

# **Constitution**

## **of Registered Accommodation Association Victoria Ltd**

ACN – 133 049 500

ABN – 91 133 049 500

A company limited by guarantee

October 2022

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## Rules

### 1 Preliminary

#### Name of the company

The name of the **company** is Registered Accommodation Association of Victoria Ltd (the **company**).

#### Type of company

The **company** is a not-for-profit public **company** limited by guarantee.

#### Limited liability of members

The liability of members is limited to the amount of the guarantee.

#### The guarantee

If required, each member must contribute an amount not more than \$10.00 (the guarantee) to the property of the **company** if the **company** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for:

- a) any debts and liabilities of the **company** incurred before the member stopped being a member, or
- b) costs of winding up.

#### Definitions

In this constitution, words and phrases have the meaning set out in clause 39.

### 2 The purposes of the Company are:

The **company's** object is to be a not-for-profit industry peak body company for rooming house owners and/or operators who are providing socially responsible and affordable accommodation. The purpose of the Registered Accommodation Association of Victoria is to develop and distribute best practice approaches together with current education materials and relevant information to the rooming house industry.

RAAV brings together this network of owners and operators of registered accommodation and other key stakeholders, in a spirit of co-operation, to articulate the views of the industry and create a stronger, more cohesive and respected private rooming house sector. RAAV will continue to advocate for the need of health and safety requirements to be observed in the rooming house sector and works to ensure the rooming house sector receives the necessary support to continue to provide a critically needed accommodation service.

### 3 The Company's powers

Subject to clause 4, the **company** has the following powers, which may only be used to carry out its purpose(s) set out in clause 2:

- a) the powers of an individual, and
- b) all the powers of a **company** limited by guarantee under the **Corporations Act**.

The **company** has power to do anything incidental or conducive to achieve its purposes.

The **company** may only exercise its powers, and use its income and assets (including any surplus), for its purposes.

#### 4 Use of the Company's income and assets

As a Not-for-profit company, the **company** must not distribute any surplus, income or assets directly or indirectly to its members. This rule does not prevent the **company** from:

- paying its members reimbursement for expenses properly incurred by them or for goods supplied and services provided by them, if this is done in good faith on terms no more favourable than if the member were not a member, or
- distributing any surplus income or assets in accordance with clauses 36 and 37.

#### 5 Financial year

The financial year of the **company** starts on 1 July of each year and runs for a period of 12 months (**Financial Year**).

#### 6 Members

The **company** must have at least five members.

The members of the **company** are:

- a) **initial members**, and
- b) any other **person** that the Committee allow to be a member, in accordance with this constitution.

A **person** who supports the purposes of the **company** is eligible to apply to be a member of the **company** under clause 7.

In this clause, "**person**" means an individual or entity (see clause 39 definitions)

Subject to clause 3, the Directors may create classes of members and determine the rights and privileges attaching to those classes including, but not limited, to the voting rights of the members in each class.

#### 7 Membership applications

A **person** may apply to join the **company** as a member by writing to the **Secretary** and paying the first year's annual subscription fee.

In these rules, writing includes email and other correspondence in electronic form.

Applications for membership of the **company** must be in the form approved by the Committee (if any).

The Committee can approve or reject a membership application. If the Committee rejects a membership application, it is not required to give reasons for that decision, but it must return the annual subscription fee paid by the applicant (if there is an annual subscription fee) and write to the **person** to tell them their membership application has been rejected. The Committee must consider applications for membership of the **company** and notify the applicant of its decision as soon as practicable.

A **person** becomes a member when the Treasurer adds the person's name and address to the members' register.

The **company** must inform the **person** when their membership has started, and whether they have to pay any annual subscription fee (which will be calculated in proportion to the remaining Financial Year at the time they become a member). That fee (if any) must be paid within the time specified by the Committee.

## 8 Membership Fees

The Committee can set or change joining fees and annual subscription fees for members.

Members must pay the annual subscription fee (if any) within the time specified by the Committee. If a member does not pay in time, their membership is suspended until the annual subscription fee is paid. When membership is suspended, a member cannot exercise their members' rights such as voting at the Annual **General Meeting**.

## 9 Members' rights, obligations and liabilities

Members have rights, obligations and liabilities as set out in the **Corporations Act** and in these rules.

A member of the **company** who is entitled to vote has the right to:

- receive notice of **general meetings** and of proposed **special resolutions** in the manner and time prescribed by these rules,
- submit items of business for consideration at a **general meeting**,
- attend and be heard at **general meetings**,
- vote at **general meetings**,
- have access to the minutes of **general meetings** and other documents of the **company** in accordance with these rules, and
- inspect the register of members.

Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

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

Each member's liability is limited to payment of that member's joining and annual subscription fees (if any).

Members have an obligation to commit to the operation and achievement of best practices as recommended by the **company** and at no time should they bring the name of the **company** into disrepute.

## 10 Ending membership

Members can stop being a member of the **company** at any time by notice in writing to the **Secretary**.

A member stops being a member if:

- the member resigns in accordance with these rules,
- the member is expelled in accordance with the disciplinary procedures set out in these rules (if any),
- the member dies,
- the member's annual subscription is more than 12 months in arrears, or
- where no annual subscription is payable:
  - the **Secretary** has made a written request to the member to confirm they wish to remain a member, and
  - the member has not, within three months after receiving that request, confirmed in writing that they wish to remain a member.

When a membership ends, the **company** will not refund any subscription fees already paid. Once a member stops being a member, the **company** must remove information from the register of members within 14 days in accordance with the **Corporations Act**.

If any member willfully refuses or neglects to comply with this Constitution or is, does or fails to do any act or thing which, in the opinion of the directors is unacceptable or prejudicial to the interests of the **company**, the directors may by resolution suspend or expel the member from the **company**.

Prior to exercising this rule, the directors must give the member at least one week's notice of the meeting of the directors at which that resolution is to be put and of what is alleged against him/her and of the intended resolution. The member must be given the opportunity of giving orally or in writing the member's explanation or defence before the passing of such resolution.

Writing includes email and other correspondence in electronic form.

## 11 Disciplining members

The Committee can discipline a member of the **company** if it considers the member has breached these rules or if the member's behaviour is causing (or has caused) damage or harm to the **company**.

The Committee must inform the member of why disciplinary action is proposed to be taken.

The Committee must arrange a disciplinary procedure that meets these requirements:

- the outcome must be determined by an unbiased decision-maker,

- the member must have the opportunity to be heard, and
- the disciplinary procedure must be completed as soon as reasonably practicable.

The outcome of a disciplinary procedure can be the temporary suspension or the expulsion of the member. The **company** cannot fine a member.

Despite any other provision in these rules, a member whose membership has been suspended in accordance with the disciplinary procedure in these rules is not eligible to be elected or appointed as a committee member and is not entitled to vote at a **general meeting**.

## 12 Resolving disputes

If there is a dispute between a member and another member, a member and the **company**, or a member and the Committee, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved (**Negotiation Period**).

If the dispute can't be resolved between the people involved within the Negotiation Period, the following grievance procedure must be followed:

- the party with a grievance must, within 14 days after the Negotiation Period, write to the Committee and any other people affected, and explain their grievance (**Grievance Notice**),
- the Committee must, within 14 days after receipt of a Grievance Notice, appoint an unbiased mediator to hear from all the parties involved and try to find a solution,
- the Committee must give the people involved reasonable notice of the time and place of the mediation, which must be held as soon as practicable after the appointment of the mediator,
- at the mediation conference, each party must have an opportunity to be heard, and
- each party must do their best to resolve the dispute.

If the grievance procedure does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the **Corporations Act** or otherwise at law.

## 13 Directors

The **company** is governed by the directors and the **company** must have at least three and no more than nine directors. The elected **President and Secretary** of the **company** can fill two of the roles as directors whilst those people remain in the roles of President and Secretary.

### Appointment of Directors

The initial directors are the people who have agreed to act as directors and who are named as proposed directors in the application for registration of the **company**.

Those in the positions of office bearers and any other committee position as decided by the Directors from time to time will assume the roles of Director.

A person is eligible for appointment as a director of the **company** if they:

- are a member of the **company**, and a member of the Committee,
- give the **company** their signed consent to act as a director of the **company**, and
- are not ineligible to be a director under the **Corporations Act**.

The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:

- is a member of the **company**, or a representative of a member of the **company** and is a member of the committee
- gives the **company** their signed consent to act as a director of the **company**, and
- is not ineligible to be a director under the **Corporations Act**.

If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

### **Role of chairperson**

The President of the **company** will perform the role of **elected chairperson** whilst they hold the position of President and will chair all directors' meetings unless they choose not to.

### **Term of office**

- The director's term of office will continue for as long as the director remains a member of the Committee.

Other than a director appointed to fill a casual vacancy, a director's term of office starts at the end of the annual **general meeting** at which they are elected on to the Committee and ends at the end of the annual **general meeting** at which they retire.

- A director will retire automatically once their committee position ends.

## **14 When a director stops being a director**

A director stops being a director if they:

- give written notice of resignation as a director to the **company**,
- die,
- are removed as a director by a resolution of the members,
- stop being a member of the **company**,
- stop being a member of the committee
- a
- are absent for [3] consecutive directors' meetings without approval from the directors, or

- become ineligible to be a director of the **company** under the **Corporations Act** or the ACNC Act.

## 15 Powers of directors

The directors are responsible for governing the activities of the **company** to achieve the purposes set out in clause 2. Their role includes:

- Choosing and employing the CEO,
- Approving major policies,
- Making major decisions,
- Overseeing performance, and
- Serving as external representative of the **company**.

The directors may use all the powers of the **company** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.

The directors must decide on the responsible financial management of the **company** including:

- a) any suitable written delegations of power under “delegation of directors powers”, and
- b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members’ resolution at a **general meeting**.

### Delegation of directors’ powers

The directors may delegate any of their powers and functions to a committee, a director, an employee of the **company** (such as a chief executive officer) or any other person, as they consider appropriate.

The delegation must be recorded in the **company**’s minute book.

### Payments to directors

The **company** must not pay fees to a director for acting as a director.

The **company** may:

- a) pay a director for work they do for the **company**, other than as a director, if the amount is no more than a reasonable fee for the work done, or
- b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the **company**.

Any payment made must be approved by the directors.

The **company** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

### Execution of documents

The **company** may execute a document without using a common seal if the document is signed by:

- a) two directors of the **company**, or
- b) a director and the **Secretary**.

## 16 Duties of directors

The directors must comply with their duties as directors which are:

- the duty to act in good faith and for a proper purpose,
- the duty to act with reasonable care, skill and diligence,
- the duty to not misuse information or position, and
- the duty to disclose and manage conflicts of interest.

### Conflicts of interest

A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):

- a) to the other directors, or
- b) if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.

The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.

Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not,

- a) be present at the meeting while the matter is being discussed, or
- b) vote on the matter.

A director may still be present and vote if:

- a) their interest arises because they are a member of the **company**, and the other members have the same interest,
- b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **company**,
- c) their interest relates to a payment by the **company**, or any contract relating to an indemnity that is allowed under the **Corporations Act**,
- d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
- e) the directors who do not have a material personal interest in the matter pass a resolution that:
  - identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **company**, and

- says that those directors are satisfied that the interest should not stop the director from voting or being present.

## **17 Directors' meetings**

The directors may decide how often, where and when they meet.

### **Calling directors' meetings**

A director may call a directors' meeting by giving reasonable notice to all the other directors.

A director may give notice in writing or by any other means of communication that has previously been agreed to by all the directors.

The **elected chairperson** is entitled to chair directors' meetings.

The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the **elected chairperson** is:

- a) not present within 30 minutes after the starting time set for the meeting, or
- b) present but does not want to act as chairperson of the meeting.

### **Quorum at directors' meetings**

Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.

A quorum must be present for the whole directors' meeting.

### **Using technology to hold directors' meetings**

The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all the directors.

The directors' agreement may be a standing (ongoing) one.

A director may only withdraw their consent within a reasonable period before the meeting.

### **Passing directors' resolutions**

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

### **Circular resolutions of directors**

The directors may pass a circular resolution without a directors' meeting being held.

A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution

Each director may sign:

- a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
- b) separate copies of that document, if the wording of the resolution is the same in each copy.

The **company** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner described.

## 18 The Committee

The **company** is managed by a management committee (Committee) that is made up of members elected in accordance with these rules.

## 19 The Committee's responsibilities and functions

The Committee is responsible for management of the **company** and can exercise all powers and functions of the **company** (consistently with these rules and the **Corporations Act**), except for powers and functions that the members are required to exercise at a **general meeting** (under these rules or the **Corporations Act**).

The Committee's duties include:

- Making operational decisions,
- Making operational policies,
- Keeping the directors educated and informed, and
- Bringing well-documented recommendations and information to the directors.

The Committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member or a member, other than the power of delegation or a duty imposed on the Committee by the **Corporations Act** or under any other law.

The delegation must be in writing, may be subject to any conditions or limitations that the Committee considers appropriate and can be revoked in whole or in part by the Committee in writing.

Among its other responsibilities, the Committee is responsible for making sure:

- accurate minutes of **general meetings** and committee meetings of the **company** are made and kept,
- any material personal interest disclosed at a committee meeting is recorded in the minutes of that committee meeting, and
- all records, securities and relevant documents (as defined in the **Corporations Act**) of the **company** are kept properly and in accordance with these rules.

## 20 The committee members

The Committee is made up of the following committee members:

- the President, the Vice President, the Treasurer, the Secretary, the Secretary-Membership, The Media Manager (**the Office Bearers**), and

- up to seven ordinary committee members.
- The President, Secretary and at least one other Committee member may become Directors of the Company upon their election to those committee positions and hold those Directors positions for as long as they hold their Committee positions.

Committee members are elected by members of the **company** at each Annual **General Meeting (AGM)** and may be elected at a Special **General Meeting (SGM)** in accordance with these rules.

A member is eligible to be elected or appointed as a committee member if the member:

- is at least 18 years of age, and
- is entitled to vote at a **general meeting** of the **company**.

## 21 Election of the Committee

The AGM or SGM must by resolution decide how many ordinary committee members (if any) it wishes to elect.

Each of the office bearer positions must be elected separately.

Office bearer positions are for two years with office bearers standing for election on alternate years. At each AGM half of the office bearers must retire from their role. For example:

- Year 1 elections for President and **Secretary**
- Year 2 elections for Vice President, Treasurer and Membership Secretary
- Year 3 repeat year 1
- Year 4 repeat year 2 etc.

Ordinary committee member positions are for one year only.

Nominations for each position can be made by

- i. notifying the **Secretary** at least 48 hours before the meeting, or
- ii. the chair of the meeting may accept additional nominations at the meeting.

Candidates may nominate themselves. Candidates may be nominated by another member if they consent.

If the number of candidates for a position is fewer than the number to be elected:

- the chair of the meeting must declare elected those candidates who have been nominated, and
- the Committee may fill the remaining vacancies in accordance with the rule about 'committee member resignations, removal and casual vacancies'.

If the number of candidates for a position is equal to the number to be elected, the chair of the meeting must declare those candidates elected.

If there are more candidates for a position than the number to be elected, a ballot must be held as set out below:

- The chair of the meeting must appoint a returning officer to conduct the ballot (who may be the chair of the meeting),
- The candidates may each make a short speech in support of their election, and
- An election is usually conducted by show of hands but can be held by secret ballot if requested by a member or the chair.

If a secret ballot is conducted, the returning officer must give:

- each **member present** in person or by representative, and
- each proxy appointed by a member (if members may vote by proxy under the **general meeting** procedure rule),

a blank piece of paper for each ballot (or, for those present through the use of technology, an equivalent means of registering their vote).

For each ballot, voters must:

- indicate the candidate or candidates they wish to vote for, including (if not already listed) writing the names of those candidates; and
- not write down the names of more candidates than the number to be elected in that ballot.

Ballot papers that do not comply with these requirements are informal (not valid).

Each formal ballot paper where the name of a candidate has been written down counts as one vote for that candidate.

The returning officer must declare elected the number of candidates to be elected who receive the most votes, subject to the requirement below.

If two or more candidates receive the same number of votes, and not all those candidates are to be elected, the returning officer must decide by lot which is to be elected.

Writing includes email and other correspondence in electronic form.

## 22 General duties of committee members

As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these rules and the **Corporations Act**.

The Committee is collectively responsible for ensuring that the **company** complies with the **Corporations Act**.

Committee members must exercise their powers and discharge their duties:

- with reasonable care and diligence,
- in good faith in the best interests of the **company**, and
- for a proper purpose.

Committee members and former committee members must not make improper use of:

- their position, or
- information acquired by virtue of holding their position,

so as to gain an advantage for themselves or any other **person** or to cause detriment to the **company**.

In addition to any duties imposed by these rules, a committee member must perform any other duties imposed from time to time by resolution at a **general meeting**.

### 23 Conflict of interest

A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee and at the next **general meeting** of members of the **company**.

The committee member:

- must not be present while the matter is being considered at the meeting, and
- must not vote on the matter.

This rule does not apply to a material personal interest:

- that exists only because the committee member belongs to a class of persons for whose benefit the **company** is established, or
- that the committee member has in common with all, or a substantial proportion of, the members of the **company**.

### 24 Term of office

Subject to these rules:

- other than office bearers or committee member appointed to fill a vacancy, an office bearer or committee member's term of office starts at the end of the AGM at which they are elected and ends at the end of the AGM at which they retire,
- each office bearer must retire at least once every two years,
- office bearers who retire under this rule may nominate for re-election, and
- office bearers can be re-elected for a maximum overall term of eight consecutive years unless they are permitted to stand again which must be agreed to by a **special resolution**.

### 25 The Secretary

The company must have at least one **Secretary**, who may also be a director.

The **Secretary** must be at least 18 years of age, be resident in Australia and consent to being appointed as **Secretary**.

A **Secretary** must be appointed by the directors (after giving the **company** their signed consent to act as **Secretary** of the **company**) and may be removed by the directors.

The directors must decide the terms and conditions under which the **Secretary** is appointed, including any remuneration.

The role of the **Secretary** includes:

- maintaining a register of the **company's** members, and
- maintaining the minutes and other records of **general meetings** (including notices of meetings), directors' meetings and circular resolutions.

The **Secretary** must perform any duty or function required under the **Corporations Act** or these rules to be performed by the **Secretary**.

## 26 Committee member resignations, removal and casual vacancies

A committee member stops being on the Committee if they:

- stop being a member of the **company**,
- fail to attend three consecutive committee meetings (other than special or urgent committee meetings) without leave of absence granted by the Committee,
- resign by writing to the Committee or the **Secretary**,
- are removed by a **special resolution** of members of the **company**,
- become insolvent under administration (as the term is defined in section 38 of the Interpretation of Legislation Act 1984),
- become a represented person (under the Guardianship and Administration Act 2019),
- die, or
- in the case of the **Secretary**, if the **Secretary** stops residing in Australia.

If a committee member stops being on the Committee before the end of their term in accordance with these rules, the Committee can appoint a member of the **company** to fill the vacancy on the Committee until the next AGM. If the position of **Secretary** is vacant for any reason, the Committee must appoint a new **Secretary** within 14 days.

The Committee may act despite any vacancy in its membership.

Writing includes email and other correspondence in electronic form.

## 27 Calling committee meetings

The **Secretary** must give seven days' written notice of a committee meeting to committee members unless the meeting is an urgent meeting.

At an urgent meeting, only the business for which the meeting was called may be conducted.

The Committee can decide how often it meets.

A special committee meeting may be convened by the President or by a majority of committee members.

Writing includes email and other correspondence in electronic form.

## **28 Committee meetings procedure**

As long as everyone can hear and communicate clearly at the same time, committee meetings may be held at more than one place using technology (such as telephone or video conferencing).

The President is entitled to chair committee meetings.

If the President is not present, or does not wish to chair the meeting, the Vice President is entitled to chair.

If neither the President nor the Vice President is present, or if neither wishes to chair the meeting, the Committee must elect another committee member to be the elected chair.

Each committee member has one vote.

There is no voting by proxy.

If an equal number of votes are cast for and against a motion or amendment the chair of the meeting has a casting vote, if necessary, in addition to any vote the chair has as a committee member.

Subject to these rules, the procedure to be followed at a committee meeting must be determined from time to time by the Committee.

No business may be conducted at a committee meeting unless a quorum is present.

The majority (more than half) of committee members must be present (either in person or with technology) for the meeting to be validly held (the quorum).

If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:

- in the case of a special meeting, the meeting lapses;
- in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with these rules.

## **29 General meetings**

The **company** must hold an AGM within five months of the end of the **company's** Financial Year or such other time as permitted by law.

The directors determine the date, time and place of the AGM.

The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive and consider reports and statements on the previous Financial Year, and elect committee members.

The AGM may also conduct any other business of which notice has been given in accordance with these rules.

### 30 Calling a Special General Meeting

The directors must convene a Special **General Meeting** (SGM) if a request to do so is made in accordance with this rule by at least 10% of the total number of members.

This request for a SGM must:

- be in writing;
- state the business to be considered at the meeting and any resolutions to be proposed;
- include the names and signatures of the members requesting the meeting; and
- be given to the **Secretary**.

If the directors do not convene a SGM within one month after the date on which the request is made, the members making the request (or any of them) may convene the special **general meeting**.

A SGM convened by members must:

- be held within three months after the date on which the original request was made; and
- only consider the business stated in that request.

The **company** must reimburse all reasonable expenses incurred by the members convening a SGM.

Writing includes email and other correspondence in electronic form.

### 31 Notice of general meetings (including special resolutions)

Notice of the date, time and place of a **general meeting** must be provided to members at least 14 days (or 21 days if a **special resolution** is proposed) before the meeting in writing to each member's postal or email address listed on the members register.

Notices of **general meetings** must include all proposed matters to be dealt with at that meeting.

If a **special resolution** is proposed, the notice must also include:

- the full proposed resolution; and
- a statement of the intention to propose the resolution as a **special resolution**.

Writing includes email and other correspondence in electronic form.

### 32 General meetings procedure

As long as everyone can hear and communicate clearly at the same time, **general meetings** may be held at more than one place using technology (such as telephone or video conferencing).

The President is entitled to chair **general meetings**.

If the President is not present, or does not wish to chair the meeting, the Vice President is entitled to chair.

If neither the President nor the Vice President is present, or if neither wishes to chair the meeting, the meeting must elect another member to chair.

The chair of the meeting does have a casting vote.

Votes must be held by a show of hands or written ballot, or another method determined by the chair that is fair and reasonable in the circumstances. If a vote is held initially by show of hands (or any other method determined by the chair), any member may request a vote be held again by written ballot. A ballot must be conducted in accordance with the procedure determined by the chair.

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

For the purposes of this rule, a member participating in a **general meeting** through the use of technology as permitted under these rules is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Subject to the **Corporations Act** and these rules, each member has one vote on any question arising at the meeting. Only current financial members are entitled to vote.

Decisions at a **general meeting** must be made by majority vote (subject to the provisions in these rules regarding **special resolutions**).

A **special resolution** is passed if at least 75% of the members voting at a **general meeting** vote in favour of the resolution.

No business may be conducted at a **general meeting** unless a quorum is present.

The chair may adjourn the meeting if a quorum is not reached within 30 minutes of the meeting start time, or if there is not enough time at a meeting to address all business. Notice of the date, time and place of the adjourned meeting must be sent to members as soon as practicable after the meeting. This notice does not have to comply with time for notice requirements unless the adjourned meeting is more than 21 days after the original meeting date.

If a member does not receive a meeting notice or the directors accidentally omit to give the member a meeting notice, that omission will not invalidate the proceedings, or any resolution passed at the meeting.

No business may be conducted at an adjourned meeting, other than the business that remained unfinished when the meeting was adjourned.

For a **general meeting** to be held, at least three of the members and/or a minimum of 10% of the members (a quorum) must be present at the meeting (either in person or through the use of technology), for the meeting to be held.

Members may vote by proxy at **general meetings**.

Proxy forms must be received by the **Secretary** (in the form approved by the Committee, if any) 48 hours day(s) before a meeting.

### 33 Custody of documents and members' access to documents

The Treasurer must keep custody of the financial records of the **company** for the current Financial Year and any other financial records as authorised by the Committee. The **Secretary** must keep custody of all books, documents and securities of the **company** (other than the financial records held by the Treasurer in accordance with these rules).

The **company** must keep and maintain a register of members in accordance with the **Corporations Act**.

A member is entitled to, subject to certain restrictions found in the rules, inspect the rules, general meeting minutes, relevant documents and the members register at a reasonable time. 'Relevant documents' includes documents such as financial records, contracts and asset records of the Company.

If a member asks to inspect the register of members, the **company** must allow this in a reasonable time. Note that, in certain circumstances, the **company** may withhold personal member information.

A member can write to the **Secretary** asking for copies of these documents (with the exception of the members register). The **company** must provide copies of records of the **company** (other than the members' register) if a member requests copies in accordance with these rules (and unless the **company** is permitted to refuse the request in accordance with these rules). The **company** can charge a reasonable fee for providing copies.

Subject to the **Corporations Act**, the **company** can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the **company**.

Subject to the **Corporations Act**, members cannot inspect or get copies of committee meeting minutes or parts of the minutes, unless the Committee specifically allows it.

Members can write to the **Secretary** to ask that the **Secretary** restrict access to their details on the members register if they have special circumstances. The **Secretary** will decide if there are special circumstances and must write to the member outlining their decision.

Writing includes email and other correspondence in electronic form.

### 34 Funds

The **company** may derive or generate funds from joining and annual subscription fees, donations, grants, fundraising, interest, and any other sources approved by the Committee.

Cheques, EFT transfers or cash payments made from the **company's** funds must be authorised by two directors in writing.

All other financial transactions (including credit card payments) must be authorised by two directors.

Financial records must be kept and stored for seven years.

### 35 Common seal

The Company does not have a common seal.

### 36 Changing the rules

Subject to the **Corporations Act**, these rules may be changed, added to, or replaced only by **special resolution** of the **company's** members at a **general meeting**.

### 37 Winding up the Company

The members may vote by **special resolution** at a **general meeting** to wind up the **company** or voluntarily cancel its registration.

If the **company** is wound up or voluntarily cancelled, any **surplus assets** must not be distributed to the members or former members of the **company** unless the member or former member is an organisation which is described below.

The **surplus assets** of the **company** are the assets of the **company** remaining after satisfaction of the debts and liabilities of the **company** and the costs, charges and expenses of the winding up or voluntary cancellation of the **company**.

Subject to the **Corporations Act**, the Regulations, any other applicable law and any court order, if the **company** is wound up any **surplus assets** must be given or transferred to another fund, authority or institution which is in each case:

- charitable at law,
- required to pursue charitable purposes similar to, or inclusive of, the purposes of the **company**,
- required to apply its income and assets in promoting its purposes;
- prohibited from making distributions to its members to at least the same extent as the **company**,
- endorsed as a deductible gift recipient within the meaning of the Income Tax Assessment Act 1997 (Cth), and
- selected at or about the time by a **special resolution** of members.

Subject to the **Corporations Act**, any other applicable Act and any Court order, any **surplus assets** must be distributed to one or more organisations which is prohibited from making distributions to its members to at least the same extent as the **company**.

### 38 Notices

Members must give the **company** their address for notices, and any change in that address.

The address for notices may include an email address.

The **company** must enter any change in the address of a member in the register of members without delay.

Notice may be given to a member by sending it to the address last given by the member.

Notice may be given to the **company** or the Committee by sending the notice by post to the registered address, or, if the Committee determines that it is appropriate in the circumstances, by email to the email address of the Company or the **Secretary**.

In these rules a period of notice of a meeting expressed in days does not include:

- the day on which notice is given, or
- the day on which the meeting is held.

Notices sent by post are taken to have been given on the 4th day after posting that is not a Saturday, Sunday or public holiday at that address.

Notices sent by email are taken to have been given on the first day after sending that is not a Saturday, Sunday or public holiday at that address.

In this rule, 'member' includes a committee member.

### 39 Definitions and Interpretations

In this constitution:

- **company** means the **company** referred to in clause 1
- **Corporations Act** means the *Corporations Act 2001* (Cth)
- **elected chairperson** means the person elected by the membership to be President and therefore will also perform the role of chairperson of the company. under clauses 13, 28 and 32.
- **general meeting** means a meeting of members and includes the annual **general meeting**, under clause 29
- **Law** means the *Corporations Act 2001* (Cth)
- **member** means a person either as an individual or entity
- **person** is a reference to a natural person, corporations, trusts, associations, partnerships, government authorities and other legal entities and where necessary includes successors and assigns
- **initial member** means a person who is named in the application for registration of the **company**, with their consent, as a proposed member of the **company**
- **member present** means, in connection with a **general meeting**, a **member present** in person, by representative or by proxy at the venue or venues for the meeting
- **Secretary** means the Secretary and any assistant or acting Secretary and any other person appointed to perform, whether alone or in addition to any other person or persons, the duties of Secretary of the company.
- **special resolution** means a resolution:
  - i. of which notice has been given under clauses 31 and 32 and
  - ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution, and
- **surplus assets** means any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up.

#### Corporations Act prevails

Where any provisions in this constitution is invalid or unenforceable or conflicts with any provision of the **Law**, it will be read and interpreted as being subject to the provisions of the **Law** and will be ineffective, but only to the extent of any invalidity, unenforceability or conflict.