



Association for
Behaviour Analysis Australia

Adopted Constitution of Association for Behaviour Analysis Australia

ACN 165099392
DATE: 23/9/2021

Association for Behaviour Analysis Australia
PO Box 61
Sandy Bay, TAS 7005
Email: admin@auaba.com.au
Website: auaba.com.au
ABN 24165099392

The Association for Behaviour Analysis Australia acknowledges the Australian Aboriginal and Torres Strait Islander peoples of this nation. We acknowledge the Traditional Custodians of the lands on which our association is located and where we conduct our business. We pay our respects to ancestors and Elders, past and present. The Association of Behaviour Analysis Australia is committed to honouring Australian Aboriginal and Torres Strait Islander peoples' unique cultural and spiritual relationships to the land, waters and seas and their rich contribution to society.

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Corporations Act 2001

Public Company Limited by Guarantee Constitution of Association for Behaviour Analysis Australia

ACN 165099392

1. Definitions and interpretation

1.1. Definitions

In this Constitution (unless the context otherwise requires):

- 1.1.1. **“ABA”** means applied behaviour analysis;
- 1.1.2. **“ASIC”** means the Australian Securities and Investments Commission;
- 1.1.3. **“Association”** means Association for Behaviour Analysis Australia ACN 165099392;
- 1.1.4. **“Auditors”** means the auditors for the time being of the Association;
- 1.1.5. **“BACB”** means the Behavior Analyst Certification Board, Inc;
- 1.1.6. **“Board Members”** means working board members;
- 1.1.7. **“Business Day”** means the period from 9.00am to 5.00pm during a day of the week which is not a Saturday, Sunday or public holiday in New South Wales;
- 1.1.8. **“Chairperson”** means:
 - 1.1.8.1. in respect of a meeting of the Board, the person appointed as chairperson in accordance with clause 15.2;
 - 1.1.8.2. in respect of a general meeting, the person appointed as chairperson in accordance with clause 19.3;
- 1.1.9. **“Constitution”** means the constitution for the time being of the Association;
- 1.1.10. **“Corporations Act”** means the Corporations Act, 2001(Cth);
- 1.1.11. **“Director”** means a director of the Association appointed in accordance with clause 11.2;
- 1.1.12. **“Financial Year”** means each 12 month period ending on 30 June or such other date as determined by the Directors and approved by ASIC;
- 1.1.13. **“Member”** means a member for the time being of the Association;
- 1.1.14. **“Objects”** has the meaning given to it in clause 4;
- 1.1.15. **“Office”** means the Association’s registered office situated as specified in clause 3;
- 1.1.16. **“Register”** means the register of Members of the Association;
- 1.1.17. **“Secretary”** means any person appointed to perform the duties of a secretary of the Association and includes an honorary secretary. If there are joint secretaries, any one or more of the joint secretaries;

- 1.1.18. **“State”** means New South Wales; and
- 1.1.19. **“Supreme Court”** means the Supreme Court of New South Wales.

1.2. Interpretation

Unless the contrary intention appears in this Constitution:

- 1.2.1. words used to denote persons generally or imports a natural person include any corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (but this intention does not apply to limit or extend distinctions between natural persons and corporations in relation to membership of the Association, the Board, Directors and any committees);
- 1.2.2. in writing and written includes printing, electronic and other modes of representing or reproducing words in a visible form;
- 1.2.3. the singular includes the plural and vice versa;
- 1.2.4. words importing one gender include the other genders (but not to limit the distinctions between natural persons and corporations in relation to membership of the Association, the Board, Directors and any committees);
- 1.2.5. a reference to a person includes that person’s successors and legal personal representatives;
- 1.2.6. a reference to a section, statute, regulation, proclamation, ordinance or by-law includes all sections, statutes, regulations, proclamations, ordinances or by-laws amending, consolidating or replacing it, whether passed by the same or another governmental authority with legal power to do so and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
- 1.2.7. a reference to a clause is a reference to a clause of this Constitution;
- 1.2.8. where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- 1.2.9. headings and boldings are for convenience only and do not affect its interpretation;
- 1.2.10. where anything required to be done under this Constitution falls to be done on a day which is not a Business Day it is deemed to be required to be done on the first Business Day following the date upon which it would otherwise be required to be done;
- 1.2.11. a reference to the Corporations Act is a reference to the Corporations Act as modified or amended from time to time;
- 1.2.12. terms defined in the Corporations Act have the same meaning in this Constitution; and
- 1.2.13. notices must be in writing.
- 1.2.14. Application of the Corporations Act

- 1.2.14.1. This Constitution is to be interpreted subject to the Corporations Act.
- 1.2.14.2. Sections of the Corporations Act that apply as replaceable rules to companies under the Corporations Act do not apply to this Association.

2. Name

- 2.1. The name of the company is Association for Behaviour Analysis Australia (the Association).

3. Office

- 3.1. The Office of the Association will be situated in New South Wales.

4. Objects

The primary objects of the Association (the Objects) are:

- 4.1. to represent Australia within the international ABA community;
- 4.2. to empower clinicians to use evidence-based practices;
- 4.3. to improve public, government, and industry understanding of behaviour analysis and its importance to society;
- 4.4. to increase the knowledge and skills of professionals working in the field of behaviour analysis through courses, conferences, and workshops;
- 4.5. to provide a forum for the interchange of ideas and knowledge among people involved in the field of behaviour analysis;
- 4.6. to encourage basic and applied research into behaviour analysis that will advance the knowledge base within Australia;
- 4.7. to keep a register of certified behaviour analysts who are Members; and
- 4.8. to promote BACB certification across ABA practitioners.

5. Functions and Powers of the Association

- 5.1. The powers of the Association are those contained in the Corporations Act. Without limitation, the Association has power, within and outside the jurisdiction of incorporation to register or ensure the recognition of the Association as a body corporate in any place outside the jurisdiction of incorporation.
- 5.2. The Association must only exercise its powers to:
 - 5.2.1. carry out the Objects; and/or
 - 5.2.2. do all things incidental or convenient to carry out the Objects.
- 5.3. The income and property of the Association may only be used to:
 - 5.3.1. carry out the Objects; and/or
 - 5.3.2. do things incidental or convenient to carry out the Objects.
- 5.4. No part of the income, property or profits of the Association, may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or otherwise to any Members or Directors.
- 5.5. Clause 5.4 does not prevent:

- 5.5.1. the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business; or
- 5.5.2. the reimbursement of expenses incurred by any Member on behalf of the Association.

6. Member's Liability

- 6.1. Every Member will contribute to the property of the Association, where the Association is wound up:
 - 6.1.1. while the Member is a Member; or
 - 6.1.2. within one year after the Member ceases to be a Member, for payment of the debts and liabilities of the Association contracted before the Member ceases to be a Member and the costs, charges and expenses of winding up and adjustment of the rights of the contributories among themselves.
- 6.2. The liability of each Member is limited to a contribution of \$20.

7. Membership

- 7.1. Membership is open to all individuals interested or actively engaged in teaching, research, or application of the principles of ABA. To be eligible for membership a person must apply to the Association for membership by submitting a completed application form (the form of which will be as the Directors prescribes from time to time), pay the annual membership fee and meet the criteria for at least one of the classes of membership as defined in the by-laws.
- 7.2. The Directors may require an applicant to provide further information before considering the application.
- 7.3. An appointed committee by the Directors will review all applications. At the next committee meeting held after the receipt of each application for membership, such applications will be considered by the committee. The committee will determine to admit or reject the applicant. A person whose membership is rejected shall have the right to appeal and/or lodge grievances against the membership rejection as established by the Directors.
- 7.4. If an applicant's association application is rejected, the annual membership fee will be refunded to them.
- 7.5. If an applicant has been accepted for membership the Secretary will send to the successful applicant a notice of acceptance and will record the name, address, class of membership of the Member any other particulars the Directors or the members at a general meeting decide in the Register.
- 7.6. Each Member will be a Member for an initial term commencing on the date of acceptance for membership. Membership will renew on an annual basis subject to the payment of the annual membership fee.
- 7.7. The amount of the annual membership fee will be determined by the Directors and will be payable by Members at such times and in such manner as the Directors determines from time to time.

8. Classes of Membership

- 8.1. The classes of membership are defined in the by-laws of the Association.
- 8.2. The Directors may, from time to time, determine:
 - 8.2.1. the various classes of membership of the Association;
 - 8.2.2. the rights attached to being a Member in each class.
- 8.3. These classes and the requirements of Membership are outlined in the by-laws.
- 8.4. A Member may be a Member of only 1 category of membership at any 1 time, even if the Member is eligible for 2 categories of membership.

9. Qualifications of Members

- 9.1. The qualifications required of Members and the criteria to be met for the classes of Membership of the Association shall be determined by the Directors.

10. Cessation of Membership

- 10.1. Subject to this Constitution, the Directors may at any time and from time to time remove a Member from membership of the Association, and the name of the Member from the Register where:
 - 10.1.1. the Member resigns by giving notice to the Secretary;
 - 10.1.2. the Member ceases to be eligible for membership;
 - 10.1.3. the Member becomes bankrupt, makes a composition with his or her creditors, or dies; or
 - 10.1.4. the Member is expelled in accordance with clause 10.2.
- 10.2. Expulsion of a Member
 - 10.2.1. If a Member wilfully refuses or neglects to comply with the Constitution, violates the code of ethics, violates any policy of the Association, or is guilty of any conduct which, in the opinion of the Directors, is unbecoming of a Member or prejudicial to the interests of the Association, the Directors may by resolution censure, suspend or expel the Member from membership of the Association.
 - 10.2.2. At least one week before a meeting of the Directors at which a resolution to censure, suspend or expel a Member is passed the Member must be given notice of:
 - 10.2.2.1. the date of such meeting;
 - 10.2.2.2. what is alleged against the Member; and
 - 10.2.2.3. the intended resolution.
 - 10.2.3. That Member must, at such meeting, and before the passing of such resolution have an opportunity of giving verbally or in writing any explanation or defence the Member thinks fit.
 - 10.2.4. Where a resolution is passed by the Directors for expulsion, the Member will be expelled.
 - 10.2.5. The Directors may exclude a Member whose expulsion is being considered from participation in the affairs of the Association until the question of expulsion has been dealt with.
- 10.3. Effect of cessation of membership

- 10.3.1. Any Member whose membership terminates for any reason will continue to be liable for any sum due by that Member (if any) to the Association.
- 10.3.2. Every person ceasing to be a Member whether by retirement, expulsion, death or otherwise forfeits all rights or claims on the Association or its property or assets.

11. Board Composition

- 11.1. Executive and Working Board
 - 11.1.1. The Association will comprise of two boards being:
 - 11.1.1.1. Executive Board; and
 - 11.1.1.2. Working Board.

The members of the Executive Board shall be referred to as “directors” with the members of the Working Board referred to as “board members”.
- 11.2. The Executive Board of the Association will be comprised of not less than 3 and not more than 5 Directors, as the Executive Board shall decide from time to time.
 - 11.2.1. The Executive Board shall comprise of;
 - 11.2.1.1. Chief Executive Officer;
 - 11.2.1.2. Secretary;
 - 11.2.1.3. Treasurer; and
 - 11.2.1.4. General Board Members.
 - 11.2.2. The Executive Board shall:
 - 11.2.2.1. exercise all powers of the Association as are not, by the Corporations Act or this constitution required to be exercised by a vote of the Members in a general meeting;
 - 11.2.2.2. delegate the day to day decision making with regard to the Association to the Working Board and such other matters as it sees fit.
 - 11.2.2.3. The Chief Executive Officer, Treasurer and Secretary may serve until they resign from their position subject to the Member being re-elected to such position every three years by a majority of Members.
- 11.3. The Working Board of the Association will be comprised of not less than 3 and not more than 9 members, as the Executive Board shall decide from time to time.
 - 11.3.1. The Working Board shall comprise of;
 - 11.3.1.1. President;
 - 11.3.1.2. President Elect;
 - 11.3.1.3. Past President; and
 - 11.3.1.4. General Board Members.
 - 11.3.2. The duties of each of the Working Board members will be determined by the Executive Board from time to time.
 - 11.3.3. Working Board positions shall be elected by a majority of Members.
 - 11.3.4. The Working Board will:
 - 11.3.4.1. only act within the scope of duties set by the Executive Board.

- 11.3.4.2. The President will be elected for a one year term and a Member may be elected as president more than once but not consecutively. The President when voted in shall serve one year as President elect, one year as President and one year as former President. This clause 11.3.4.2 does not restrict a Member from serving in other positions on the boards.
- 11.3.4.3. General Board Members will serve a two year term and may be elected as a General Board member more than once but not consecutively. This clause 11.3.4.3 does not restrict a member from serving in other positions on the boards.

12. Qualification, Nomination and Election of Directors

- 12.1. All Directors and Board Members must be a Member of the Association.
- 12.2. Where the office of any other Director or Board Member becomes vacant a person qualified as set out in clause 13 may be appointed by the Directors to fill the vacancy.

13. Disqualification of Directors and Board members

- 13.1. A Director's or Board Member's office becomes vacant where the Director or Board Member:
 - 13.1.1. becomes bankrupt or makes any arrangement or composition with the Director's or Board Member's creditors generally;
 - 13.1.2. becomes prohibited from being a Director of the Association by reason of any order made under the Corporations Act;
 - 13.1.3. ceases to be a Director or Board Member by operation of any provision contained in the Corporations Act;
 - 13.1.4. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - 13.1.5. resigns office by notice in writing to the Association; or
 - 13.1.6. ceases to be a Member.

14. Board Powers

- 14.1. Subject to this Constitution the business of the Association is managed by the Executive Board with delegated authority given to the Working Board. The Executive Board may exercise all powers of the Association as are not, by the Corporations Act or by this Constitution, required to be exercised by the Association in meetings.

15. Proceedings of Directors and Board Members

- 15.1. Holding of meetings
 - 15.1.1. The two boards may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
 - 15.1.2. A Director may at any time, and the Secretary (for the Executive Board) and the President (for the Working Board) must, on the requisition of a Director, summon a meeting of the Directors/Board Members.

- 15.1.3. Without limitation, a meeting of Directors/Board Members includes the Directors/Board Members communicating with each other by any technological means by which they are able to participate in discussion where the Directors/Board Members (or any one or more of them) are not physically present in the same place. A Director/Board Member so participating in such meeting is deemed to be present (including for the Objects of constituting a quorum) and entitled to vote at the meeting.
- 15.1.4. The quorum necessary for the transaction of the business of the Directors/Board Members is the number which represents one half of the number of Directors/Board Members then holding office plus one, but will not be less than 3.
- 15.1.5. Subject to this Constitution questions arising at any meeting of the Directors/Board Members are decided by a majority of votes and a determination by a majority of the Directors/Board Members is for all purposes deemed a determination of the Directors/Board.
- 15.2. Chairperson
 - 15.2.1. The Chief Executive Officer will be Chairperson of any meeting of the boards. When the Working Board meets without the Executive Board, the President is the Chairperson. If at any meeting the Chief Executive Officer, or President (where applicable), is not present within ten minutes after the time appointed the Directors/Board Members present must appoint one of their number as Chairperson.
 - 15.2.2. In a case of an equality of votes the Chief Executive Officer or President (where applicable) of the meeting has a second or casting vote.
- 15.3. Written resolution of the Board
 - 15.3.1. A resolution in writing signed by all the Directors or by all the members of any committee appointed pursuant to this Constitution for the time being entitled to receive notice of a meeting of the Directors/Board Members or such committee, is as valid and effectual as if it had been passed at a meeting of the Directors/Board Members or committee concerned duly convened and held. Any such resolution may consist of several documents in like form; each signed and dated by one or more Directors, Board Members, or members of the committee concerned. The resolution is passed when the last Director, Board Member, or member signs.
- 15.4. Exercise and delegation of powers
 - 15.4.1. A meeting of Directors for the time being at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Association for the time being vested in or exercisable by the Directors generally.
 - 15.4.2. The Directors may delegate any of its powers, functions and duties (not being non-delegable duties imposed on the Directors by the Corporations Act or otherwise) to the Working Board or one or more committees consisting of such Members and such other persons as the Directors thinks fit. Any committee so formed may regulate the conduct of its own

affairs, but must conform to any regulations that are imposed on it by the Directors.

- 15.4.3. All acts done by any meeting of the Directors/Working Board or by any committee appointed pursuant to this Constitution or by any person acting as a Director/Board member or member of any such committee will, despite that it is discovered afterwards that there was some defect in the appointment of any such Director/Board Member or member of such committee or person acting or that the Directors/Board Members or members of such committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be such a member.
- 15.5. The continuing Directors/Board Members may act despite any vacancy in the boards.

16. Minutes

- 16.1. The Directors/Board Members must ensure that minutes are made which record:
 - 16.1.1. proceedings and resolutions of meetings of the Members (including meetings of a committee of Members);
 - 16.1.2. proceedings and resolutions of Directors and Board Members' meetings
 - 16.1.3. resolutions passed by Directors/Board Members without a meeting.
 - 16.1.4. The Directors/Board Members must ensure that minutes of a meeting are signed, either electronically or with wet ink, within a reasonable time after the meeting by one of the following:
 - 16.1.4.1. the person who chairs the meeting at which proceedings were held; or
 - 16.1.4.2. the person who chairs the next succeeding meeting.
 - 16.1.5. The Directors must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.

17. Annual General Meetings

- 17.1. An annual general meeting of the Association must be held in accordance with the Corporations Act.
- 17.2. The business of the Association's annual general meeting is to receive and consider the financial report, the Directors' report and the Treasurer/Auditor's report and to appoint and fix the remuneration of the Auditors if an audit is required by-law.

18. Calling General Meetings

- 18.1. Any Director may, at any time, call a general meeting.
- 18.2. A Voting Member may:
 - 18.2.1. only request the Directors to convene a general meeting in accordance with section 249D of the Corporations Act; and
 - 18.2.2. not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Act.

- 18.2.3. Subject to the Corporations Act, at least 21 days' notice of a general meeting (exclusive of the day on which the notice is served or deemed served pursuant to clause 26.1, but inclusive of the day for which notice is given) must be given to all persons entitled to receive such notices from the Association.
- 18.2.4. A notice calling a general meeting must specify:
 - 18.2.4.1. the place, date and time for the meeting and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
 - 18.2.4.2. the general nature of the business to be considered at the meeting;
 - 18.2.4.3. a place, facsimile number and electronic address for the purposes of appointing a proxy.
- 18.2.5. Neither the non-receipt of notice by any Voting Member nor the accidental omission to give notice of any general meeting to any Member entitled to notice (including a proxy appointment form) invalidates the proceedings at or any resolution passed at that meeting.
- 18.2.6. The Directors may postpone or cancel any general meeting as the Directors thinks fit (other than a meeting called under clause 18.2.1. The Directors must cause notice to be given of the postponement or cancellation to all persons entitled to receive notices of general meeting from the Association.

19. Proceedings at General Meetings

- 19.1. Business at a general meeting
 - 19.1.1. All business transacted at a general meeting, or an annual general meeting, with the exception of:
 - 19.1.1.1. a consideration of the annual financial report, Directors' report and the Auditor's report;
 - 19.1.1.2. the appointment of the Auditors, if necessary; and
 - 19.1.1.3. the fixing of the Auditor's remuneration, requires a special resolution.
- 19.2. Quorum
 - 19.2.1. No business may be transacted at any general meeting of the Association unless a quorum of Members entitled to vote (Voting Members) is present at the time when the meeting proceeds to business. 5 Voting Members present in person is a quorum. For the purposes of this clause 18.2 "Voting Member" includes the person attending as a proxy or as representative of a Voting Member.
 - 19.2.2. If within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Voting Members, is dissolved. In any other case it is adjourned to the same day in the next week at the same time and place, or to such other day and such other time and place as the Directors determines. If at the adjourned

meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the Voting Members present (being not less than 4, at least 2 of whom are Directors) constitute a quorum.

19.2.3. Any Member whose annual membership fee is outstanding at the date of the general meeting will not be entitled to vote.

19.3. Chairperson

19.3.1. The Chairperson will be the Chief Executive Officer. If the Chairperson is not present within 25 minutes after the time appointed for the holding of the meeting or is unwilling to act the Voting Members present must elect as Chairperson:

19.3.1.1. another director who is present and willing to act; or

19.3.1.2. if no other Director is present and willing to act, a Voting Member who is present and willing to act.

19.4. Adjournment of meeting

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

19.4.2. When a meeting is adjourned for 15 days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise, it is not necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

19.4.3. Voting at meetings

19.4.3.1. At any general meeting a resolution put to the vote of the meeting will be decided on majority of Members and a poll may be demanded:

19.4.3.1.1. by the Chairperson; or

19.4.3.1.2. by at least 3 Voting Members present in person or by proxy.

19.4.3.2. The demand for a poll may be withdrawn.

19.4.3.3. Unless a poll is demanded, a declaration by the Chairperson that a resolution has occurred or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

19.4.3.4. If a poll is duly demanded it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs.

19.4.3.5. The result of the poll is the resolution of the meeting at which the poll was demanded.

- 19.4.3.6. A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.
- 19.4.3.7. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded is entitled to a second or casting vote.
- 19.4.3.8. Every Voting Member present in person or by that Voting Member's proxy or representative duly appointed has one vote.

20. Proxies, Attorneys and Representatives

- 20.1. The instrument appointing a proxy or representative must be in writing signed by the Voting Member or of the Voting Member's attorney duly authorised in writing.
- 20.2. The instrument appointing a proxy or representative is deemed to confer authority to demand or join in demanding a poll.
- 20.3. A Voting Member may instruct that Voting Member's proxy or representative to vote in favour of or against any proposed resolutions.
- 20.4. Unless otherwise instructed the proxy or representative may vote or abstain as the proxy or representative thinks fit.
- 20.5. Unless otherwise indicated when voting, where a proxy votes, the proxy is deemed to have voted all directed proxies in the manner directed.
- 20.6. A proxy or representative need not be a Member.
- 20.7. The instrument appointing a proxy or representative may be in the following form or in a common or usual form:

To Association for Behaviour Analysis Australia

I, of being a Member of the Association of Behaviour Analysis Australia appoint..... of..... as my proxy/representative* to vote for me at the annual general/general* meeting of the Association of Behaviour Analysis Australia, to be held on day of..... 20... and at any adjournment.

My proxy/representative is authorised to vote in favour of/against* the following resolutions:

Signed day of 20.....

Note 1. Where the Member wants to vote for or against any resolution the Member must instruct that Member's proxy/representative accordingly. Unless otherwise instructed, the proxy/representative may vote as the proxy/representative thinks fit.

*Strike out whichever is not desired.

- 20.8. The instrument appointing a proxy or representative and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that

power or authority must be deposited at the Office, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy is not valid. An instrument appointing a proxy or representative may be sent by facsimile transmission to the fax number or by electronic transmission to an electronic address in the notice convening the meeting provided that the date of deposit is deemed to be the next Business Day after it is sent.

- 20.9. A vote given in accordance with the terms of an instrument of appointment of proxy or attorney is valid despite the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation is received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.
- 20.10. Where a Voting Member appoints a proxy or attorney the proxy or attorney may not vote on a show of hands. A proxy or attorney may vote on a poll.
- 20.11. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(i) of the Corporations Act.
- 20.12. For the purposes of clause 20.1, an appointment received at an electronic address will be taken to be signed by the Voting Member if the appointment has been verified in another manner approved by the Directors.
- 20.13. A proxy's appointment is valid at an adjourned meeting.
- 20.14. A proxy, attorney or representative may be appointed for all meetings or for any number of meetings or for a particular purpose.
- 20.15. Unless otherwise provided in the appointment, the appointment of the proxy, attorney or representative confers authority to vote on:
 - 20.15.1. any amendment moved to the proposed resolutions and/or on any motion that the proposed resolution not be put;
 - 20.15.2. any procedural motion; and
 - 20.15.3. any motion before the meeting whether or not the motion is referred to in the appointment.
- 20.16. Where a proxy appointment is signed by a Voting Member but does not name or identify the proxy, the Chairperson may either vote as proxy or complete the appointment by inserting the name of a Director or the Secretary.

21. Objections

- 21.1. An objection to the qualification of a voter may only be raised at the meeting or adjourned meeting at which the voter tendered a vote.
- 21.2. An objection must be referred to the Chairperson. The Chairperson's determination is final.

21.3. A vote which the Chairperson allows despite an objection is valid for all purposes.

22. Written Resolutions of Voting Members

22.1. The Association may pass a resolution without holding a general meeting if all Voting Members sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Voting Member signs.

22.2. Separate copies of a document may be signed by Voting Members if the wording is identical in each copy.

23. Accounts and Association Records

23.1. The Association must keep true financial records of all assets, investments and money received by the Association subject to any trusts or conditions and of all money received and expended by the Association. At least once in every Financial Year the financial records of the Association must be examined by the Auditors who will report to the Members in accordance with the provisions of the Corporations Act.

23.2. The Directors must from time to time determine in accordance with this Constitution and the Corporations Act at what times and places and under what conditions or regulations the financial and other records of the Association are open to inspection of Members.

23.3. The Directors must cause a financial report, Director's report and Auditor's report (if required) to be prepared, distributed and presented to each annual general meeting as required by the Corporations Act. Unless the Corporations Act otherwise provides, the financial report must be made up to a date no more than 5 months before the date of the meeting.

24. Audit

24.1. If required by law, Auditors will be appointed and the Auditors' duties regulated in accordance with the Corporations Act.

25. Notices

25.1. Any notice required by law or by or under this Constitution to be given to any Member may be given by sending it:

25.1.1. by post to that Member at that Member's registered address, or (if that Member has no registered address within Australia) to the address, if any, within Australia supplied by that Member to the Association for the giving of notices to that Member; or

25.1.2. by electronic means to the electronic address (if any) nominated by the Member.

25.2. Where notice is sent by post, service of the notice is 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 3 days after it is posted. Where service is effected by facsimile transmission or electronic means the date of service is deemed to be the next Business Day after it is sent.

- 25.3. Notice of every general meeting must given in the manner authorised by this Constitution to:
- 25.3.1. every Member except those Members who (having no registered address within Australia) have not supplied to the Association an address within Australia for the giving of notices; and
 - 25.3.2. the Auditors.
 - 25.3.3. No other person is entitled to receive notices of general meetings.

26. Indemnity

- 26.1. To the extent permitted by law, every Director, Auditor, Secretary and other officer for the time being of the Association will be indemnified out of the assets of the Association against any liability arising out of the holding or execution of the duties of his or her office:
- 26.1.1. to another person (other than the Association or a related body corporate of the Association) unless the liability arises out of conduct involving a lack of good faith;
 - 26.1.2. for costs and expenses incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to such proceedings in which relief is granted to him or her by the court under the law.
 - 26.1.3. To the extent permitted by law the Association may pay a premium in respect of a contract insuring any Director, Auditor, Secretary or other officer of the Association against any liability incurred by him or her as such an officer or Auditor. The Association may, however, pay such a premium even though it may not be liable under this Constitution or permitted under the Corporations Act to indemnify him or her against such liability.

27. By-Laws, Rules and Regulations

- 27.1. The Directors may from time to time make such by-laws, rules and regulations not inconsistent with the Constitution as in the opinion of the Directors are necessary and desirable for the proper control, administration and management of the Association's operations, finances, affairs, interests, effects and property and for the contributions, duties, obligations and responsibilities of the Members and amend or rescind from time to time any such by-laws, rules or regulations.

28. Winding up or Dissolution of Association

- 28.1. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property, the same must not be paid to or distributed amongst the Members but must be given or transferred to a fund, authority or institution:
- 28.1.1. with Objects similar in whole or in part to the Objects; and
 - 28.1.2. which has deductible gift recipient status, and

28.1.3. whose Constitution prohibits the distribution of income and property among its members to an extent at least as great as is imposed on the Association under or by virtue of clause 5, such funds, authorities or institutions to be determined by the Directors at or before the time of dissolution or, in default, by application to the Supreme Court for determination.