

Constitution of

Association for Behaviour Analysis Australia

ACN 165099392

Adopted 12/08/13

Table of contents

1.	Definitions and interpretation	1
2.	Name.....	3
3.	Office	3
4.	Objects	3
5.	Functions and Powers of the Association	4
6.	Member’s Liability	4
7.	Membership	4
8.	Classes of Membership	5
9.	Cessation of Membership.....	7
10.	Board Composition	8
11.	Qualification, Nomination and Election of Directors.....	8
12.	Disqualification of Directors.....	8
13.	Board Powers	8
14.	Proceedings of Directors.....	9
15.	Minutes.....	10
16.	Annual General Meetings	10
17.	Calling General Meetings.....	10
18.	Proceedings at General Meetings.....	11
19.	Proxies, Attorneys and Representatives.....	13
20.	Objections.....	15
21.	Written Resolutions of Voting Members	15
22.	Accounts and Association Records	15
23.	Audit	15
24.	Cheques	16
25.	Secretary	16
26.	Notices	16
27.	Indemnity	16
28.	By-Laws, Rules and Regulations	17
29.	Winding up or Dissolution of Association	17

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):

- (a) **ABA** means applied behaviour analysis;
- (b) **ASIC** means the Australian Securities and Investments Commission;
- (c) **Association** means Association for Behaviour Analysis Australia ACN 165099392;
- (d) **Auditors** means the auditors for the time being of the Association;
- (e) **BACB** means the Behavior Analyst Certification Board, Inc;
- (f) **Board** means the board of Directors of the Association appointed in accordance with **clause 11.1**;
- (g) **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;
- (h) **Chairperson** means:
 - (i) in respect of a meeting of the Board, the person appointed as chairperson in accordance with **clause 14.2**;
 - (ii) in respect of a general meeting, the person appointed as chairperson in accordance with **clause 18.3**;
- (i) **Constitution** means the constitution for the time being of the Association;
- (j) **Corporations Act** means the Corporations Act, 2001(Cth);

- (k) **Director** means a director of the Association appointed in accordance with **clause 10.2**;
- (l) **Financial Year** means each 12 month period ending on 30 June or such other date as determined by the Board and approved by ASIC;
- (m) **Member** means a member for the time being of the Association;
- (n) **Objects** is defined in **clause 4**;
- (o) **Office** means the Association's registered office situated as specified in **clause 3**;
- (p) **Register** means the register of Members of the Association;
- (q) **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;
- (r) **State** means New South Wales; and
- (s) **Supreme Court** means the Supreme Court of New South Wales.

1.2. Interpretation

Unless the contrary intention appears in this Constitution:

- (a) 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);
- (b) **in writing** and **written** includes printing, electronic and other modes of representing or reproducing words in a visible form;
- (c) the singular includes the plural and vice versa;
- (d) 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);
- (e) a reference to a person includes that person's successors and legal personal representatives;
- (f) 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;
- (g) a reference to a clause is a reference to a clause of this Constitution;

- (h) 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;
- (i) headings and boldings are for convenience only and do not affect its interpretation;
- (j) 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;
- (k) a reference to the Corporations Act is a reference to the Corporations Act as modified or amended from time to time;
- (l) terms defined in the Corporations Act have the same meaning in this Constitution; and
- (m) notices must be in writing.

1.3. **Application of the Corporations Act**

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

2. **Name**

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

3. **Office**

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

4. **Objects**

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

- (a) to represent Australia within the international ABA community;
- (b) to empower clinicians to use evidence-based practices;
- (c) to improve public, government, and industry understanding of behaviour analysis and its importance to society;
- (d) to increase the knowledge and skills of professionals working in the field of behaviour analysis through courses, conferences, and workshops;
- (e) to provide a forum for the interchange of ideas and knowledge among people involved in the field of behaviour analysis;
- (f) to encourage basic and applied research into behaviour analysis that will advance the knowledge base within Australia; and

- (g) 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:
 - (a) carry out the Objects; and/or
 - (b) 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:
 - (a) carry out the Objects; and/or
 - (b) 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.

6. **Member's Liability**

- 6.1. The liability of the Members is limited.
- 6.2. Every Member will contribute to the property of the Association, where the Association is wound up:
 - (a) while the Member is a Member; or
 - (b) 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.
- 6.3. 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 Board from time to time prescribes), pay the annual membership fee and meet the criteria for at least one of the classes of membership set out in **clause 8** below.
- 7.2. The Board may require an applicant to provide further information before considering the application.

- 7.3. At the next meeting of the Board held after the receipt of each application for membership, such application will be considered by the Board. The Board will determine to admit or reject the applicant. The Board is not required to give any reason for the rejection or admission of an applicant.
- 7.4. If an applicant 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 and class of membership of the Member in the Register.
- 7.6. Each Member will be a Member for an initial term commencing on the date of acceptance for membership and continuing until the next 30 June after which 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 Board and will be payable by Members at such times and in such manner as the Board determines from time to time.

8. **Classes of Membership**

- 8.1. The classes of membership are:
 - (a) Professional Member;
 - (b) Student Member; and
 - (c) Affiliate Member.
- 8.2. The addition or deletion of a category of membership, if recommended by the Board may occur from time to time if approved by Members in the AGM.
- 8.3. 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.
- 8.4. **Professional Member**
 - (a) **Criteria for admission as a Professional Member:** Any individual who holds at least a Bachelor's Degree in a discipline directly related to/or involving behaviour analysis (i.e., other natural science, education, clinic, counselling, or school psychology, clinical social work, occupational therapy, speech/language therapy, engineering, or medicine) and whose full or part time professional commitment includes teaching, research, and/or practice in behaviour analysis may apply for membership in this category.
 - (b) Professional Members are entitled to:
 - (i) receive notice of, attend, and speak at a general meeting of the Association;
 - (ii) vote at any general meeting;
 - (iii) nominate an individual to be elected to hold office as a Director;

- (iv) be eligible to hold office as a Director;
 - (v) take part in various activities organised by the Association; and
 - (vi) receive such membership benefits as are determined from time to time by the board that apply to Professional Members.
- (c) All Professional Members agree to abide by the BACB Guidelines for Responsible Conduct. Failure to abide by these guidelines may result in suspension of membership or expulsion based on the procedures outlined in **clause 9**.

8.5. **Student Member**

- (a) **Criteria for admission as a Student Member:** Any individual enrolled in an academic degree program, internship, or resident program leading to a degree in behaviour analysis or a related discipline (i.e., other natural science, education, clinic, counselling, or school psychology, clinical social work, occupational therapy, speech/language therapy, engineering, or medicine), and/or enrolled in a BACB-approved program to meet course requirements for BACB certification. Verification of student status must be provided by an administrator or faculty member of the program that the student is enrolled.
- (b) Student Members are entitled to:
- (i) vote for a student representative to the Board;
 - (ii) be eligible to be a student representative to the Board;
 - (iii) receive notice of, attend, and speak at a general meeting of the Association;
 - (iv) take part in various activities organised by the Association; and
 - (v) receive such membership benefits as are determined from time to time by the Board that apply to Student Members.
- (c) The student representative to the Board is entitled to receive notice of, attend and speak at meeting of the Board but is not a Director.
- (d) Other than the right to vote set out in **clause 8.5(b)(i)**, Student Members have no rights to vote at any general meeting.

8.6. **Affiliate Member**

- (a) **Criteria for admission as an Affiliate Member:** Any individual with an interest in behaviour analysis who does not qualify for admission as a Professional Member, Associate Member, or Student Member.
- (b) Affiliate Members are entitled to:
- (i) receive notice of, attend, and speak at a general meeting of the Association;
 - (ii) take part in various activities organised by the Association; and

- (iii) receive such membership benefits as are determined from time to time by the Board that apply to Affiliate Members.
- (c) Affiliate Members have no rights to vote at any general meeting.

9. **Cessation of Membership**

9.1. Subject to this Constitution, the Board 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:

- (a) the Member resigns by giving notice to the Secretary;
- (b) the Member ceases to be eligible for membership;
- (c) the Member becomes bankrupt, makes a composition with his or her creditors, or dies; or
- (d) the Member is expelled in accordance with **clause 9.2**.

9.2. **Expulsion of a Member**

- (a) If a Member wilfully refuses or neglects to comply with the Constitution or is guilty of any conduct which, in the opinion of the Board, is unbecoming of a Member or prejudicial to the interests of the Association, the Board may by resolution censure, suspend or expel the Member from membership of the Association.
- (b) At least one week before a meeting of the Board at which a resolution to censure, suspend or expel a Member is passed the Member must be given notice of:
 - (i) the date of such meeting;
 - (ii) what is alleged against the Member; and
 - (iii) the intended resolution.
- (c) 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.
- (d) Where a resolution is passed by the Board for expulsion, the Member will be expelled.
- (e) The Board 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.

9.3. **Effect of cessation of membership**

- (a) 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.

- (b) 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.

10. Board Composition

- 10.1. The Board will be comprised of not less than 3 and not more than 9 Directors, as the Board shall decide from time to time.
- 10.2. The duties of each of the Directors will be determined by the Board from time to time.

11. Qualification, Nomination and Election of Directors

- 11.1. All Directors must be Professional Members of the Association.
- 11.2. A Director holds office for 2 years or for such shorter period specified in the instrument of appointment of the Director. A Director is eligible for reappointment, subject to this Constitution.
- 11.3. Where the office of any other Director becomes vacant a person qualified as set out in **clause 11.1** may be appointed by the Board to fill the vacancy.

12. Disqualification of Directors

A Director's office becomes vacant where the Director:-

- (a) becomes bankrupt or makes any arrangement or composition with the Director's creditors generally;
- (b) becomes prohibited from being a director of the Association by reason of any order made under the Corporations Act;
- (c) ceases to be a Director by operation of any provision contained in the Corporations Act;
- (d) 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;
- (e) resigns office by notice in writing to the Association; or
- (f) ceases to be a Professional Member.

13. Board Powers

Subject to this Constitution the business of the Association is managed by the Board. The 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 general meeting.

14. Proceedings of Directors

14.1. Holding of meetings

- (a) The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) A Director may at any time, and the Secretary must on the requisition of a Director, summon a meeting of the Board.
- (c) Without limitation, a meeting of Directors includes the Directors communicating with each other by any technological means by which they are able to participate in discussion where the Directors (or any one or more of them) are not physically present in the same place. A Director 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.
- (d) The quorum necessary for the transaction of the business of the Board is the number which represents one half of the number of Directors then holding office plus one, but will not be less than 3.
- (e) Subject to this Constitution questions arising at any meeting of the Board are decided by a majority of votes and a determination by a majority of the Directors is for all purposes deemed a determination of the Board.

14.2. Chairperson

- (a) The President will be the Chairperson of any meeting of the Board. If at any meeting the President is not present within ten minutes after the time appointed for holding the same the Directors present must appoint one of their number as Chairperson.
- (b) In a case of an equality of votes the Chairperson of the meeting has a second or casting vote.

14.3. Written resolution of the Board

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 Board or such committee, is as valid and effectual as if it had been passed at a meeting of the Board 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 or members of the committee concerned. The resolution is passed when the last Director or member signs.

14.4. Exercise and delegation of powers

- (a) 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.

- (b) The Board may delegate any of its powers, functions and duties (not being non-delegable duties imposed on the Board by the Corporations Act or otherwise) to one or more committees consisting of such Members and such other persons as the Board 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 Board.
- (c) All acts done by any meeting of the Board or by any committee appointed pursuant to this Constitution or by any person acting as a Director 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 or member of such committee or person acting or that the Directors 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.

14.5. The continuing Directors may act despite any vacancy in the Board.

15. **Minutes**

15.1. The Board must ensure that minutes are made which record:

- (a) proceedings and resolutions of meetings of the Members (including meetings of a committee of Members);
- (b) proceedings and resolutions of Directors' meetings (including meetings of a committee of Directors and of the Board);
- (c) resolutions passed by Directors without a meeting.

15.2. The Board must ensure that minutes of a meeting are signed within a reasonable time after the meeting by one of the following:

- (a) the person who chairs the meeting at which proceedings were held; or
- (b) the person who chairs the next succeeding meeting.

15.3. 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.

16. **Annual General Meetings**

16.1. An annual general meeting of the Association must be held in accordance with the Corporations Act.

16.2. The business of the Association's annual general meeting is to receive and consider the financial report, the Directors' report and the Auditor's report and to appoint and fix the remuneration of the Auditors.

17. **Calling General Meetings**

17.1. Any Director may, at any time call a general meeting.

- 17.2. A Voting Member may:
- (a) only request the Board to convene a general meeting in accordance with section 249D of the Corporations Act; and
 - (b) not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Act.
- 17.3. 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.
- 17.4. A notice calling a general meeting must specify:
- (a) 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;
 - (b) the general nature of the business to be considered at the meeting;
 - (c) a place, facsimile number and electronic address for the purposes of appointing a proxy.
- 17.5. 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.
- 17.6. The Board may postpone or cancel any general meeting as the Board thinks fit (other than a meeting called under **clause 17.2(b)**). The Board must cause notice to be given of the postponement or cancellation to all persons entitled to receive notices of general meeting from the Association.

18. **Proceedings at General Meetings**

18.1. **Business at a general meeting**

All business transacted at a general meeting, or an annual general meeting, with the exception of:

- (a) a consideration of the annual financial report, Directors' report and the Auditor's report;
- (b) the appointment of the Auditors, if necessary; and
- (c) the fixing of the Auditor's remuneration,

requires a special resolution.

18.2. **Quorum**

- (a) 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** "Voting Member" includes the person attending as a proxy or as representative of a Voting Member.

- (b) 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 Board 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.
- (c) Any Member whose annual membership fee is outstanding at the date of the general meeting will not be entitled to vote.

18.3. **Chairperson**

The Chairperson will be the President. If the President 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:

- (a) another director who is present and willing to act; or
- (b) if no other Director is present and willing to act, a Voting Member who is present and willing to act.

18.4. **Adjournment of meeting**

- (a) 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.
- (b) 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.

18.5. **Voting at meetings**

- (a) At any general meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (i) by the Chairperson; or
 - (ii) by at least 3 Voting Members present in person or by proxy.
- (b) The demand for a poll may be withdrawn.
- (c) Unless a poll is demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried 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.

- (d) 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.
- (e) The result of the poll is the resolution of the meeting at which the poll was demanded.
- (f) A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.
- (g) 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.
- (h) Every Voting Member present in person or by that Voting Member's proxy or representative duly appointed has one vote.

19. Proxies, Attorneys and Representatives

- 19.1. 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.
- 19.2. The instrument appointing a proxy or representative is deemed to confer authority to demand or join in demanding a poll.
- 19.3. A Voting Member may instruct that Voting Member's proxy or representative to vote in favour of or against any proposed resolutions.
- 19.4. Unless otherwise instructed the proxy or representative may vote or abstain as the proxy or representative thinks fit.
- 19.5. Unless otherwise indicated when voting, where a proxy votes, the proxy is deemed to have voted all directed proxies in the manner directed.
- 19.6. A proxy or representative need not be a Member.
- 19.7. 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 appoint.....
of.....
or failing that person
of.....
as my proxy/representative* to vote for me at the annual general/general*
meeting of the Association, 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.

- 19.8. 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.
- 19.9. 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.
- 19.10. 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.
- 19.11. The Board 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.
- 19.12. For the purposes of **clause 19.1**, 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 Board.
- 19.13. A proxy's appointment is valid at an adjourned meeting.
- 19.14. A proxy, attorney or representative may be appointed for all meetings or for any number of meetings or for a particular purpose.
- 19.15. Unless otherwise provided in the appointment, the appointment of the proxy, attorney or representative confers authority to vote:
 - (a) on:
 - (i) any amendment moved to the proposed resolutions and/or on any motion that the proposed resolution not be put; and

- (ii) any procedural motion,
 - (b) on any motion before the meeting whether or not the motion is referred to in the appointment.
- 19.16. 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.

20. Objections

- 20.1. 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.
- 20.2. An objection must be referred to the Chairperson. The Chairperson's determination is final.
- 20.3. A vote which the Chairperson allows despite an objection is valid for all purposes.

21. Written Resolutions of Voting Members

- 21.1. 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.
- 21.2. Separate copies of a document may be signed by Voting Members if the wording is identical in each copy.

22. Accounts and Association Records

- 22.1. 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.
- 22.2. The Board 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.
- 22.3. The Board must cause a financial report, Director's report and Auditor's report 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.

23. Audit

Auditors will be appointed and the Auditors' duties regulated in accordance with the Corporations Act.

24. **Cheques**

All cheques, promissory notes, bank drafts, bills of exchange and other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed as the Board from time to time determines. All money received by the Association must be deposited at the earliest possible date to the credit of the Association's bank account. Receipts for money received must be issued promptly and signed by a Director or by such other person as the Board from time to time determines.

25. **Secretary**

The Board may appoint a Secretary for such term and upon such conditions as the Board thinks fit. Any Secretary appointed may be removed by the Board. Nothing prevents the Board from appointing a Member as honorary secretary.

26. **Notices**

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

- (a) 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;
- (b) by facsimile transmission to the facsimile number (if any) nominated by the Member; or
- (c) by electronic means to the electronic address (if any) nominated by the Member.

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.

26.2. Notice of every general meeting must given in the manner authorised by this Constitution to:

- (a) 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
- (b) the Auditors.

No other person is entitled to receive notices of general meetings.

27. **Indemnity**

27.1. 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:

- (a) 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;
- (b) 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.

27.2. 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.

28. **By-Laws, Rules and Regulations**

The Board may from time to time make such by-laws, rules and regulations not inconsistent with the Constitution as in the opinion of the Board 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.

29. **Winding up or Dissolution of Association**

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:

- (a) with Objects similar in whole or in part to the Objects; and
- (b) which has deductible gift recipient status, and
- (c) 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 Board at or before the time of dissolution or, in default, by application to the Supreme Court for determination.