the association’s auditor;

**board** means the board constituted under clause 16;

**board member** means a person elected to or appointed to hold office as a member of the board;

**books** means the formal records of the association;

**Chief Executive** means any person engaged by the board under clause 27 to perform the office of “Chief Executive”;

**common seal** means the association’s common seal;

**Constitution** means the constitution of the association as amended from time to time;

**financial year** means the year ending on the next 30 June following the incorporation of the Association and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each calendar year ;

**member** means a member, however described, of the association;

**Officer** means:

- (a) A board member or secretary of the association; or
- (b) A person:
  - (i) who makes or participates in making decisions that affect the whole, or a substantial part, of the business of the association;
  - (ii) who has the capacity to affect significantly the association’s financial standing; or
  - (iii) in accordance with whose instructions or wishes the directors of the board are accustomed to act (excluding advice given by a person in the proper performance of functions attached to the person’s professional capacity or as part of their business relationship with the board)

and includes a person who formerly held any of the above positions;

**President** means any person appointed president under this Constitution;

**register of members** means a list of current members.

**secretary** means the person appointed to perform all or any of the duties as secretary of the association or, where no such person holds that office, the public officer of the association;

**special resolution** means a resolution proposed under that name in accordance with the Act and which is passed by at least a three-quarters majority at a general meeting;

**the Act** means the *Associations Incorporation Act 1991* (ACT);

**the Regulations** means the *Associations Incorporation Regulation 1991* (ACT).

**Treasurer** means any person appointed Treasurer under this Constitution;

**Vice President** means any person appointed Vice President under this Constitution;

## **5. Interpretation**

- (1) In this constitution:
  - (a) a reference to a function includes a reference to a power, authority and duty; and
  - (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to exercise of the power, authority or the performance of the duty.
- (2) The provisions of the *Legislation Act 2001* (ACT) apply to and in respect of this constitution in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## **PART II - MEMBERSHIP**

### **6. Membership qualifications**

A person is qualified to be a member if:

- (a) the person is a person referred to in section 21(2) (a) or (b) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act; or
- (b) the person has completed a membership application, and has paid the appropriate membership fee.

### **7. Categories of Membership**

- (1) There shall be the following categories of membership:
  - (a) honorary members appointed by resolution of the board;
  - (b) honorary life members appointed by resolution of the board;
  - (c) ordinary life members (restricted to existing ordinary life members);
  - (d) ordinary members.
- (2) The rights of honorary members shall include:
  - (a) to remain a member of the association without payment of dues for a period of two years from the date of election as an honorary member;
  - (b) to be entitled for re-election as an honorary member by resolution of the board;
- (3) The rights of honorary life members shall include:
  - (a) to remain a life member of the association for life without payment of dues;
  - (b) to be entitled to receive notices of meetings and attend meetings but not entitled to vote thereat.
- (4) The rights of the ordinary life member shall include:
  - (a) to remain a life member of the association for life without payment of dues;
  - (b) to be entitled to receive notices of meetings and attend meetings but not entitled to vote thereat.

### **8. Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

## **9. Cessation of membership**

A person ceases to be a member of the association if the person:

- (a) dies or, in the case of a body corporate, is wound up;
- (b) resigns from membership of the association;
- (c) is expelled from the association, or
- (d) fails to renew membership of the association.

## **10. Resignation of membership**

- (1) A member is not entitled to resign from membership of the association except in accordance with this clause.
- (2) A member who has paid all amounts payable by the member to the association may resign from membership of the association by first giving notice (being not less than one month or, if the board has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) If a person ceases to be a member, the secretary shall ensure that an appropriate entry is made in register, recording the date on which the member ceased to be a member.

## **11. Fees, subscriptions etc**

- (1) The entrance fee to the association is such amount as is determined by resolution of the board.
- (2) The annual membership fees of the association are such amounts as are determined by resolution of the board.
- (3) The annual membership fees are payable:
  - (a) except as provided by sub paragraph (b), before 1 July in each calendar year; or
  - (b) where a person first becomes a member, at the time of application for membership.

## **12. 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 clause 11.

## **13. Disciplining of members**

- (1) Where the board is of the opinion that a member:
  - (a) has persistently refused or neglected to comply with a provision of these clauses:  
or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.The board may, by resolution:
  - (c) expel the member from the association; or

- (d) suspend the member from such rights and privileges of membership of the association as the board may determine for a specified period; or
  - (e) take any other disciplinary action as the board deems appropriate.
- (2) A resolution of the board under subclause (1) is of no effect unless the board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subclause (3), confirms the resolution in accordance with this clause.
- (3) Where the board passes a resolution under subclause (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
- (a) setting out the resolution of the board and the grounds on which it is based;
  - (b) stating that the member may address the board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:
    - (i) attend and speak at that meeting;
    - (ii) submit to the board at or prior to the date of that meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the board mentioned in subclause (2), the board shall:
- (a) give to the member mentioned in subclause (1) an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the board by that member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution of the board made under subclause (1).
- (5) Where the board confirms a resolution under subclause (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under clause 14.
- (6) A resolution confirmed by the board under subclause (4) does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution in accordance with subclause 10 (4).

#### **14. Right of appeal of disciplined member**

- (1) A member may appeal to the association in a general meeting against a resolution of the board which is confirmed under clause 13(4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) Upon receipt of a notice under subclause (1), the secretary shall notify the board which shall convene a general meeting of the association to be held within 21 days after the date on which the secretary received the notice or as soon as possible after that date.
- (3) Subject to section 50 of the Act, at a general meeting of the association convened under subclause (2):
- (a) no business other than the question of the appeal shall be transacted;

- (b) the board and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution made under clause 13 (4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under clause 13 (4), that resolution is confirmed.

### **PART III - MANAGEMENT OF THE ASSOCIATION**

#### **15. Powers of the board**

The board, subject to the Act, the Regulations, this constitution, and to any resolutions passed by the association in general meeting:

- (a) controls and manages the affairs of the association
- (b) may exercise all functions as may be exercised by the association other than those functions that are required by these clauses to be exercised by the association in general meeting: and
- (c) has power to perform all such acts and do all such things as appear to the board to be necessary or desirable for the proper management of the affairs of the association.

#### **16. Constitution and membership of the board**

- (1) The board shall consist of:
- (a) the office bearers of the association; and
  - (b) not more than six other members of the association each of whom must be elected under clause 17 or appointed in accordance with subclause 5.
- (2) The office bearers of the association are:
- (a) the president;
  - (b) the vice president;
  - (c) the treasurer; and
  - (d) the secretary.
- (3) The board may co-opt to the board a member or members in order to provide for:
- (a) a reasonable degree of diversity in appropriate skills;
  - (b) appropriate representation of persons with arthritis or other musculoskeletal conditions; and
- (4) Each member of the Board shall, subject to clauses 20(2) and 24, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election subject to clause 18.
- (5) In the event of a vacancy in the membership of the board, the board may appoint a member of the association to fill in the vacancy and the member so appointed shall hold office, subject to these clauses, until the conclusion of the annual general meeting next following the date of the appointment.

## **17. Election of board members**

- (1) Nominations of candidates for election as office bearers of the association or as ordinary members of the board shall be made in writing by the nominee and provided to the secretary of the association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (2) Each board member will then be elected by a simple majority vote at the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (4) If insufficient further nominations are received, any vacant positions remaining on the board shall be deemed to be vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (7) The ballot for the election of members of the board shall be conducted at the annual general meeting, or as soon as practicable thereafter and in any event within 30 days, in such manner as the board may direct.
- (8) A person is not eligible simultaneously to hold more than one position on the board unless the board resolves that exceptional circumstances justify such appointment.

## **18. -Retirement and Removal of Board Members**

- (1) From the date of commencement of the Constitution, -, each member of the board will hold their position for a two year term, up to a maximum of four consecutive terms in the same role.
- (2) After the expiration of the four terms, the member must wait one year before they can reapply for the position.
- (3) Board Members, elected prior to the approval of this Constitution, shall continue in their positions until the first Annual General Meeting following the adoption of this Constitution.
- (4) At that first General Meeting, the positions of the Executive Committee shall be filled, vacated or otherwise dealt with in accordance with this Constitution.

## **19. Appointment of office bearers**

- (1) At the first meeting of the board after each annual general, the board shall appoint directors to be the office bearers of the association.
- (2) If the position of any office bearer becomes vacant, the board shall appoint a new office bearer at the first meeting of the board after a vacancy in that office occurs.

- (3) The board may at any time revoke the appointment of any office holder.

## **20. Board member obligations**

### **(1) Confidential Information**

- (a) A member of the board shall keep confidential all information given to or gained by the member of the board before, during, or after that person's term as a member of the board, that relates to:
- (i) the association; or
  - (ii) consumers, members, or suppliers of the association; or
  - (iii) any funding, sponsorship or donation arrangements in respect of the association.
- (b) A member of the board shall not disclose to any person any information referred to in subclause (1)(a) except:
- (i) as required by law; or
  - (ii) with the prior consent of the board; or
  - (iii) to the association's agents, employees or advisers in the proper performance of the duties and responsibilities of the member of the board under this Constitution and as may be determined by the board; or
  - (iv) if that information is lawfully in the public domain.
- (c) A member of the board shall not use any information referred to in subclause (1)(a) except for the benefit of the association.
- (d) Nothing in this clause shall limit any other duty of confidentiality of a member of the board at law or in equity.

### **(2) Conflict of Interest**

If a member of the board holds any office or possesses any property such that they might have duties or interests that directly or indirectly conflict with their duties or interests as a member of the board, that person must declare at a meeting of the board the fact, nature, character and extent of the conflict.

The board may, by a simple majority vote, elect to stand the member down whilst they remain conflicted.

## **21. Secretary**

- (1) The secretary of the association shall, as soon as practicable after being appointed as secretary, notify the association of their address.
- (2) The secretary shall ensure that minutes of:
- (a) all elections and appointments of members of the board;
  - (b) the names of members of the board present at a board meeting or a general meeting; and
  - (c) all proceedings at board meetings and general meetings;
- are appropriately kept.



- (3) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

## **22. Treasurer**

The treasurer of the association shall be responsible for ensuring the integrity of the organisation's financial reporting and be responsible for ensuring the association complies with all its financial requirements.

As part of fulfilling their role the Treasurer shall:

- (a) review business results;
- (b) approve budgets and monitor budgetary control and corrective action, in consultation with the board;
- (c) approve and monitor the process of expenditure, investments and divestitures, in consultation with the board;
- (d) effectively monitor the organisation's financial reporting.

## **23. Vacancies**

For the purposes of these clauses, a vacancy in the office of a member of the board occurs if the member:

- (a) dies; or
- (b) resigns the office; or
- (c) is removed from office pursuant to clause 23; or
- (d) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (e) suffers from mental or physical incapacity; or
- (f) is disqualified from office under section 63 (1) of the Act; or
- (g) is disqualified from office under section 63A of the Act; or
- (h) is absent without the consent of the board from three consecutive meetings of the board

## **24. Removal of board members**

The association in general meeting may by resolution, subject to section 50 of the Act, remove any member of the board from the office of member of the board before the expiration of the member's term of office.

## **25. Board meetings and quorum**

- (1) The board shall meet at least eight times in each calendar year at such place and time as the board may determine.
- (2) Additional meetings of the board may be convened by any member of the board.
- (3) Oral or written notice of a meeting of the board shall be given by the secretary to each member of the board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at

the meeting, except business which the board members present at the meeting unanimously agree to treat as urgent business.

- (5) The Board shall not proceed to business unless a quorum, consisting of at least fifty percent of Board members plus one additional Board member are present in person or by proxy.
- (6) No business shall be transacted by the board unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (8) At meetings of the board:
  - (a) the president, or in the absence of the president, the vice president shall preside; or
  - (b) if the president and the vice president are absent, one of the remaining members of the board may be chosen by the members present to preside.

## **26. Delegation by board to committee**

- (1) The board may, by instrument in writing, delegate to one or more committees (consisting of such member or members of the association as the board thinks fit) the exercise of such functions of the board as are specified in the instrument, other than:
  - (a) this power of delegation; and
  - (b) a function which is a function imposed on the board by the Act, by any other law of the Territory, or by resolution of the association in general meeting.
- (2) A function, the exercise of which has been delegated to a committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this clause, the board may continue to exercise any function delegated.
- (5) Any act, or thing done or suffered by a committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the board.
- (6) The board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A committee may meet and adjourn as it thinks proper.

## **27. Voting and decisions**

- (1) Questions arising at a meeting of the board or of any committee appointed by the board shall be determined by a majority of the votes of members of the board or committee present at the meeting.
- (2) Each member present at a meeting of the board or of any committee appointed by the board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 24 (5), the board may act notwithstanding any vacancy on the board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the board or by a committee appointed by the board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the board or committee.
- (5) Each member present at the meeting of the board is entitled to one vote.
- (6) A member not present at the board meeting is entitled to one vote, which may be submitted by proxy.
- (7) A member's proxy vote may be submitted by:
  - (a) completing a proxy voting form and having another member deliver it to the board at the board meeting; or
  - (b) sending an email, which contains all the information included in the proxy voting form, to the secretary at least 48 hours before the board meeting.

## **28. Chief Executive**

- (1) Appointment:
  - (a) The board may at any time appoint a person to the position of Chief Executive Officer;
  - (b) The board may at any time revoke the engagement of the Chief Executive Officer subject to the provisions of any applicable engagement agreement;
- (2) Remuneration:
  - (a) The board may at any time decide the remuneration of the Chief Executive Officer subject to the provisions of any applicable engagement agreement;
- (3) Powers:
  - (a) The board may confer upon the Chief Executive Officer any powers exercisable by the board, subject to any provisions or restrictions decided by the board;
  - (b) Any delegated powers may be concurrent with, or exclude, the powers of the board;
  - (c) The board may at any time revoke or vary any delegated powers conferred upon the Chief Executive Officer.

## **PART IV - GENERAL MEETINGS**

### **29. Annual general meetings - holding of**

- (1) With the exception of the first annual general meeting of the association, the association shall, at least once in each calendar year and within the period of five months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association shall hold its first annual general meeting:
  - (a) within the period of 18 months after its incorporation under the Act; and
  - (b) within the period of five months after the expiration of the financial year of the association.
- (3) Subclauses (1) and (2) have effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.

### **30. Annual general meetings - calling of and business at**

- (1) The annual general meeting of the association shall, subject to the Act and the Constitution, be convened on such date and at such place and time as the board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the board reports on the activities of the association during the last preceding financial year;
  - (c) to elect members of the board; and
  - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73 (1) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it in accordance with clause 31.
- (4) An annual general meeting shall be conducted in accordance with the provisions of this Part.

### **31. General meetings - calling of**

- (1) The board may, whenever it thinks fit, convene a general meeting of the association.
- (2) The board shall, on the requisition in writing of not less than 5% of the total number of members, convene a general meeting of the association.
- (3) A requisition of members for a general meeting:
  - (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisition;
  - (c) shall be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.

- (4) If the board fails to convene a general meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a general meeting to be held not later than three months after that date.
- (5) A general meeting convened by a member or members referred to in subclause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the board and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

### **32. Notice**

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by either pre-paid post, to each member at the member's address appearing in the register of members, or via email, to the address identified in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in subclause (1) specifying, in addition to the matter required under that subclause, the intention to propose the resolution as a special resolution.
- (3) No business, other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to clause 29 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### **33. General meetings - procedure and quorum**

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled to vote is present during the time the meeting is considering that item.
- (2) Five members present in person or by proxy constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

### **34. Presiding member**

- (1) The president, or in the absence of the president, the vice president shall preside at each general meeting of the association.
- (2) If the president and the vice president are absent from a general meeting, the members present shall elect one of their number to preside at the meeting.

### **35. Adjournment**

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written, electronic or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **36. Making of decisions**

- (1) A question that arises at a general meeting of the association shall be determined on a show of hands, unless a poll is demanded, with regard also to be paid to the proxy votes submitted.
- (2) Any question carried shall be evidence by the record in the minute book, but shall not be proof of the number of votes recorded.
- (3) At a general meeting of the association, a poll may be demanded by the person presiding or by not less than three members present at the meeting.
- (4) Where the poll is demanded at a general meeting, the poll shall be taken:
  - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on that matter shall be deemed to be the resolution of the meeting on that matter.

### **37. Voting**

- (1) Subject to subclause (3), upon any question arising at a general meeting of the association a member has one vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than five proxies.
- (3) Proxy votes at a general meeting may be cast via email in the same way as provided for in clause 26.

- (4) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- (5) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.

### **38. Appointment of proxies**

Each member is entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.

## **PART V - MISCELLANEOUS**

### **39. Funds – source**

- (1) The funds of the association shall be derived from entrance fees and subscriptions of members, donations, government grants, sponsorship, outsourcing of services and, subject to any resolution passed by the association in general meeting and subject to section 114 of the Act, such other sources as the board determines.
- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.

### **40. Funds – management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the board or employees of the association, being members of the board or employees authorised to do so by the board.

### **41. Alteration of objects and clauses**

Neither the objects of the association referred to in section 29 of the Act, nor this Constitution, shall be altered except in accordance with the Act.

### **42. Common seal**

- (1) The common seal of the association shall be kept in the custody of the secretary or as directed by the secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the board and the affixing of the common seal shall be attested by the signatures either of two members of the board or of one member of the board and of the secretary.

#### **43. Custody of books**

Subject to the Act, the Regulations and these rules, the secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the association.

#### **44. Inspection of books**

The records, books and other documents of the association shall be open to inspection at a place in the Territory, free of charge, by a member of the association at any reasonable hour.

Inspection of the records, books and other documentation shall be subject to confidentially considerations and privacy laws as in force.

#### **45. Service of notices**

- (1) For the purpose of these clauses, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members or by email to a member's email address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these clauses to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

#### **46. Gift fund**

If the Gift Fund is wound up or if the endorsement of the organisation as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

#### **47. Dissolution**

In the event of the association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objects and which is approved by the Commissioner of Taxation as a public benevolent institution for the purposes of any Commonwealth Taxation Act.

#### **48. Indemnity of Officers**

- (1) The association shall indemnify each Officer out of the assets of the association to the Relevant Extent against any Liability incurred by the Officer in or arising out of the conduct of the business of the association or arising out of the discharge of the Duties of the Officer, except where the liability:
  - (a) is owed to the association; or
  - (b) arises out of conduct involving a lack of good faith;



- (2) The association may, to the Relevant Extent:
- (a) purchase and maintain insurance; or
  - (b) pay or agree to pay a premium for insurance,
- for any person to whom this clause 47 applies against any liability incurred by the person as an Officer.
- (3) The benefit of each indemnity given in this clause 47 continues, even after its terms or the terms of this clause are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.