

CONSTITUTION

AUSTRALIAN PERFORMING ARTS CENTRES ASSOCIATION INCORPORATED Trading as Performing Arts Connections Australia

CONTENTS

1. NAME
2. OBJECTIVES
3. RULES OF THE ASSOCIATION

Including
Appendix 1: Form of appointment of Proxy

1. NAME

The name of the Association shall be the Australian Performing Arts Centres Association Incorporated hereinafter referred to as the Association.

2. OBJECTIVES

- 2.1 To promote and contribute to the professional presentation of performing arts by its members.
- 2.2 To facilitate the bringing together of artists and audiences.
- 2.3 To be an industry leader in the creation, facilitation and touring of professional performing arts programmes.
- 2.4 To foster ethical standards and effective business practices in performing arts presenter operations and management.
- 2.5 To contribute to the professional development of personnel involved in the operation of performing arts centres and in the creation, presentation and management of performing arts.
- 2.6 To influence public policy and public opinion to advance the interest of its members.
- 2.7 To contribute to the promotion of activities which will enable members to develop audiences and performing arts activity in their own communities.
- 2.8 To develop and/or disseminate and exchange information on the management of performing arts centres and the presentation of the performing arts and related programs.
- 2.9 To promote the freedom of artistic expression and the pursuit of excellence within the performing arts.
- 2.10 To encourage cultural and aesthetic diversity within the performing arts.
- 2.11 To extend the performing arts marketplace and stimulate the integration of the performing arts into the fabric of society.

**AUSTRALIAN PREFORMING ARTS CENTRES ASSOCIATION
INCORPORATED**

ASSOCIATION RULES
TABLE OF PROVISIONS

PART 1 – PRELIMINARY	5
1. Interpretation.....	5
PART 2 – MEMBERSHIP	5
2. Membership Qualifications.....	5
3. Application for Membership	6
4. Membership Entitlements Not Transferable	7 6
5. Cessation of Membership	7 6
6. Resignation of Membership	7 6
7. Fees, Subscriptions and Levies	7
8. Members Liabilities	7
9. Disciplining of Members.....	8 7
10. Right of Appeal of Disciplined Member	9 8
PART 3 - THE BOARD	98
11. Powers of the Board.....	9 8
12. Constitution and Membership	9
13. Election of Board Members	10 9
14. Office Bearers of the Association	11 10
15. The Executive Director	12 11
16. Vacancies.....	12 11
17. Removal of Board Members	12 11
18. Board Meeting and Quorum	13 11
19. Delegation by Board to Sub-Committee	13 12
20. Voting and Decisions	14 12
PART 4 – GENERAL MEETINGS	1413
21. Annual General Meetings – Holding of	14 13
22. Annual General Meetings – Calling of and Business at.....	14 13
23. General Meetings – Calling of	14 13
24. Notice of Annual General and General Meetings	15 14
25. General Meetings – Procedure and Quorum	15 14
26. Presiding Member	16 14
27. Adjournment.....	16 14
28. Making of Decisions	16 15
29. Voting	16 15
30. Appointment of Proxies	17 15
PART 5 – MISCELLANEOUS.....	1816
31. Funds – Source	18 16
32. Funds - Management	18 16
33. Alteration of Objects and Rules	18 16
34. Common Seal	18 16
35. Custody of Book	18 16
36. Inspection of Books	18 16
37. Service of Notices.....	19 17
38. Surplus Property.....	19 17
39. Dissolution.....	19 17
40. Public Officer	19 17
41. Pecuniary Gain	19 17
42. Auditor <u>or reviewer</u>	19 17
43. Register of Members.....	20 17

44.	Income and Property.....	2018
45.	Appointment of Staff.....	2118
46.	Disclosure of Interest in Contracts.....	2118

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I, _____ (name)

being the voting representative of _____ (member venue)

which is a full financial member of the Australian Performing Arts Centres Association trading as Performing Arts Connections Australia hereby appoint

_____ (name of proxy)

being the voting representative of _____ (member organisation)
which is a full financial member of the Australian Performing Arts Centres Association trading as Performing Arts Connections Australia as my proxy to vote for me on my behalf at the Annual General Meeting of the Association.

Signature of member appointing proxy

Name in capital letters

NB: No member or voting representative can hold more than ~~three~~ five proxies

PART 1 – PRELIMINARY

1. Interpretation

- 1.1 In these rules, unless a contrary intention appears financial year means the year ending on June 30; member means a member, however described, of the Association; ordinary Board member means a member of the Board of Management who is not an office-bearer of the Association as referred to in ~~paragraph 121(1)(a); clause 14.1~~; Secretary means the person or, where no such person or, where such person holds that office, the Public Officer of that Association; the act means the Associations Incorporations Act 1991; the Regulations means the Associations Incorporation Regulations.
- 1.2 In these rules –
- 1.2.1 a reference to a function includes a reference to a power, authority and duty; and
- 1.2.2 a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- 1.3 The provisions of the Interpretations Act 1967 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART 2 – MEMBERSHIP

2. Membership Qualifications

- 2.1 A person is qualified to be a member if –
- 2.1.1 the person is a person referred to in paragraph 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
- 2.1.2 the person-
- (a) has applied or been nominated for membership in accordance with subrule 3.1; and
- (b) has been approved for membership of the Association and deemed eligible in a membership category by the Board of the Association.
- 2.2 The members of the Association shall comprise:
- 2.2.1 Ordinary Members: Subject to clause 2.2A Ordinary members shall consist of performing arts presenters that facilitate the presentation of the performing arts as one of their primary functions. In addition, one performing arts presenter membership organisation in each state or territory may be an Ordinary member.
- 2.2.2 Subject to clause 2.2A Associate Members: Associate members shall consist of any other individual or organisation with substantially similar objectives to those listed in the Constitution of the Association.
- 2.2.3 Affiliate Members: Affiliate members shall consist of consultants or providers whose central business is not the direct creation or promotion of the performing arts but who provide support services to other members.
- 2.2.4 Honorary Life Members: Honorary Life members shall consist of certain individuals designated, on the recommendation of the Board, by the Association at a General Meeting in recognition of meritorious service to the Association or to the performing arts industry.
- 2.2A From the date of the 2018 Special General Meeting:
- 2.2A.1 the members of the Association shall comprise any organisation or individual with a professional involvement in the performing arts that substantially supports the objectives listed in the Constitution of the Association;

- 2.2A.2 the category of Associate Members shall be discontinued, and Associate Members at that date shall become Ordinary Members;
 - 2.2A.3 Affiliates of the Association shall have those rights formerly granted to Associate Members under this Constitution.
 - 2.2A.4 Each Honorary Life Membership shall be entitled to all the privileges of an Ordinary member but without payment of membership fees.
 - 2.2A.5 The Board of Management of the Association, in coordination with the Executive Director or such committee as may be established for purposes of considering membership issues, may establish additional membership categories and qualifications for the Association as required to ensure support for the purpose and objectives of the Association.
- 2.3 A member's voting representation shall be determined within the following categories.
- 2.3.1 Each Ordinary member shall be entitled to one voting representative as set out below.
 - 2.3.2 (Subject to clause 2.3.3) the voting representative shall be the staff member responsible for the Ordinary member's performing arts program, in the case of a venue and a representative of each state performing arts centre membership organisation.
 - 2.3.3 From the date of the 2018 Special General Meeting:
 - 2.3.3.1 the voting representative of a member organisation shall be the most senior staff member of that organisation or a staff member so nominated by ~~the~~ that person, and
 - 2.3.3.2 the voting representative of a member being an individual shall be the member or a proxy appointed by that member in accordance with Rule 30.
- 2.4 Voting representatives shall be designated in writing to the Secretary of the Association not less than 14 days prior to the date set for the annual general meeting by the senior staff member or other appropriate administrative officer of the organisation concerned.

3. Application for Membership

- 3.1 An application from a person or organisation for membership of the Association:
 - 3.1.1 Shall be made, electronically via the Association's website form or by such means as determined by the Board of Management from time to time.
 - 3.1.2 Shall be nominated and seconded by such means as determined by the Board of Management from time to time.
 - 3.1.3 Shall include the written consent of the person nominated.
 - 3.1.4 Shall state the membership category to which the application refers.
 - 3.1.5 Shall be lodged with the Secretary of the Association-, or a representative of the Secretary.
- 3.2 As soon as practicable after receiving an application for membership, the Secretary shall refer the application to the Board of Management.
- 3.3 Upon an application being approved by a majority vote at a meeting of the Board of Management, the Secretary shall move, with as little delay as possible, to notify the applicant in writing, that the application has been approved for membership of the Association in the category stated.
- 3.4 Following successful application for membership and upon receipt of the sum payable by or on behalf of the applicant as the first year's subscription, the secretary shall enter the applicant's name in the registers of members and, upon being so entered, the nominee shall become a member of the Association.

4. Membership Entitlements Not Transferable

- 4.1 A right, privilege or obligation which a person has by reason of being a member of the Association:
 - 4.1.1 is not capable of being transferred or transmitted to another person and;
 - 4.1.2 terminates upon cessation of the person's membership.

5. Cessation of Membership

- 5.1 A person ceases to be a member of an Association if the person:
 - 5.1.1 dies or, in the case of a body corporate, is wound up,
 - 5.1.2 resigns from membership of the Association,
 - 5.1.3 is expelled from the Association, or
 - 5.1.4 fails to renew membership of the Association within three months after the due date for payment, provided always that the membership may be re-instated by the payment of the appropriate fee plus any arrears that may be due.

6. Resignation of Membership

- 6.1 A member is not entitled to resign from membership of the Association except in accordance with this rule.
- 6.2 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 1 month, or if the Board of Management has determined a shorter period, that shorter period) in writing to the Secretary of the members intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- 6.3 Where a person ceases to be a member, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Fees, Subscriptions and Levies

- 7.1 The annual membership fees for each category of membership of the Association shall be determined by the Board of Management. Annual membership of the Association is a calendar year membership, beginning on 1 January and ending on 31 December of the same year.
- 7.2 The annual membership fee is payable:
 - 7.2.1 Except as provided by paragraph 7.2.2, before 1 January in any calendar year.
 - 7.2.2 Where a person becomes a member on or after 1 January in any calendar, before 1 January in each succeeding calendar year.
- 7.3 Every member shall pay to the Association any levies as deemed necessary by the Board of Management from time to time.

8. Members Liabilities

- 8.1 The liability of a member to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited:
 - 8.1.1 to such amount as may be required not exceeding one hundred dollars (\$100).
- 8.2 The members of the Association are not partners, nor are any liable for the acts or defaults of others.

9A Disputes

9A.1 The dispute resolution procedure set out in this rule applies to disputes under these rules between:

9A.1.1 a member and another member; and

9A.1.2 a member and the association.

9A.2 The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

-9A.3 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties. That person must notify each party to the dispute, in writing, of the decision and give reasons for the decision as soon as reasonably practicable.

9A.4 A party may appeal the decision by referring the decision to a reviewing body with appropriate jurisdiction agreed to by the parties.

9. Disciplining of Members

- 9.1 Where the Board of Management is of the opinion that a member:
- 9.1.1 has persistently refused or neglected to comply with a provision of these rules:
or
 - 9.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of the Association, the Board of Management may, by resolution:
 - 9.1.2.1 expel the member from the Association; or
 - 9.1.2.2 suspend the member from such rights and privileges of membership of the Association as the Board of Management may determine for a specified period.
- 9.2 A resolution of the Board of Management under subrule 9.1 is of no effect unless the Board of Management, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of notice under subrule 9.3, confirms the resolution in accordance with this rule.
- 9.3 Where the Board of Management passes a resolution under subrule 9.1, the Secretary shall as soon as practicable, cause a notice in writing to be served on the member:
- 9.3.1 Setting out the resolution of the Board of Management and the grounds on which it is based.
 - 9.3.2 Stating that the member may address the Board of Management at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - 9.3.3 Stating the date, place and time of that meeting; and
 - 9.3.4 Informing the member that the member may do either of both of the following:
 - (a) attend and speak at that meeting;
 - (b) submit to the Board of Management at or prior to the date of that meeting written representations relating to the resolution.
- 9.4 Subject to Section 50 of the Act, at a meeting of the Board of Management mentioned in subrule 9.2, the Board of Management shall:
- 9.4.1 give to the member mentioned in subrule 9.1 opportunity to make oral representations;
 - 9.4.2 give due consideration to any written representation submitted to the Board of Management by that member at or prior to the meeting; and
 - 9.4.3 by resolution determine whether to confirm or to revoke the resolution of the Board of Management made under subrule 9.1.
- 9.5 Where the Board of Management confirms a resolution under subrule 9.4, the secretary shall, within 7 days after that confirmation, inform the member of that confirmation and of the member's right of appeal under rule 10.
- 9.6 A resolution confirmed by the Board of Management under subrule 9.4 does not take effect-
- 9.6.1 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 to appeal within that period; or
 - 9.6.2 where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution in accordance with subrule 10.4.

10. Right of Appeal of Disciplined Member

- 10.1 A member may appeal to the Association in General Meeting against a resolution of the Board of Management which is confirmed under subrule 9.4, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 10.2 Upon receipt of a notice under subrule 10.1, the secretary shall notify the Board of Management which shall convene a General Meeting of the Association to be held within 21 days after the date of which the Secretary received the notice, or as soon as possible after that date.
- 10.3 Subject to Section 50 of the Act, at a General Meeting of the Association convened under subrule 10.2 –
 - 10.3.1 no business other than the question of the appeal shall be transacted;
 - 10.3.2 the Board of Management and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, of both; and
 - 10.3.3 the members present shall vote by secret ballot on the question of whether the resolution made under subrule 9.4 should be confirmed or revoked.
- 10.4 If the meeting passes a special resolution in favour of the confirmation of the resolution made under subrule 9.4, that resolution is confirmed.

PART 3 - THE BOARD

11. Powers of the Board

- 11.1 The Board of Management, subject to the Act, the Regulations, these rules, and to any resolution passed by the Association in General Meeting:
 - 11.1.1 shall control and manage the affairs of the Association;
 - 11.1.2 may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in General Meeting; and
 - 11.1.3 has the power to perform all such acts and do all such things as appear to the Board of Management to be necessary or desirable for the proper management of the affairs of the Association.
- 11.2 To attain the Association's objectives the Board of Management is empowered to:
 - 11.2.1 Purchase, receive, lease, exchange, hire or otherwise acquire any personal property.
 - 11.2.2 Invest and deal with monies of the Association in such manner as may from time to time be determined.
 - 11.2.3 Sell, improve manage, lease, mortgage or otherwise deals with all or any part of the real property or assets of the Association.
 - 11.2.4 Employ staff as required.
 - 11.2.5 To raise funds by means of subscriptions and contributions or any other means for the carrying on of the affairs of the Association.
 - 11.2.6 Undertake such other lawful acts as will facilitate the realisation of the Association's objectives.

12. Constitution and Membership

- 12.1 Except for the Initial Committee of Management, and subject to clause 12.1A the Board of Management shall consist of:
 - 12.1.1 A minimum of six and a maximum of eight voting representatives of Ordinary Members, with not more than one from each of the constituencies of the Australian Capital Territory, New South Wales, Northern Territory, Queensland, South Australia, Tasmania, Victoria, and Western Australia.
 - 12.1.2 Up to four persons co-opted, at any one time, to the Board of Management by the Board of Management, meeting any current identified skills areas required by the organisation, and with not more than two from each of the

constituencies of the Australian Capital Territory, New South Wales, Northern Territory, Queensland, South Australia, Tasmania, Victoria, and Western Australia.

12.1A From the date of the 2018 Special General Meeting the Board of Management shall consist of a minimum of six and up to a maximum of fifteen members being persons meeting skills as determined from time to time by the Board of Management to better achieve the Objectives of the Association, and provide good governance of the Association, with the required skills being set out in the Board skills matrix as approved by the Board from time to time and available on the Association's website, provided that:

12.1A.1 there shall be one each from at least four members from the following constituencies; Australian Capital Territory, New South Wales, Northern Territory, Queensland, South Australia, Tasmania, Victoria, and Western Australia; and

12.1A.2 no more than 50% of the members may be from any one constituency.

12.2 The Board shall be elected at the Annual General Meeting, by separate resolution for each Board Member.

12. 2A The members of the Board elected at the 2018 Special General Meeting shall hold office until the 2018 Annual General Meeting.

12.2B Half the members of the Board elected at the 2018 Annual General Meeting shall hold office until the Annual General Meeting the following year, and the other half of the Board shall hold office until the 2020 Annual General Meeting, each half to be determined by the Board at its first meeting after the 2018 Annual General Meeting.

12.2C Half of the positions will become vacant on the Board of Management at the Annual General Meeting in 2020 and at each Annual General Meeting thereafter and each term will be for two years.

12.3 Board members will hold office for a term of two years unless required to stand for re-election under clause 12.4.

12.4 Any Board member is eligible to stand for re-election for a further two terms, serving a total of six years (if initially elected at an Annual General Meeting) after which the member shall stand down for one term before being eligible to stand for another term.

12.5 Subject to clause 12.6A Vacancies of the elected representatives on the Board of Management shall be filled by postal ballot or other poll, in the particular constituency in which the vacancy arose, if the term has more than six months to run. Otherwise the vacancy may be filled by the Board of Management appointing a member from the constituency in which the vacancy arose.

12.6A From the date of the 2018 Special General Meeting, If there is a vacancy in the membership of the Board of Management, the Board of Management may appoint a member to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next Annual General Meeting after the date of the appointment.

12.6 Each member of the Board of Management, shall have one vote. Where there is an equality of votes the matter shall be resolved in the negative.

12.7 No member of the Board of Management shall be entitled to compensation for services rendered to the Association other than the reimbursement of actual expenses incurred in carrying out duties on behalf of the Association as approved by the Board of Management from time to time.

13. Election of Board Members

13.1 (Subject to clause 13.1A and 13.1B) nominations of candidates for election as members of the Board of Management of the Association-

13.1.1 Shall be made in writing.

13.1.2 Shall be signed by a nominator and a seconder, each of whom shall be an Ordinary member.

13.1.3 Shall be accompanied by the written consent of the candidate.

13.1.4 Shall be delivered to the Secretary of the Association prior to the commencement of the Annual General Meeting at which the election is to take place.

13.1A Nominations of candidates for election as members of the Board of Management of the Association at the 2018 Special General Meeting shall be made by the Board of Management and:

13.1A.1 Shall be made in writing.

13.1A.2 Shall be signed by a nominator and a seconder, each of whom shall be a member of the Board of Management,

13.1A.3 Shall be accompanied by the written consent of the candidate.

13.1A.4 Shall be delivered to the Secretary of the Association prior to the commencement of the 2018 Special General Meeting.

13.1B From the date of the 2018 Special General Meeting Nominations of candidates for election as members of the Board of Management shall be made in writing, and in accordance with the Nomination Procedure as approved by the Board from time to time and available on the Association's website.

13.2 If insufficient nominations (or in the opinion of the Board of Management, insufficient nominations meeting the requirements of the Board skills matrix referred to in clause 12.1A) are received to fill all vacancies on the Board of Management, the candidates nominated shall be deemed to be elected.

13.3 If insufficient nominations are received as set out in clause 13.2, any vacant positions remaining on the Board of Management shall be deemed to be vacancies.

13.4 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.

13.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

13.6 The ballot for the election of the members of the Board of Management shall be conducted at the Annual General Meeting in such manner as the Board of Management may direct.

13.7 At the first meeting of the Board of Management following an Annual General Meeting, the elected members of the Board of Management shall elect from the elected Board membership, the four office-bearers.

14. Office Bearers of the Association

14.1 The Office of Bearers of the Associations shall be:

14.1.1 The President

14.1.2 The Vice President

14.1.3 The Treasurer and

14.1.4 The Secretary

14.2 The President shall, when present, preside at all meetings of the membership and the Board of Management and shall serve Ex Officio on the committees established by the Board of Management and shall perform such other duties as usually pertain to this office.

14.3 The Vice President shall have such powers and perform such duties as the Board of Management may from time to time prescribe or as the President may from time to time delegate. In the case of the absence of the President or the President's inability to act in the role of President, the Vice President shall perform the duties of the President.

14.4 The Secretary of the Association shall, as soon as practicable after being appointed as Secretary, notify the Association of his or her address.

14.5 The Secretary shall be responsible for:

14.5.1 keeping of minutes of all elections and appointments of office-bearers and ordinary Board members;

14.5.2 keeping of minutes of the names of members of the Board present at a Board meeting or General Meeting;

- 14.5.3 keeping of minutes of all proceedings at Board meetings and General Meeting;
- 14.5.4 maintaining all records or correspondence.
- 14.5.5 calling meetings of the Association.
- 14.6 Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by a person presiding at the next succeeding meeting.
- 14.7 The Treasurer of the Association shall be responsible for and oversee the financial management of the Association by which the Association:
 - 14.7.1 collects and receives all moneys due to the Association and makes payments authorised by the Association; and
 - 14.7.2 keeps fair and accurate accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
 - 14.7.3 prepares financial statements for presentation at the Annual General Meeting.
- 14.8 Any two of the positions of Secretary or Treasurer may be held by one person concurrently but if one person does hold the two positions that person shall have only one vote on the Board of Management.

15. The Executive Director

- 15.1 The Board of Management may appoint an Executive Director who shall be deemed to be an officer of the Association and shall be entitled to attend meetings of the Board of Management however shall not have voting rights at meetings of the Board of Management.
- 15.2 The Executive Director if appointed shall supervise and conduct the affairs of the Association as directed by the Board of Management and shall carry out the duties necessary to discharge the responsibilities of the Secretary as required by the Secretary.

16. Vacancies

- 16.1 For the purpose of these rules, a vacancy in the office of a member of the Board of Management occurs if the member-
 - 16.1.1 dies,
 - 16.1.2 resigns from office by writing under his or her hand addressed to the Board of Management,
 - 16.1.3 is removed from office pursuant to rule 17,
 - 16.1.4 becomes an insolvent under administration within the meaning of the corporations law,
 - 16.1.5 is disqualified from office under subsection 63(1) of the Act, or
 - 16.1.6 ceases to be member of the Association,
 - 16.1.7 fails to pay all arrears of subscription due to him or her within fourteen days after he or she has ceased to be financial member of the Association,
 - 16.1.8 fails, without leave granted by the Board of Management, to attend four consecutive meetings of the Board of Management provided that after the third meeting that the member has failed to attend, he or she is notified in writing of the time and place of the next meeting and that the failure to attend will result in the cessation of his or her membership of the Board of Management.

17. Removal of Board Members

- 17.1 The Association in General Meetings 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.
- 17.2 If a member of the Board is dilatory in their responsibility to the Board, they may be removed by resolution of such Board carried by a two-thirds majority of those present and voting.
- 17.3 If a Board is to remove a member of the Board according to subrule 17.2, then the Board shall adopt a discipline and appeals process in accordance with rule 9 and 10.

18. Board Meeting and Quorum

- 18.1 The Board of Management shall meet at least twice in each calendar year at such place and time as the Board of Management may determine.
- 18.2 Fourteen days notice of a meeting of the Board of Management should be given to its members. The period of notice may be waived by an affirmative vote of members present voting at a meeting provided all members have received not less than 24 hours notice.
- 18.3 A quorum for a meeting of the Board of Management shall be five members of the Board of Management.
- 18.4 Meetings of the Board of Management may be held by telephone conversation or other remote means as determined from time to time by the Board of Management but may be held in person if this is convenient to members of the Board of Management. Meetings of the Board of Management may be held partly in person and partly by telephone conference or other remote means.
- 18.5 No business shall be transacted by the Board of Management 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, in accordance with subrule 27.2 and 27.3.
- 18.6 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.
- 18.7 At meetings of the Board-
 - 18.7.1 the President or in the absence of the President, the Vice President shall preside; or
 - 18.7.2 if the President and the Vice President are absent, one of the remaining members of the Board of Management may be chosen by the members present to preside.
- 18.8 The Board of Management may grant leave of absence from Board Meetings to a member, for a specific period, upon written request by that member.
- 18.9 A member may not take leave of absence until that member's request has been approved by the Board of Management.

19. Delegation by Board to Sub-Committee

- 19.1 The Board of Management may, by instruction in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Board of Management thinks fit) the exercise of such of the functions of the Board of Management as are specified in the instrument, other than-
 - 19.1.1 this power of delegation; and
 - 19.1.2 a function which is a function imposed on the Board of Management by the Act, by any other law of the territory, or by resolution of the Association in General Meeting.
- 19.2 A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 19.3 A delegation under this rule 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.
- 19.4 Notwithstanding any delegation under this rule, the Board of Management may continue to exercise any function delegated.
- 19.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had done or suffered by the Board of Management.
- 19.6 The Board of Management may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 19.7 A sub-committee may meet and adjourn as it thinks proper.

20. Voting and Decisions

- 20.1 Questions arising at the meeting of the Board of any sub-committee appointed by the Board shall be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- 20.2 Each member present at a meeting of the Board or any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the question will be deemed to be resolved in the negative.
- 20.3 Subject to subrule 18.3, the Board may act notwithstanding any vacancy on the Board.
- 20.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect of any member of the Board or sub-committee.

PART 4 – GENERAL MEETINGS

21. Annual General Meetings – Holding of

- 21.1 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 four months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.
- 21.2 The Association shall hold its first Annual General Meeting-
 - 21.2.1 within the period of eighteen months after its incorporation under the Act; and
 - 21.2.2 within the period of five months after the expiration of the first financial year of the Association.
- 21.3 subrules 21.1 and 21.2 have effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.

22. Annual General Meetings – Calling of and Business at

- 22.1 The Annual General Meeting of the Association shall, subject to the Act, be convened on such date and at such place and time as the Board of Management thinks fit including conducting the meeting by teleconference, over the internet, or by any other electronic means reasonably accessible by the members.
- 22.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be-
 - 22.2.1 to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that Meeting;
 - 22.2.2 to receive from the Board of Management and the auditor or reviewer, reports on the activities of the Association during the last preceding financial year;
 - 22.2.3 to elect members of the Board of Management; and
 - 22.2.4 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;
 - 22.2.5 to confirm the Board of Management's appointment of the Auditor or reviewer for the Association for the financial year following the Annual General Meeting.
- 22.3 The Annual General Meeting may transact special business of which notice is given in accordance with this constitution.
- 22.4 An Annual General Meeting shall be in addition to any other meetings that may be held in the same year and shall be specified as such in the notice convening it in accordance with rule 24.

23. General Meetings – Calling of

- 23.1 The Board of Management may, whenever it thinks fit, convene a General Meeting of the Association to consider a special resolution of the Association.

- 23.2 The Board of Management shall, on the requisition in writing of not less than ten per cent of the total number of members, or in writing of three members of the Board of Management, convene a General Meeting of the Association.
- 23.3 A requisition of members for a General Meeting-
- 23.3.1 shall state the purpose or purposes of the meeting;
 - 23.3.2 shall be signed by the members making the requisition;
 - 23.3.3 shall be lodged with the secretary; and
 - 23.3.4 may consist of several documents in a similar form, each signed by one or more members making the requisition.
- 23.4 Such General Meetings, referred to subrules 23.1 & 23.2 may be conducted per medium of postal ballot or other data transfer means. Any special resolution balloted by this means shall require a two thirds majority to be passed providing that 50% of those eligible to cast a written ballot on or before the date specified by the Secretary for the receipt of ballot papers.
- 23.5 If the Board of Management fails to convene a General Meeting within twenty eight days 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 meeting to be held not more than two months after that date.
- 23.6 A General Meeting convened by a member or members referred to in subrule 23.5 shall be convened as nearly as is practicable in the same manner as General Meetings are convened as nearly by the Board of Management and any member who thereby incurs expense is entitled to be reimbursed by Association for any reasonable expense so incurred.
- 23.7 Ballot procedures for special resolution of General Meetings shall be determined by the Board of Management from time to time subject to a clear twenty-one days from time of issue of the ballot to the closing date for the receipt of completed ballots.

24. Notice of Annual General and General Meetings

- 24.1 The Secretary shall, at least twenty eight days before the date fixed for the holding of any General Meeting, cause to be sent by post or such electronic or other means determined by the Secretary, to each member at the member's recorded address appearing 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.
- 24.2 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 twenty-eight 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 subrule 24.1 specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.
- 24.3 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 that may be transacted pursuant to subrule 22.2.
- 24.4 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 notice from the member.

25. General Meetings – Procedure and Quorum

- 25.1 No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 25.2 20 per cent of Ordinary Members present in person (being members entitled under these rules to vote at a General Meeting and an Annual General Meeting) constitute a quorum for transaction of the business of a General Meeting.

26. Presiding Member

- 26.1 The President, or in the absence of the President, the Vice President, shall preside at each General Meeting and Annual General Meeting of the Association.
- 26.2 If the President and the Vice President are absent from the General Meeting or Annual General, the members present shall elect one of their number to preside at the meeting.

27. Adjournment

- 27.1 The person presiding at a General Meeting or Annual General Meeting at which a quorum is present may, with the consent of the majority 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.
- 27.2 Where a General Meeting or Annual General is adjourned for 14 days or more, the Secretary shall give written 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.
- 27.3 Except as provided in subrules 27.1 and 27.2, notice of an adjournment of a General Meeting or Annual Meeting, or of the business to be transacted at an adjourned meeting, is not required to be given.

28. Making of Decisions

- 28.1 A question arising at a General Meeting or Annual General Meetings of the Association shall be determined on a show of hands and unless a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 28.2 At a General Meeting or Annual General Meeting of the Association, a poll may be demanded by the person presiding or by not less than three members present in person or by proxy at the meeting.
- 28.3 Where the poll is demanded at a General Meeting or Annual General Meeting, the poll shall be taken-
 - 28.3.1 immediately in the case of poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - 28.3.2 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 the matter shall be deemed to be the resolution of the meeting on that matter.

29. Voting

- 29.1 Upon any question arising at a General Meeting or Annual General Meeting of the Association, the voting representatives of Ordinary Members have one vote only.
- 29.2 All votes shall be given personally or by proxy but no member may hold more than ~~three~~ five proxies.
- 29.3 In the case of an equality of votes on a question at a general meeting, the question will be deemed to be resolved in the negative.
- 29.4 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, other than the amount of the annual subscription payable in respect of the then current year.
- 29.5 All members shall be entitled to attend all Annual General Meetings and General Meetings of the Association.
- 29.6 All non-voting members shall have the privilege of the floor but shall not be entitled to vote at the aforementioned meetings.

30. Appointment of Proxies

- 30.1 Each Ordinary member shall be entitled to appoint another Ordinary member as proxy by notice give to the Secretary no later than immediately prior to the commencement of the meetings in respect of which the proxy is appointed.
- 30.2 The notice appointing the proxy shall be in the form set out in Appendix 1 to these rules or such form as determined by the Board from time to time.

PART 5 – MISCELLANEOUS

31. Funds – Source

- 31.1 The funds of the Association shall be derived from annual subscriptions of members, donations 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 of Management determines.
- 31.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the Association's bank account.
- 31.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

32. Funds - Management

- 32.1 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 a manner as the Board of Management determines.
- 32.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by such persons, as the Board of Management shall from time to time nominate for that purpose.
- 32.3 No cheques shall be drawn on the Association's bank account or accounts except for the payment of expenditure that has been approved or ratified by the Board of Management.
- 32.4 True accounts shall be kept:
 - 32.4.1 of all sums of money received and expended by the Association and the manner of which the receipt or expenditure takes place.
 - 32.4.2 Of the property, credits and liabilities of the Association.

33. Alteration of Objects and Rules

- 33.1 Neither the objects of the Association referred to in section 29 of the Act nor these rules shall be altered except in accordance with the Act. Any proposed special resolution shall be subject to at least 28 days notice being given in writing to the Secretary to all voting representatives of Ordinary Members and must be carried by a two-thirds majority of voting representatives of Ordinary Members present personally or by proxy and voting.

34. Common Seal

- 34.1 The common seal of the Association shall be kept in the custody of the Secretary.
- 34.2 The common seal shall not be affixed to any instrument except by the authority of the Board of Management and the affixing of the common seal shall be attested by the signatures of two members of the Board of Management or one member of the Board of Management and of the Public Officer or such person as the Board of Management may appoint to that purpose and that attestation is sufficient for all purposes that the seal was affixed by the authority of the Board of Management.
- [34.3](#) The seal of the Association shall be in the form of a rubber stamp inscribed with the name of the Association encircling the word "seal".
- [34.334.4](#) The Association may execute a document without using the common seal if the document is signed by 2 members of the Board of Management.

35. Custody of Books

- 35.1 Subject to this Act, the regulations and these rules, the Secretary shall keep in his or her control all records, and other documents or securities relating to the Association.

36. Inspection of Books

- [36.1](#) 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.

36.2 Subject to clause 36.3, on the request of a member the Association must give the member a copy of any document if required by the Act or these rules.

36.3 The Board of Management may refuse to provide a copy of any document in accordance with clause 36.2 if it considers that allowing access to the document would be prejudicial to the interests of the Association, or these rules provide for the Board of Management to refuse to provide a copy.

37. Service of Notices

37.1 For the purpose of these rules, a notice may be served by on behalf of the Association upon any member at the members address shown in the registrar of members.

37.2 Where a document is sent to a person by properly addressing, prepaying and posting it the person a letter containing the document, the document shall unless the contrary is proved, be deemed for the purpose of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

38. Surplus Property

38.1 If upon winding up or dissolution of the Association there remains, after satisfaction of all debts and liabilities, any property whatsoever, a fund, authority or institution must be nominated by the Board of Management to receive that property. The fund authority or institution must have objects similar to the objects of the Association, and be a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority or institution referred to in subsection 78 (4) of the income tax act 1936. The property that remains, after the satisfaction of the Association's debts and liabilities, shall not be paid or distributed among the members of the Association. Such property must be given or transferred to the above mentioned fund, authority or institution.

39. Dissolution

30.3 The Association may be dissolved by a resolution passed by a majority of not less than two thirds of members present in person or by proxy at a Special General meeting called for that purpose. The provision of subrule relating to ballot by postal or data transfer means shall not apply in regard to voting on dissolution.

30.4 Twenty-eight days notice shall be given to all members of the Association of any proposal for dissolution of the Association.

40. Public Officer

40.1 The Board of Management shall appoint a person of at least 18 years of age and who resides in the Australian Capital Territory to be the Public Officer in accordance with the Act in particular regulations 57,58,59 and 64.

40.2 If the office of Public Officer becomes vacant the Board of Management shall within 14 days after the vacancy occurred, appoint some other person to be the Public Officer in their place in accordance with the Act.

41. Pecuniary Gain

41.1 The Association must always remain a non-profit organisation without distribution to any member or shareholder of any profit or surplus in accordance with the Associations Incorporation's Act 1991.

42. Auditor or Reviewer

42.1 The Board of Management shall appoint an auditor or reviewer for the Association as prescribed in the act.

42.2 The Annual General Meeting shall confirm the Board of Management's appointment of the auditor or reviewer for the financial year following the Annual General Meeting.

43. Register of Members

- 43.1 The Secretary shall keep a Register of Members and their voting representatives in which shall be entered the names and addresses of all members of the Association, and any other information required by the Act.
- 43.2 ~~The Subject to clause 43.3 the~~ Register of Members and their voting representatives and books of account of the Association shall be open to the inspection of every member of the Association at all reasonable times and shall be tabled and on display at all Annual General Meetings.
- 43.3 The Board of Management:
- 43.3.1 Must refuse to allow inspection of the Register under clause 43.2 if allowing inspection would provide access to personal information of a member without the consent of the member, and
- 43.3.2 May refuse to allow inspection of the Register under clause 43.2 if the Act or these rules provide for the Board of Management to refuse inspection.

44. Income and Property

- ~~44.1~~ ~~The income and property of the Association however derived, shall be applied solely towards the promotion of the objectives of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise, to any member of the Association. ~~The Association's investment portfolio provides ongoing annual income to the Association from interest. The Subject to clause * the base amount of the investment portfolio is defined as \$800,000, and these funds cannot be used by the Association except in the following circumstances:~~~~
- ~~44.2~~ ~~For specified projects that deliver future benefits to the organisation, in which case two thirds of the total Board must approve this use.~~
- ~~44.3~~ ~~For general operational expenses or for covering annual deficits, in which case a special resolution must be passed by the members at an Annual General Meeting or General meeting in accordance with the rules in Part 4 of this Constitution.~~
- ~~44.4~~ ~~In all cases, no more than 20% of the base amount of the investment portfolio can be expended in one financial year.~~
- ~~44.5~~ ~~In all cases, no more than 30% of the base amount of the investment portfolio can be expended in any four year period.~~
- ~~44.6~~ ~~Once this 30% expenditure threshold is reached, no further expenditure is permitted until the investment portfolio is replenished to the base amount of \$800,000.~~
- ~~44.7~~ ~~The value of the investment portfolio compared to the base amount will be reported as an agenda item at every annual general meeting.~~
- ~~44.8~~ ~~The use of funds from the investment portfolio will be reported as an agenda item at the annual meeting for the year the funds were expended.~~
- ~~44.9~~44.1 ~~Notwithstanding subrule 44.1, the Association may authorise the payment in good faith to a worker or member of the Association for:~~
- ~~44.10.1~~44.2.1 ~~remuneration in return for services actually rendered to the Association by the worker or member or for goods supplied to the Association by the worker or member in the ordinary course of business;~~
- ~~44.10.2~~44.2.2 ~~interest at current bank overdraft rate on money lent; or~~
- ~~44.10.3~~44.2.3 ~~a reasonable and proper sum by way of rent for premises let to the Association by the worker or the member.~~
- 44.3 From the date of the 2020 Special General Meeting the Board of Management must establish an Operating Reserve Fund in accordance with the Operating Reserve Policy approved by the Board from time to time and available on the Association's website.
- 44.4 The Operating Reserve Fund must be recorded in the financial records of the Association and managed in accordance with the Operating Reserve Policy.

45. Appointment of Staff

- 45.1 An Executive Director may be employed full time or part time or the position may be left vacant subject to any decision of the Board of Management.
- 45.2 The Executive Director of the Association shall be entitled to compensation for services rendered to the Association, such compensation and possible contract of employment shall be determined by the Board of Management from time to time.
- 45.3 The Board of Management may appoint or may arrange to be appointed such staff as are needed by the Association from time to time and shall designate or arrange to designate the terms of such appointments.

46. Disclosure of Interest in Contracts

- ~~46.1 A member of the Board of Management who has interests in any contract or arrangement made or proposed to be made with the Association, shall disclose that interest at the first meeting of the Board of Management when the contract or arrangement is first taken into consideration if the interest then exists; or, in any other case, at the first meeting of the Board of Management after the acquisition of the interest.
If a member of the Board of Management becomes interested in a contract or arrangement after it is made or entered into, the member shall disclose that interest at the first meeting of the Board of Management after becoming so interested.~~
- 46.1 A member of the Board of Management who has a material personal interest in any matter being considered at a meeting of the Board of Management must disclose the nature and extent of that interest in accordance with the Act.
- 46.2 No member of the Board of Management may be present or vote in respect of any contract or arrangement matter in which that member is so interested and if the member does so vote that vote shall not be counted.