

**CONSTITUTION OF
NURTURING EVOLUTIONARY DEVELOPMENT INC
ACN
An Incorporated Association registered in the ACT
on 13 Feb 2007**

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CONSTITUTION OF
NURTURING EVOLUTIONARY DEVELOPMENT
(Association) Inc. (revised March 2023)

1. NAME

The name of the Association is NURTURING EVOLUTIONARY DEVELOPMENT Inc

2. DEFINITIONS AND INTERPRETATIONS

2.1 Definitions

In these Articles unless otherwise provided or unless there is something in the subject matter or context which is inconsistent, the following expressions shall have the definitions or meanings provided below:

- (a) **"the Constitution"** means this constitution and all amendments or additions to this Constitution.
- (b) **"member"** means a member for the time being of the Board of the Association;
- (c) **"Board"** means the board of members of the Association;
- (d) **"the Law"** means the Law applicable in the ACT and in the Commonwealth of Australia;
- (e) **"Chair"** means the chairperson for the time being of the Board;
- (f) **"register"** means the register of board members of the Association;
- (g) **"the seal"** means the common seal of the Association;
- (h) **"secretary"** means any person appointed to perform the duties of a secretary of the Association and includes an honorary secretary;
- (i) **"Association"** means the Association called Nurturing Evolutionary Development Inc;
- (j) **"state"** means the Australian Capital Territory,
- (k) **"persons"** includes natural persons and bodies corporate. unless otherwise specified

2.2 Interpretation

- (a) In this Constitution:
 - (i) words importing any gender include the other genders;
 - (ii) the word person includes a firm, a body corporate, an unincorporated association or an authority;
 - (iii) the singular includes the plural and vice versa; and
 - (iv) a reference to a statute, code or the Corporations Law (or to a provision of same) means the statute, code, Associations Incorporation Act of the ACT and Corporations Law (or provisions of same) as modified or amended and in operation for the time being, or any statute, code or provision enacted (whether by the ACT or Commonwealth of Australia) in lieu thereof and includes any regulation or rule for the time being in force under the statute, code or Corporations Law.
- (b) An expression used in a particular part or division of the Corporations Law that is given by that part or division a special meaning for the purposes of that part or division has, in any of these Constitution clauses that deals with the matter dealt with by that part or division, unless the contrary intention appears, the same meaning as in that part or division.
- (c) Headings are inserted for convenience and do not affect the interpretation of this Constitution.
- (d) This Constitution displaces all replaceable rules contained in the Model Rules of the Associations Incorporation Act of the ACT or the Corporations Law.

2.3 Interpretation of Constitution

If any doubt shall arise as to the proper construction or meaning of any of this Constitution or of any expression used therein the decision of the Board thereon shall be final and conclusive provided such decision be reduced to writing and recorded in the minute book of the proceedings of the Board.

3. REGISTERED OFFICE

The registered office of the Company shall be at such place in the ACT as the members of the Board may from time to time determine, or at the address of the Public Officer.

4. OBJECTS AND PURPOSES

4.1 Objects

The primary object for which the Association is established is to advance the well-being of Australians and the nation through activities that specifically benefit the community and are practical, inspirational and ethical in nature. The benefit provided will be available to all members of the public and will not be limited to any subsection of the community. By fostering community action and participation, especially for marginalised and disadvantaged groups, we aim to promote the comprehensive and beneficial development of Australian society and an inclusive community ethos; and in particular but not as to limit the foregoing:

- (a) to support, subsidise and promote the *Social Developers' Network* in holding educational, rejuvenating, capacity-building and self-empowerment workshops or activities which embody the principles of the *Social Developers' Network* of participant-focused engagement, sharing and enabling;
- (b) to promote co-operative linkages across charitable organisations and networks having similar aims;
- (c) to provide educational, counselling, training and seed-funding support to individuals who are engaged in discernible community benefit activities, so as to assist their development as effective participants for public well-being;
- (d) to provide seed-funding, mentoring and facilitating connections to individuals who are undertaking innovative projects, which respond to emerging social and economic conditions adversely impacting communities and the wider society;
- (e) to support communities, including marginalised and disadvantaged people, to take responsibility and effective local control over their lives, with the aim of eliminating discrimination and promoting equality, harmony and diversity;
- (f) to promote Restorative Justice, Restorative Practice and other forms of conflict resolution and reconciliation between individuals and groups within Australia;
- (g) to support research into social development within Australia;
- (h) to promote public awareness of the community benefit of the Objects of the Association.

4.2 Powers

Solely for the purpose of carrying out the objects stated above and not otherwise the Association has the power to do all such things as are necessary, incidental or conducive to the attainment of the objects of the Association. For that purpose and not otherwise the Association has the legal capacity of a natural person with all the consequential powers as conferred by section 124 of the *Corporations Law*.

5. APPLICATION OF INCOME AND PROPERTY

5.1 Members General: Payments to board members, officers or servants of the Association

The income and property of the Association shall be applied solely towards the promotion of the objects and purposes of the Association and no portion shall be paid or transferred directly or indirectly by way of bonus, dividend or otherwise howsoever by way of profit to the members of the Association or others, provided that nothing prevents the payment in good faith of:

- (a) remuneration to any of the members, officers or servants of the Association or to any person or organisation in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business;
- (b) interest on any money borrowed from any source at a rate not exceeding commercial market rates of interest for money lent by trading banks from time to time: and
- (c) reasonable and proper rent for premises let to the Association by any member of the Association.

5.2 Members: Payments to board members, officers or servants of the Association

Members shall not be remunerated in their capacity as officers of the Association, but nothing prevents the payment in good faith of:

- (d) out-of-pocket expenses incurred in carrying out the duties of a member where the payments do not exceed an amount previously approved by the Board;
- (e) a financial benefit to a member to which subsection 243K(7A) of the *Corporations Law* refers or payment of an insurance premium in respect of a contract insuring a member to which subsection 243K(7B) of the *Corporations Law* refers;
- (f) for any service rendered to the Association in a professional or technical capacity, where the provision of that service has the prior approval of the Board and is on reasonable commercial terms; and
- (g) as an employee of the Association, where the terms of employment have been approved by a resolution of the Board.

6. MEMBERS

6.1 Number of members

The number of members of the Association shall be from six to twelve, and they shall comprise the Board of the Association (equivalent of the 'Committee' specified in the ACT Model Rules).

6.2 FIRST BOARD MEMBERS

The First Board Members of the Association are Michael G. MAHER, Sylvia June BAKER, Jeanette Elizabeth (Beth) BASNETT, Bernard (Ben) LEEMAN, David PURNELL, Mary PORTER, John R. RUSSELL, and Edward Arthur (Ned) ICETON

6.3 Admission to Board membership

- (h) In addition to the first members, such other persons as may be admitted to the Board in accordance with the Constitution shall be entered in the Register and shall be members of the Association unless and until such membership is determined by virtue of any of the powers contained in this Constitution.
- (i) Every nominee for membership shall have participated in at least one annual *Social Developers' workshop* and shall be nominated in such form and manner and to such person as the Board may from time to time prescribe. Membership is open to individuals but not open to legal entities such as citizen organisations or businesses.
- (j) The nominee shall agree that if admitted as a member he, or she will be bound by the provisions of the Constitution of the Association and of the by-laws and pronouncements of the Board then in force or which may from time to time be in force.
- (k) The Board may in its discretion and without being required to assign any reason reject any nominee for admission to membership of the Association.
- (l) Upon acceptance or rejection of a nomination for membership, the secretary shall, as soon as reasonably possible, give the applicant notice in writing of such acceptance or rejection.
- (m) There shall be only one class of members known as ordinary members and there shall be no honorary or life members.

6.5 Membership fees

The Board may impose such membership fees as it may determine from time to time, but no member shall be relieved of the payment of any prescribed board membership fee.

6.6 Termination of membership

The Board may in its discretion terminate or suspend the membership of any member by a simple majority vote, if such member:

- (a) is properly found by a guardianship tribunal, board or court to be incapable of performing the responsibilities of a member or of managing his or her estate;
- (b) is convicted of any offence punishable by imprisonment; or

- (c) becomes a person who in the opinion of the majority of the Board is no longer a proper person to be a member.

6.7 Resignation of Members

Any member may resign from the Association at any time by giving his or her written resignation to the secretary. The resignation shall take effect at the time the written resignation is received unless a later date is specified in the notice when it shall take effect on that later date.

6.8 Register of members

A Register of members shall be kept in accordance with the Law.

6.9 Liability: The liability of the members is limited.

7. GENERAL MEETINGS

7.1 Annual general meeting

Subject to the Law, annual general meetings of the Association shall be held in each year at such time and place as the Board may determine.

7.2 Business of annual general meeting

The business of the annual general meeting shall be:

- (a) to read and confirm minutes of the previous annual general meeting and of any extraordinary general meeting held during the preceding year,
- (b) to receive the annual reports and foreshadowed plans;
- (c) to receive the auditor's reports;
- (d) to receive the accounts;
- (e) to appoint an auditor;
- (f) to elect members and office bearers of the Board; and
- (g) to consider any other business the general nature of which shall have been specified in the notice convening the meeting or which the chairperson of the meeting permits to be brought before the meeting.

7.3 Extraordinary general meetings

- (a) All general meetings, other than the annual general meeting, and the annual mid-year meeting shall be called extraordinary general meetings.

- (b) The secretary shall convene an extraordinary general meeting within 28 days of:
 - (i) being directed to do so by the Chair or any 2 Board members;
 - (ii) being given a requisition in writing signed by not less than 4 Board members; or
 - (iii) being given direction from the previous AGM to call such a meeting, or following a decision by networking among Board members
- (c) A requisition mentioned in clause 7.3(b)(ii) shall clearly state reasons why such extraordinary general meeting is being convened and the nature of the business to be transacted at such meeting.

7.4 Business of extraordinary general meetings

The business of an extraordinary general meeting shall be to consider the business, the general nature of which shall have been specified in the notice convening the meeting or which the chairperson of the meeting permits to be brought before the meeting.

7.5 Notice of general meetings

At least 28 days' notice specifying the date, day and time of the general meeting and the business to be transacted at the meeting shall be given to the members in the manner provided in clause 18 or in such other manner if any as may be prescribed by the Association in general meeting.

7.6 Special business

All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting except for those matters specified in paragraphs (a) to (f) (inclusive) of clause 7.2

8. PROCEEDINGS OF GENERAL MEETINGS

8.1 Quorum

Three (3) members personally present (including the Chair or the Secretary) shall be a quorum for a general meeting.

8.2 Lack of quorum

- (a) If within 30 minutes from the time appointed for the meeting a quorum is not present the general meeting, if convened upon the requisition of members, shall be dissolved and shall stand adjourned to such other day time and place as the Chair or the Secretary may then appoint.
- (b) If at such adjourned meeting a quorum of members is not present in person within 30 minutes from the time appointed for the meeting the meeting shall be dissolved.

8.3 Chairperson

The Chair shall preside as chairperson at every general meeting. If there is no Chair or the Chair is not present at any meeting within 30 minutes after the time appointed for the holding of such meeting or is unwilling to act, the members of the Association present in person may choose from their number a chairperson of the meeting.

8.4 Adjournment of meeting

The chairperson of a general meeting may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

8.5 Notice of adjournment

- (a) When a general meeting at which a quorum was present is adjourned for 30 days or more, notice of such adjournment shall be given to the members and so far as practicable in the same manner as the original meeting.
- (b) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

8.6 Method of voting

Every resolution submitted to a general meeting shall be decided normally by consensus or by a show of hands unless before, or upon the declaration of the show of hands, a poll is demanded by:

- (a) the chairperson of the meeting; or
- (b) not less than 2 members present at the meeting in person.

There shall be no proxy voting.

8.7 Poll

- (a) Subject to clause 8.7(c), if a poll is duly demanded it shall be taken either at once or after an interval or adjournment or otherwise as the chairperson directs.
- (b) The result of the poll shall be the resolution of the meeting at which the poll was demanded.
- (c) A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith.

8.8 Evidence of vote

Unless a poll is demanded as provided by clause 8.7, at a general meeting a declaration by the chairperson of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried

by a particular majority and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

8.9 Dispute as to vote

In the case of any dispute as to the admission or rejection of a vote, the chairperson of the meeting shall determine the dispute and such determination made in good faith shall be final and conclusive.

8.10 Resolutions

- (a) A resolution of any business at any general meeting shall be decided by consensus or by a majority of votes (an "ordinary resolution").
- (b) A resolution in writing signed by all the members shall be as valid and effectual as if it had been passed at a meeting of members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members.

9. VOTES OF MEMBERS

9.1 Giving of votes

- (a) At meetings of members where votes are to be counted each member entitled to vote may vote in person and on a show of hands every person present who is a member shall have 1 vote, and on a poll every member present in person shall have 1 vote.
- (b) However, members who are indebted to the Association as at the time of the general meeting in respect of any annual membership fee, subscription or levy or other payment whatsoever are entitled to speak on a motion but not entitled to vote.

9.2 Casting vote

The chairperson of any general meeting shall be entitled to vote and in case of an equality of votes he or she shall be entitled to a casting vote in addition to his or her deliberative vote.

9.3 Members of unsound mind

A member who as a result of a disability, illness or condition lacks the capacity to vote may not vote.

9.4 Objections

No objection shall be raised to the qualifications of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

10. MANAGEMENT: BOARD AND EXECUTIVE COMMITTEE

10.1 The Board and Executive Committee

The Association shall be managed by the Board, and by the Executive Committee in between meetings.

10.2 Number of members on the Board; and Executive Committee

- (a) The Board shall consist of not more than 12 persons – including office bearers and ordinary members - who shall be appointed in accordance with this Constitution;
- (b) The office bearers shall be (i) President, (ii) Vice-President, (iii) Treasurer, (iv) Secretary, (v) Public Officer.
- (c) There shall be up to seven other members of the Board.
- (d) At the Board's discretion, the offices of Secretary and Treasurer may be combined.
- (e) The Executive Committee shall comprise the President, Vice-President, Treasurer and Secretary, and any other Board members elected by the Board.
- (f) The Board shall have power to co-opt members to the Board for specified terms.

10.3 The first Board

The members of the first Board shall be as specified in 6.2

10.4 Appointment of members to the Board

- (a) Including members of the first Board, all members must be members of the *Social Developers' Network* with a history of multiple attendance at workshops; and new appointees shall be nominated and appointed by existing members of the Board.
- (b) The Board may, at the meeting at which a member retires, by resolution fill the vacated office by electing another person to that office.
- (c) The term of office of Board members is three years, and members are eligible for re-election.
- (d) The term of the Executive committee members is three years, and members are eligible for re-election.

10.5 Casual vacancies

- (a) Any casual vacancy of a member shall be filled by appointment by the Board with the person so appointed taking the place of the member in respect of whom the vacancy occurred.

- (b) A person appointed to fill a casual vacancy or as an addition to the existing members of the Board in accordance with the previous sub-clause shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining those members of the Board who are to seek re-election by rotation at that meeting.
- (c) In the event that the number of Board members is reduced to less than 3 then and in such case the continuing members may act only for the purpose of filling the vacancies until there are at least 3 members of the Board.

10.6 Cessation of membership of the Board

A member shall cease to be a member and his or her position as member shall become vacant accordingly if:

- (a) he or she dies;
- (b) he or she retires or resigns his or her position by notice in writing to the secretary;
- (c) without permission of the Board, he or she fails to attend 3 consecutive meetings of the Board and in any such case the Board then declares him or her to be no longer a member;
- (d) he or she is adjudicated bankrupt or enters into a deed of arrangement or assigns his or her estate for the benefit of his or her creditors;
- (e) he or she is found by an appropriate guardianship tribunal, board or court to be incapable of performing the duties and responsibilities as a board member or of managing his or her estate.
- (f) he or she is convicted of an indictable offence;
- (g) he or she fails to comply with this Constitution and any rules, regulations or by-laws of the Association and the Board then declares him or her to be no longer a member;
- (h) he or she is excluded from the Board by the members of the Board by the passing of an ordinary resolution in general meeting that he or she be excluded from the Board.

10.7 Effect of cessation of membership of the Board

If a member ceases to be a member in accordance with any of the provisions of the previous clause, he or she shall immediately resign as a member of the Association and the Board shall consider appointing a successor.

10.8 Notice of proposed exclusion

Every member to be excluded from the Board under clause 10.6(h) shall have 21 clear days notice in writing sent to him or her of the general meeting and such notice shall contain a draft of the proposed resolution and a statement outlining the reasons for proposing such resolution and such member may attend the general meeting and shall be given the opportunity to place before the meeting orally or in writing any explanation or defence he or she may think fit. This clause is in addition to section 227 of the Corporations Law.

10.10 Compliance with Constitution

Each member shall be deemed to have agreed to be bound by this Constitution and by such rules, regulations and by-laws as may be made from time to time by the Board.

11. MEETINGS OF THE BOARD

11.1 Meeting times

The board members shall meet together on a periodical basis for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit. Wherever possible there shall be at least two meetings per year, including the Annual General Meeting.

11.2 Quorum

Subject to clause 11.12, below, a quorum shall consist of a majority of the board members in office at the time; and no business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of the meeting.

11.3 Notice of board meetings

The Board shall appoint a day, or days, in any month or months for regular meetings at an hour to be named and no additional notice to members of such meetings shall be required.

11.4 Special meetings of the Board

- (a) The Chair or any 2 members may requisition a special meeting of the Board at any time, whereupon the secretary shall convene a meeting of the Board.
- (b) At least 14 days' notice of the time and place of a special meeting of the Board shall be given in writing to every director. The notice shall be given as provided in clause 18. The business of the meeting need not be specified in the notice and the accidental omission to give notice or the non-receipt of any such notice by any of the directors shall not invalidate any resolution passed at any such meeting.
- (c) The chairperson shall have power to dispense with the requirement for notice when dealing with matters of extreme urgency, provided all members receive reasonable notice of the special meeting.

11.5 Chairperson

The Chair shall preside as chairperson at every meeting of the Board, or if at any meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting then the members may choose one of their number to be chairperson of that meeting of the Board.

11.6 Minute book

- (a) The Secretary shall cause minutes to be duly entered in the books provided for the purpose of recording:
 - (i) all elections of members of the Board, with names and contact details;
 - (ii) the names of the persons present at each meeting of the Board;
 - (iii) all resolutions and proceedings of each meeting of the Board.
- (b) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every meeting of the Board shall be signed by the chairperson of that meeting or the chairperson of the next succeeding Board meeting verifying their accuracy.
- (c) Similarly, the minutes of every extraordinary meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding extraordinary or general meeting.
- (d) However, the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding extraordinary meeting, general meeting or annual general meeting.
- (e) The minute book and documents of the association shall be open to inspection of any member of the board who applies to the secretary for such inspection.

11.7 Voting at Board meetings

Subject to clause 11.10, each board member present shall be entitled to 1 vote on any question arising at any meeting of the Board.

11.8 Casting vote

The chairperson of the Board meeting shall be entitled to vote and, in the case of an equality of votes, the chairperson shall have a casting vote in addition to his or her deliberative vote.

11.9 Resolution

A resolution of any matter arising at any meeting of the Board shall be decided by a majority of votes. There shall be no proxy votes.

11.10 No vote in respect of interested contracts

- (a) A member shall not be entitled to vote at any Board meeting of the Association in respect of any contract or proposed contract with the Association in which he or she is in any way directly or indirectly interested or in respect of any matter arising out of such contract or proposed contract.
- (b) Notwithstanding any rule of law or equity to the contrary or clause 11.10(a) above, but *subject to the provisions of the law concerning disclosure of interest* by members:
 - (i) no contract or arrangement entered into by or on behalf of the Association with any company or body of or in which any member is a director, member or otherwise in any way interested shall be liable to be impeached affected or avoided by reason of the member holding office or of the fiduciary relation thereby established;
 - (ii) a member may vote in respect of any contract or arrangement in which he or she is so interested and may attach the affixing of the seal to any deed or document relating thereto.

11.11 Resolution in writing

- (a) A resolution in writing signed by all members shall be as valid and effective as if it had been passed at a meeting of the Board duly called and constituted.
- (b) Any such resolution may consist of several documents in like form each signed by one or more board members.
- (c) The resolution is passed when the last board member signs.

11.12 Electronic communication

- (a) For the purpose of this Constitution, the contemporaneous linking together by telephone, radio, closed circuit television or other electronic means of audio or audio-visual communication or other means of communication of a number of members not less than the quorum together with the secretary or treasurer, whether or not any one or more of the members is out of the Commonwealth of Australia, shall be deemed to constitute a meeting of the Board and all the provisions in the Constitution as to meetings of the members shall apply to such meetings as long as the following conditions are met:
 - (i) all the members for the time being entitled to receive notice of a meeting of the Board may receive notice of such a meeting by telephone or other means of communication and be linked by telephone or such other means for the purposes of such meeting;
 - (ii) each of the members taking part in the meeting by telephone or other means of communication and the secretary or treasurer must be able to hear each of the other members taking part at the commencement of the meeting;
 - (iii) at the commencement of the meeting each director must acknowledge his or her presence for the purpose of a meeting of the Board of the Association to all the other members taking part.

- (b) A member may not leave the meeting by disconnecting his or her telephone or other means of communication unless he or she has previously obtained the express consent of the chairperson of the meeting and a board member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless he or she has previously obtained the express consent of the chairperson of the meeting to leave the meeting as aforesaid.
- (c) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairperson of the meeting and by the secretary or treasurer.

11.13 Compensation and expenses

Members shall not receive any salary or dividend for their services as Board members. By resolution of the Board, a reasonable sum for expenses (if any) may be allowed for attendance at each annual, general or extraordinary meeting of the Association provided that nothing herein shall prevent the payment of remuneration to any member in consideration for professional or other services rendered to the Association in any capacity other than that of Board member.

11.14 Board members may contract with the Association

Any member shall, notwithstanding his or her office, be at liberty to enter into any contract with the Association either as vendor, purchaser or otherwise or to perform any services for the Association for a reward or remuneration provided that, where the nature and extent of his or her interest in any such contract does not appear on the face thereof he shall disclose the same to the Board at or prior to the meeting of the Board at which the contract is considered and provided that he shall not unless invited by the Board so to do, take part in any discussion or debate and shall not vote on any resolution relating to any such contract or to any services to be performed as aforesaid.

12. POWERS AND DUTIES OF THE BOARD

12.1 Control of management

Subject to the Law and to any other provision of this Constitution, the Board:

- (a) shall have the general control and management of the administration of the affairs, property and funds of the Association;
- (b) may pay all expenses incurred in forming the Association; and
- (c) may exercise all such powers of the Association.

12.2 General powers

Without limiting the generality of clause 12.1, the Board may exercise all the powers of the Association to:

- (a) borrow or raise or secure the payment of money in such manner as the members of the Board may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way;
- (b) borrow amounts from members and pay interest on the amounts borrowed;
- (c) charge any property or business of the Association;
- (d) issue debentures or give any other security for a debt, liability or obligation of the Association or of any other person or body corporate;
- (e) invest in such manner as the Board may from time to time determine;
- (f) make, amend or repeal by-laws or regulations, not inconsistent with this Constitution for the general conduct and management of the Association and the business of the Board, provided that any by-law may be set aside by a general meeting of Board members;
- (g) appoint, employ, remove or suspend such employees, contractors, agents, consultants and other persons as may be necessary or convenient for the purposes of the Association on such terms and conditions as shall be determined by the Board; and
- (h) enter into any trust arrangements with a trustee, corporate or otherwise, for the purpose of creating a trust fund or funds.

12.3 Board sub-committees

- (a) **(Appointment of sub-committees):** Apart from its Executive Committee, the Board may from time to time appoint sub-committees consisting of Board members and may delegate thereto such business or matters as the Board may deem fit.
- (b) **(Quorum):** The quorum of any sub-committee consisting of 4 or more Board members shall be 3, and if the committee consists of less than 4 the quorum shall be 2
- (c) **(Chairperson):** The chairperson of each Board sub-committee shall be elected by the members on the Board sub-committee.
- (d) **(Appointment):** Any member may be appointed to any Board sub-committee and any member may be appointed to more than one Board sub-committee.
- (e) **(Membership):** Membership of Board sub-committees shall not necessarily be confined to Board members.

- (f) **(Committee can co-opt others):** Each Board sub-committee may co-opt any person to serve on that sub-committee and may itself establish such sub-committees as it considers necessary or desirable provided that membership of sub-committees shall not be confined to Board members.
- (g) **(Meetings of sub-committees):** The meetings and proceedings of Executive Committee meetings and of each Board sub-committee shall be governed by such rules as may from time to time be made by the members of each such Board committee and subcommittee and, in default of such rules, by the provisions contained in this Constitution, where applicable, for regulating the meetings and proceedings of the Board.

13. MANAGING DIRECTOR

13.1 Appointment of managing director

The Board members may from time to time appoint one of their number to the office of managing director for such period and on such terms and they think fit, and, subject to the terms of any agreement entered into in a particular case, may revoke any such appointment.

13.2 Powers of managing director

- (a) The Board members may, upon such terms and conditions and with such restrictions as they think fit, confer upon a managing director any of the powers exercisable by them.
- (b) Any powers so conferred may be concurrent with, or for the time of such appointment be to the exclusion of, the powers of the members.
- (c) The Board may at any time withdraw or vary any of the powers so conferred on a managing director.

14. DISPUTE RESOLUTION

Where there is a dispute between members of the association, or between a member and the association, the principles of restorative practice (both formal and informal) will be used, to achieve a resolution which restores and builds the community spirit of the organisation and relationships within it.

15. INSPECTION OF RECORDS

The Board members shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Association or any of them will be open to the inspection of persons other than members, and a person other than a member does not have the right to inspect any document of the Association except as provided by law or authorised by the Board members of the Association in general meeting.

16. FUNDS

16.1 Source of funds

Funds will be derived from donations of cash or other assets, from the return on such assets, and from recouping the costs of workshops and similar activities.

16.2 Funds to be banked

All moneys when received on account of the Association shall be paid into the account or accounts of the Association at a financial institution decided by the Board.

16.3 Signing of cheques

All bills of exchange, promissory notes or other negotiable instruments shall be accepted, made, drawn or endorsed on behalf of the Association by any 2 Board members or any member and the secretary authorised by the Board from time to time to accept, make, draw or endorse bills of exchange, promissory notes or other negotiable instruments on behalf of the Association.

16.4 Endorsement of cheques

Cheques or other negotiable instruments paid to the financial institution of the Association for collection requiring the endorsement of the Association may be endorsed by any member as may be appointed from time to time by the Board.

16.5 Ratification of expenditure

All expenditure shall be approved or ratified at a Board meeting.

16.6 Books of account and Custody:

Proper books of account shall be kept and maintained either in electronic, written or printed form showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature, along with provision for the safe custody of all books, documents and securities.

17. ACCOUNTS OF THE ASSOCIATION

17.1 Consideration of accounts

At each annual general meeting the accounts of the Association for the previous year ended June 30 shall be received and considered.

17.2 Audit of accounts

- (a) The accounts of the Association for each year ended June 30 shall be examined and reported on by 1 or more auditors.
- (b) The auditors of the Association shall be appointed by the Board provided that no person may be appointed auditor unless the auditor is a member of the Institute of Chartered Accountants in Australia or the Australian Company of Certified Practising Accountants, and provided that no person who is a Board member of the Association may be appointed auditor of the Association.
- (c) The auditors shall hold office until their successors are appointed and they shall be eligible for reappointment.
- (d) The Board shall fill any casual vacancy in the office of auditor but while any such vacancy continues the surviving or continuing auditor or auditors (if any) may act.
- (e) The Board shall fix the remuneration of auditors.

18. NOTICE

18.1 Notice Requirements

A notice may be given by the Association to any Board member either personally or by sending it by post to the member at the member's registered address or by facsimile or email to the member's-registered facsimile or email number. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting, on the fourth day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where a notice is sent by facsimile or email, service of the notice shall be deemed to be effected on the date of its transmission

18.2 Recipients of notice

Notice of every general meeting shall be given in any manner authorised in this Constitution to:

- (a) every member whose name and address are recorded in the Register; and
- (b) the auditor.

19. FINANCIAL YEAR

The financial year of the Association shall end on 30 June in each year.

20. AMALGAMATION

In furtherance of the objects and purposes of the Association, the Association may amalgamate with any one or more organisations having objects similar to those of this Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as that imposed upon this Association, and which is a fund, authority or institution which is similarly exempt from Income Tax under sub-division 50-5 of the Income Tax Assessment Act 1997 as amended from time to time.

21. WINDING UP OR DISSOLUTION

21.1 Members' contribution on winding up

Every Board member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while that person is a Board member or within one year afterwards for payment of the debts and liabilities of the Association contracted before that person ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, provided that such amount (which) may be required from any individual member shall not exceed twenty dollars (\$20.00).

21.2 Distribution of surplus

If upon the winding up or dissolution of the Association there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other organisation having objects similar to those of this Association and which shall prohibit the distribution of its or their income and property among its or their members, and also is a fund, authority or institution which is similarly exempt from income tax under sub-division 50-5 of the Income Tax Assessment Act 1997 as amended from time to time.

22. INDEMNITY AND INSURANCE

22.1 The Board members may on behalf of the Association and, subject to the terms of this clause and to the maximum extent permitted by law, grant an indemnity to any person who is or has been an officer or employee of the Association or a subsidiary of the Association or a permitted person against liabilities incurred by that person in such capacity.

22.2 The indemnity granted by clause 22.1 may only be relied on by the person in whose favour it has been granted if that person:

- (a) upon becoming aware of a claim or potential claim immediately notifies the Association and provides to the Association all information, records, statements and assistance that the Association may reasonably require in relation to the claim or potential claim;
- (b) does not admit liability for or settle or attempt to settle any such claim or incur any costs or expenses in connection with such claim without the prior written consent of the Board of the Association;
- (c) has behaved in accordance with the law; and
- (d) co-operates with the Association in the defence of the claim and in respect of any action taken to recover contribution or an indemnity in respect of the claim.

22.3 The Association at its expense shall be entitled to conduct the defence or settlement of any such claim except in circumstances where an insurer insures the person or the Association in respect of the claim and has exercised its rights under a policy of insurance to conduct the defence or settlement of the claim.

22.4 The Association may enter into a contract of insurance, or pay the premium in respect of a contract of insurance, which insures a person referred to in clause 22.1 against any liability incurred by the person in such capacity.

22.5 The benefits of each indemnity given by or pursuant to this Article continue, notwithstanding that:

- (a) a person who is conferred a benefit by this clause ceases to hold office with the Association for any reason whatsoever; or
- (b) the terms of this clause are later modified or deleted;
- (c) but only in respect of any liability arising from any act or omission occurring prior to the cessation, modification or deletion as the case may be.

22.6 In this clause "officer", in relation to an Association means:

- (a) a Board member, secretary or principal executive officer;
- (b) a receiver, or receiver and manager, of property of the Association;
- (c) an administrator of the Association;

- (d) an administrator of a deed of arrangement executed by the Association;
- (e) a liquidator of the Association; and
- (f) a trustee or other person administering a compromise or arrangement made between the Association and another person or other persons.

22.7 In this clause "permitted person" means:

- (a) an agent or auditor of the Association or an agent or auditor of a subsidiary of this Association;
- (b) a person appointed as trustee by the Association or by a subsidiary of this Association; or
- (c) a person acting as trustee at the express request of the Association or a subsidiary of the Association.

23. ALTERATION OF CONSTITUTION

This Constitution, or any other Constitution for the time being in force, may be altered, rescinded or repealed and new provisions may be made by the Association in a Board meeting in the manner prescribed by the Law. Nothing whether contained in the Constitution for the time being in force or otherwise howsoever shall be construed as implying or creating any privilege, priority or right in favour of any Board member so as to limit the power of the Association at any time to alter rescind or repeal the same to make new Constitution in their place.
