

CONSTITUTION FOR FITZROY STREET ST KILDA TRADERS INC

#1	NAME OF ASSOCIATION
1.1	The name of the Association is Fitzroy Street St Kilda Traders Inc (in these Rules called "the Association") usually known as the Fitzroy St Business Association
#2	STATEMENT OF PURPOSE
2.1	<p>The basic purposes of the Association are:</p> <ul style="list-style-type: none"> • gathers and represents the views of members and other Fitzroy Street precinct interests to provide a coordinated and cohesive strategy to keep our business precinct a vibrant and sustainable community for local, interstate and overseas visitors • Promote communication between businesses in the precinct to build unity, direction and involvement • When applicable to disperse the special rate levied by the City of Port Phillip for the purpose of defraying promotional, advertising, marketing and business development associated with the encouragement of commerce, retail and professional activity and employment in the Fitzroy Street and Environs business precinct. • Market and promote the Fitzroy Street precinct to local, interstate and overseas visitors • Provide equitable representation of businesses within the precinct • Provide co-ordinated and cohesive governance of the Fitzroy Street St Kilda Traders Association • Gather and represent the views of members and other Fitzroy Street precinct interests with government and other agencies for transport, parking, infrastructure, public amenities, safety and environmental sustainable programs. • Provide information dissemination via various media to members and the wider community • Liaise with key stakeholders
2.2	In addition to these basic purposes, the purposes of the Association consist of the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.
#3	POWERS
3.1	Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes.
#4	DEFINITIONS
4.1	In this Constitution, unless the contrary intention appears,
4.1 (a)	'Act' means the Victorian Associations Incorporation Reform Act 2012;
4.1 (b)	'Area' means the area subject to the special rate;
4.1 (c)	'Association' has the same meaning as in the Act;
4.1 (d)	'Ballot' means voting conducted in written form (as opposed to a show of hands);
4.1 (e)	'Board' means the Committee of Management of the Association;
4.1 (f)	'Financial year' means each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June;
4.1 (g)	'General Meeting' means a general meeting of members convened in accordance with the Constitution, and includes a Special General Meeting and an Annual General Meeting;
4.1 (h)	'Special General Meeting' means a General Meeting of the Association, other than an Annual General Meeting;
4.1 (i)	A reference to a communication being 'in writing' means a communication recorded and transmitted in ink on paper or via email
4.1 (j)	'Association' means the Association;
4.1 (k)	'Member' means a member of the Association;
4.1 (l)	'Office-bearer' means a person elected as an officer of the Association or appointed as an officer of the Association under this Constitution to fill a casual vacancy;
4.1 (m)	'Ordinary member of the Board' means a member of the Board who is not an office-bearer of the Association;
4.1 (n)	'The area subject to the special rate' means the area as declared when the rate was struck by The City of Port Phillip

#5	ALTERATION OF THE CONSTITUTION
5.1	This Constitution, and the statement of purposes of the Association, and the objects of the Association, must not be altered except if amended, repealed or added to by a special resolution carried at a General Meeting.
5.2	A copy of this Constitution, including amendments from time to time, shall be posted on the Association's website.
5.3	All amendments to the Constitution passed at the Annual General Meeting shall become operative at the rising of the Annual General Meeting.
#6	MEMBERSHIP
6.1	A company, organisation or person that occupies or owns property subject to the special rate or charge levied by Council for the Fitzroy Street precinct is eligible to become a member.
6.2	Application Process: It shall be the responsibility of the Secretary of the Association to contact by any appropriate means the company, organisation or person that occupies or owns a business or property operating in [the area] and to supply them with a copy of the application form to be completed and returned to the Secretary.
6.3	As soon as practicable after the receipt of an application from persons eligible to become members under S. 6.1, the Secretary must refer the application to the Board.
6.4	When an application under S.6.3 is referred to the Board, the Board must by majority vote determine at that meeting or the next whether to approve or reject the application.
6.5	If the Board takes a decision on an application for membership under the preceding section, the Secretary must, as soon as practicable notify the applicant in writing of the approval or rejection of the application for membership, whichever is applicable.
6.6	The Secretary must, within 28 days after notifying approved applicants for membership, enter the applicant's name in the Register of Members.
6.7	(a) An applicant for membership becomes a Member and is entitled to exercise the rights of membership of that category when the Member's name is entered in the Register of Members and ceases to be a member of the Association when their name is removed from the Register of Members except where such membership falls within 30 days of a General Meeting. (b) Where a member is registered within 30 days of a General Meeting all membership benefits will apply after the General Meeting.
6.8	The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable. No new category of membership may be granted voting rights.
#7	TERMINATION OF MEMBERSHIP
7.1	A person ceases to be a member of the Association if the person – (a) Dies; or (b) Resigns from membership of the Association by giving notice in writing to the Secretary of his or her intention to resign; or (c) If a member by virtue of being an owner of property in the area, ceases to be the owner of a property in the area, as evidenced by a later membership form by virtue of that address having been provided to the Secretary or by City of Port Phillip; or (c) If a member by virtue of being a tenant or business operator in the area ceases to be a tenant or business operator in the area, as evidenced by a later membership form by virtue of that business having been supplied to the Secretary; or (d) Becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors or makes an assignment of their estate for their creditors' benefit; or (e) Becomes a represented person within the meaning of the Guardianship and Administration Act 2019; or (f) If the member belongs to one of the categories of membership listed in S. 6.1, is expelled from the Association under S. 13 (g) If the member belongs to one of the categories of membership listed in S. 6.1, fails to pay the applicable annual

	<p>membership fee (if any) within 28 days of its falling due; or</p> <p>(h) Becomes, if the Board so decides at its absolute discretion, an untraceable member, having been unable to be contacted at his or her registered address for a period of three months.</p>
7.2	<p>Once the member ceases to be a member,</p> <p>(a) The Secretary must record in the Register of Members the date on which the member ceased to be a member.</p>
7.3	A member is not entitled to resign from membership of the Association except in accordance with this section.
#8	RIGHTS, PRIVILEGES, AND OBLIGATIONS OF MEMBERS
8.1	<p>A right, privilege, or obligation of a person by reason of membership of the Association –</p> <p>(a) Is not capable of being transferred or transmitted to another person; and</p> <p>(b) Terminates upon the cessation of membership, whether by death or resignation or otherwise.</p>
8.2	The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the member regarding membership of the Association.
#9	DELEGATES
9.1	Any member of the Association other than a natural person is required to participate in the affairs of the Association through their nominated delegate.
9.2	Member Owners of property in the area subject to the special rate may nominate one delegate to General Meetings for every property subject to the special rate, whatever the level of that special rate.
9.3	Member Businesses operating in the area subject to the special rate may nominate one delegate to General Meetings for every business liable to pay the special rate, whatever the level of that special rate.
9.4	Such delegates are entitled to attend General Meetings, to vote, and to stand for office.
9.5	Any member of the Association other than a natural person may change the name of their delegate at any time by notification to the Secretary, but five working days after such notification shall pass before such a delegate may attend General Meetings, vote, or stand for office.
#10	MEMBERS' VOTING RIGHTS
10.1	Members under S. 6.1 (a) are entitled to vote at general meetings and to stand for office in the Association.
#11	REGISTER OF MEMBERS
11.1	<p>The Secretary must keep and maintain a Register of Members containing –</p> <p>(a) The full name of the member;</p> <p>(b) The postal or residential address of the member;</p> <p>(c) If applicable, the email address of the member;</p> <p>(d) The date of admission as a member;</p> <p>(e) The category of membership to which the member belongs;</p> <p>(d) The date the person ceased to be a member;</p> <p>(e) Details of, and reasons for, any termination or reinstatement of membership;</p> <p>(f) Any other particulars that the Board (or the members at a General Meeting) decide.</p>
11.2	<p>The Register of Members must be kept:</p> <p>(a) At the main premises of the Association; or</p> <p>(b) If the Association has no premises, at the Association's official address; or</p> <p>(c) At such other place as the members at a General Meeting decide.</p>
11.3	The Register must be available for inspection in business hours free of charge by any Member upon written request to the Secretary, provided they have given reasonable notice.
11.4	A member may make a copy of, or take an extract from, the Register, but shall have no right to remove the Register for that purpose, except by arrangement with the Secretary.
11.5	A member of the Association may obtain from the Secretary a copy of any part of the Register on payment of a fee to cover printing and administrative costs, as set out in the By-laws, for each page copied.

11.6	A member may ask that any information contained on the Register about them (other than the member's name) not be available for inspection by other members, and if the Board has reasonable grounds for believing the disclosure of the information would put the member at risk of harm, that information must not be made available for inspection.
11.7	A member must not use information about a person obtained from the Register to contact or send material to the person, other than for: (a) The purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association, or other material relating to the Association; or (b) Any other purpose necessary to comply with a requirement of the Act or the Regulation.
#12	DISPUTES AND MEDIATION
12.1	The grievance procedure set out in this rule applies to disputes between – (a) A member and another member (in their capacity as members); or (b) A Member and the Association.
12.2	The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
12.3	If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
12.4	The mediator must be – (a) A person chosen by agreement between the parties; or (b) In the absence of agreement – (i) In the case of a dispute between a member and another member, a person appointed by the Board of the Association; or (ii) In the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
12.5	A member of the Association can be a mediator.
12.6	The mediator cannot be a member who is a party to the dispute.
12.7	The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
12.8	The mediator, in conducting the mediation, must – (a) Give the parties to the mediation process every opportunity to be heard; and (b) Allow due consideration by all parties of any written statement submitted by any party; and (c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
12.9	The mediator must not determine the dispute.
12.10	The mediation must be confidential and without prejudice.
12.11	If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
12.12	This rule does not affect the operation of S. 13, Discipline.
#13	DISCIPLINE
13.1	A complaint to the Board may be made by any person that a member of the Association: (a) Has refused or neglected to comply with a provision or provisions of this Constitution, or of the By-laws or Code of Conduct; or (b) Has persistently and willfully acted in a manner injurious or prejudicial to the interests of the Association; or (c) Has been guilty of conduct unbecoming a member; or (d) Has been convicted of an indictable offence.
13.2	The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
13.3	If the Board decides to deal with the complaint, the Board: (a) Must cause notice of the complaint to be served on the member concerned; and

	<p>(b) Must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and</p> <p>(c) Must take into consideration any submissions made by the member in connection with the complaint.</p>
13.4	If following the Board's consideration the Board believes the complaint to be justified the Board may recommend to a General Meeting that the member concerned be suspended and may recommend that the person be expelled.
13.5	If, at the meeting of the Board, the Board resolves to recommend the suspension or expulsion of the member, the Secretary shall convene a General Meeting of the Association to be held within 21 days after the date on which the Board made its resolution.
13.6	<p>At a General Meeting of the Association convened under S. 13.5 –</p> <p>(a) No business other than the question of the suspension of the member concerned may be conducted; and</p> <p>(b) The Board may place before the meeting details of the grounds for the recommendation and the reasons for the passing of the recommendation; and</p> <p>(c) The member, or their representative, must be given an opportunity to be heard; and</p> <p>(d) The members present must vote by secret ballot on the question whether the member shall be suspended</p>
13.7	A recommendation for suspension is confirmed only if, at the General Meeting, it is supported by a majority of the members present and voting in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.
13.9	A member of an incorporated association who is the subject of a disciplinary procedure must not initiate a grievance procedure in relation to the matter, which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.
#14	NOTICE OF GENERAL MEETINGS
14.1	The Secretary of the Association, at least 14 days, or, if a special resolution has been proposed, at least 21 days, before the date fixed for holding a General Meeting of the Association, must cause to be sent, as specified in S. 47, to each member of the Association a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
14.2	No business other than that set out in the notice convening the meeting may be conducted at the General Meeting.
14.3	A member intending to bring any business before a meeting may notify the Secretary of that business in writing, or by electronic transmission, and the Secretary must include that business in the next notice calling a General Meeting.
14.4	The accidental omission to give notice of a meeting to any member, or the non-receipt of notice of meeting by any member, shall not invalidate any proceedings or resolutions at any meeting of the Association or any Board thereof.
14.5	<p>At least 14 days before the day on which a General Meeting of the Association is to be held, the Association is to publish on its website a notice specifying –</p> <p>(a) The place, day and time at which the meeting is to be held; and</p> <p>(b) The nature of the business that is to be transacted at the meeting.</p>
14.6	<p>Digital general meetings</p> <p>(a) The simultaneous linking together by telephone or digital means of a sufficient number of the members to constitute a quorum constitutes a general meeting, provided the members have a reasonable opportunity to participate at the meeting.</p> <p>(b) All the provisions in this constitution relating to meetings of the members apply, as far as they can, with any necessary changes, to meetings of the members by telephone or digital means.</p> <p>(c) A member who takes part in a meeting by telephone or digital means is taken to be present in person at the meeting.</p> <p>(d) A meeting by telephone or digital means is taken as held at the place decided by the chair of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.</p> <p>(e) The board members may decide the procedures in relation to voting at a meeting by telephone or digital means, including specifying the form, method and timing of voting by notice</p>

#15	ANNUAL GENERAL MEETINGS
15.1	The Association must, at least once in each calendar year and within five months after the end of each financial year of the Association, call an Annual General Meeting of its members.
15.2	An Annual General Meeting is to be in addition to any other General Meeting that may be held in the same year.
15.3	Subject to S. 15.1 and 15.2, the Board may determine the date, time and place of the Annual General Meeting of the Association.
15.4	The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
15.5	The ordinary business of the Annual General Meeting shall be – (a) To confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and (b) To receive from the Board reports upon the transactions of the Association during the preceding financial year; and (c) To elect the Board:
15.6	The Annual General Meeting may conduct any special business of which notice has been given in accordance with this Constitution.
15.7	All members of the Association are entitled to attend, or (in the case of a Member Association) to nominate a representative to attend, the Annual General Meeting. Any other person may be admitted to the meeting if the Chair so decides.
#16	SPECIAL GENERAL MEETINGS
16.1	In addition to the Annual General Meeting, other General Meetings may be held in the same year.
16.2	All General Meetings other than the Annual General Meeting are Special General Meetings.
16.3	The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
16.4	The Board must, on the request in writing of three Association, or members representing not less than five per cent of the total number of Association members, whichever is the greater, convene a special general meeting of the Association.
16.5	The request for a Special General Meeting must – (a) State the objects of the meeting; and (b) Be signed by the members requesting the meeting; and (c) Be sent to the address of the Secretary; and (d) May consist of several documents in a similar form, each signed by one or more of the members making the requisition.
16.6	If the Board does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary, any of the Members making the request may convene a Special General Meeting to be held not later than three months after that date.
16.7	If a Special General Meeting is convened by members in accordance with S. 16.6, it must be convened in the same manner, as far as possible, as a meeting convened by the Board, and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the persons incurring the expenses.
16.8	The Association may hold its Special General Meetings, or permit members to take part in its Special General Meetings, by using any technology that allows members to clearly and simultaneously communicate with each other participating member.
16.9	A member of the Association who participates in a Special General Meeting in a manner permitted under S. 16.8 is taken to be present at the meeting and, if the person votes at the meeting, is taken to have voted in person.
16.10	All members of the Association are entitled to attend any Special General Meeting. Any other person may be admitted to the meeting if the Chair so decides.

#17	SPECIAL BUSINESS
17.1	All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the Constitution as ordinary business of the Annual General Meeting, is deemed to be special business.
#18	QUORUM AT GENERAL MEETINGS
18.1	No item of business may be conducted at a General Meeting unless a quorum of members, entitled under this Constitution to vote, is present at the time when the meeting is considering that item.
18.2	A member may take part and vote in a General Meeting in person or by proxy.
18.3	A member may take part and vote in a General Meeting by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
18.4	Five financial members or 5% of financial members present in person whichever is the higher shall constitute a quorum for the conduct of the business of a General Meeting.
18.5	If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, then (i) In the case of a meeting convened upon the request of Members, the meeting must be dissolved; and (ii) In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
18.6	If, at the adjourned meeting, the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not fewer than five) shall be a quorum.
#19	PRESIDING AT GENERAL MEETINGS
19.1	The President, or in the President's absence, the Vice-President, shall preside as Chair at each General Meeting of the Association.
19.2	If the President and the Vice-President are absent from a General Meeting, or are unable to preside, or decline to preside, the Members may elect anyone present to preside.
#20	ADJOURNMENT OF GENERAL MEETINGS
20.1	The Chair may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
20.2	No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
20.3	If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given to members in accordance with S 14.
20.4	Except as provided in S. 20.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.
#21	VOTING AT GENERAL MEETINGS
21.1	All votes must be given by persons attending or by proxy.
21.2	Each member who belongs to a category of membership carrying the right to vote and who is present at a General Meeting in person or by proxy (including the person presiding at the meeting), is entitled to one vote, except that in the event of an equality of votes the Chair of the meeting shall have both a deliberative vote and a casting vote.
21.3	A member is not entitled to vote at a General Meeting unless any and all moneys due and payable by the member to the Association have been paid.
21.4	The method of voting at General Meetings is to be decided by the Board and published in the By-laws.

#22	BALLOT AT GENERAL MEETINGS
22.1	If at a General Meeting a ballot on any question is demanded by not less than three members present in person or by proxy, or by one-fifth of the members present, whichever is the greater, it must be taken at that meeting in such manner as the Chair may direct, and the resolution of the ballot shall be deemed to be a resolution of the meeting on that question.
22.2	If a ballot is held, the Chair must appoint two members to conduct the ballot in the way the Chair decides.
#23	VOTING BY PROXY
23.1	Each member is entitled to appoint another member as a proxy of the appointing member to attend and vote on behalf of the appointing member at any General Meeting by written notice given to the Secretary no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.
23.2	No person can hold more than four proxies.
23.3	The notice appointing the proxy must be in the form set out in the By-laws.
23.4	The form appointing a proxy must be signed by the person appointing a proxy.
23.5	Proxies count in calculating the number required to call for a secret ballot, and the number required to pass a motion
23.6	Unless otherwise instructed by the person appointing the proxy, the proxy may vote as the proxy considers appropriate.
23.7	If a Member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the form set out in the By-laws.
#24	POSTAL BALLOTS
24.1	The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under the disciplinary provisions) other than for a special resolution to change these rules.
24.2	A postal ballot is to be conducted as the Board shall direct.
24.3	Ballot papers may be distributed to all members, and members may respond, <ul style="list-style-type: none"> • Through the post; or • Where applicable, by fax; or • Where applicable, through scanning and emailing the document.
#25	THE BOARD
25.1	The affairs of the Association shall be managed and controlled by a Board which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by this Constitution required to be done by the Association in a General Meeting.
25.2	Subject to the Act and the Regulations, the Board shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the association on which this Constitution are silent.
25.3	The Board shall consist of a minimum of five and a maximum of eight Members elected as in S. 26 or appointed to fill casual vacancies under S. 26.15.
25.4	An act performed by the Board, a sub-committee, or a person acting as a member of the Board is taken to have been validly performed, even if the act was performed when – <ol style="list-style-type: none"> a) There was a defect in the appointment of a member of the Board or sub-committee; or b) A Board member or sub-committee member was disqualified from being a member.
25.5	The Board at its discretion may appoint up to three additional members to the Board who may not meet the eligibility requirements of rule 6.1 if it is felt that they would make a valuable contribution because of their special skills, interest or experience. The tenure of such appointed members will be for up to two years. Such members shall have no voting rights.

#26	ELECTION OF ORDINARY BOARD MEMBERS
26.1	Any member over the age of 18 may nominate for the position of ordinary member of the Board.
26.2	All nominations of candidates for election to the position of ordinary member of the Board must be – (a) Made in writing, signed by two members of the Association, and accompanied by the written consent of the candidate; and (b) Delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting.
26.3	A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted on the Association's website for at least seven days immediately preceding the Annual General Meeting
26.4	If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and the remaining positions become casual vacancies.
26.5	If the number of nominations received is equal to the number of vacancies to be filled at the Annual General Meeting, the persons nominated shall be deemed to be elected.
26.6	If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held at the Annual General Meeting.
26.7	Each Member of the Association present in person or by proxy and eligible to vote at the Annual General Meeting may vote for one candidate for each vacant position on the Board.
26.8	The ballot must be conducted in a manner determined from time to time by resolution at a General Meeting and recorded in the By-laws.
26.9	The members chosen by ballot must be declared by the Chair to be duly elected as members of the Board.
26.10	A person who is eligible for election or re-election under this clause may: (a) Propose or second himself or herself for election or re-election; and (b) Vote for himself or herself.
26.11	At the first General Meeting after the adoption of these rules the eight Ordinary Members elected to the Board shall draw lots for four two-year terms and four one-year terms.
26.12	At each subsequent General Meeting four Ordinary Members shall be elected and shall, unless otherwise disqualified, hold office for one year.
26.13	Each ordinary member of the Board shall hold office, unless otherwise disqualified, until the conclusion of the Annual General Meeting occurring in the second year after the date of their election, but shall be eligible to stand for re-election.
25.14	In the event of a casual vacancy occurring in the office of an ordinary member of the Board, the Board may appoint any member of the Association to fill the vacancy and the member appointed shall hold office, unless otherwise disqualified, until the conclusion of the Annual General Meeting next following the date of the appointment.
26.15	The vacancy caused by the conclusion of the term of a Board member appointed to fill a casual vacancy shall be filled by election at the Annual General Meeting. The person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person whose retirement initially caused the casual vacancy.
#27	OFFICE-BEARERS
27.1	The Office---bearers of the Association shall be – (a) President; (b) Vice-President; (c) Treasurer; and (d) Secretary.
#28	ELECTION OF OFFICE-BEARERS
28.1	(a) Any member over the age of 18 may nominate for any of the Office---bearer positions. A member may nominate for more than one position.

28.2	At the first meeting of the Board following the Annual General Meeting the Ordinary Members present in person or by proxy shall call for nominations to the office bearer positions and shall elect a President from among the nominees for that position. The Board shall then proceed to elect a Vice-President, and then to elect or appoint a Treasurer, and then to elect or appoint a Secretary.
28.3	A person elected to any office shall have any nominations they may have made to any other office withdrawn from consideration.
28.4	Unless otherwise disqualified, each Office-bearer of the Association shall hold office until the conclusion of the next Annual General Meeting of his or her election but is eligible for re-election.
28.5	In the event of a casual vacancy in any office referred to in S 27.1, the Board may appoint one of its members or an external expert to the vacant office and the member/person appointed may continue in office until next Annual General Meeting following the date of the appointment.
28.6	Retiring Office-bearers may stand for re-election, but must not serve in the same office for more than three consecutive terms. Such members may nominate for office after one year of absence has passed.
28.7	Except where prescribed in the Act, the duties of the Office-bearers shall be as laid down in the By-laws.
28.8	No person shall hold more than one office at the same time.
#29	VACANCIES ON THE BOARD
29.1	An Office-bearer's position, or that of an ordinary member of the Board, becomes vacant if the Office---bearer or Member – (a) Ceases to be a Member of the Association; or (b) Becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors or makes an assignment of his or her estate for their benefit; or (c) Resigns from office by notice in writing to the Secretary; or (d) Is removed from office under clause 37; or (e) Becomes a represented person within the meaning of the Guardianship and Administration Act 2019; or (f) Is disqualified from office under the Act; or (g) Is absent without the consent of the Board from all meetings of the Board held during a period of three months; or (h) Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months; or (i) Ceases to reside in Australia.
29.2	A member of the Board may resign from the Board by giving notice in writing to the Secretary.
29.3	The resignation takes effect at – (a) The time the notice is received by the Secretary; or (b) If a later time is stated in the notice, the later time.
29.4	The continuing members of the Board may act despite a casual vacancy on the Board.
29.5	However, if the number of Board members is less than the number fixed under clause 32.1 as a quorum of the Board, the continuing members may act only to – (a) Increase the number of Board members to the number required for a quorum; or (b) Call a general meeting of the Association.
#30	MEETINGS OF THE BOARD
30.1	Subject to the other provisions of this Constitution, the Board may meet and conduct its proceedings in accordance with standing orders laid down in the By-laws.
30.2	The Board may hold meetings, or permit members of the Board to participate in its meetings, by using any technology that allows members to clearly and simultaneously communicate with each other participating member.
30.3	The Board must meet at least three times in each year at such place and such times as the Board may determine.

30.4	Additional meetings of the Board may be convened by the Chair or by at least one-third of the members of the Board.
30.5	If the Secretary receives a written request signed by at least one-third of the members of the Board, the Secretary must call a meeting of the Board by giving each member of the Board notice of the meeting within seven days after the Secretary receives the request.
30.6	If the Secretary is unable or unwilling to call the meeting, the Chair must call the meeting.
30.7	A request for a Board meeting under S. 30.5 must state – (a) Why the meeting is to be called; and (b) The business to be conducted at the meeting.
30.8	A notice of a Board meeting called under S. 30.5 must state – (a) The date, time and place of the meeting; and (b) The business to be conducted at the meeting.
30.9	A meeting of the Board must be held within 14 days after notice of the meeting is given to the members of the Board.
30.10	Members of the Association, or members of the public, may attend meetings of the Board to the extent specified in the By-laws. The Board may at any time by majority vote (a) Invite a person not a member of the Board to attend a Board meeting or any part of a meeting, or (b) Exclude a person not a member of the Board from a Board meeting or any part of a meeting
30.11	Digital board meetings (a) The simultaneous linking together by telephone or digital means of a sufficient number of the board members to constitute a quorum constitutes a board meeting. (b) A board member who takes part in a meeting by telephone or digital means is taken to be present in person at the meeting. (c) All the provisions in this rule 30.11 apply, as far as they can and with any necessary changes, to board meetings by telephone or digital means. (d) A meeting by telephone or digital means is taken as held at the place decided by the chair of the meeting, as long as at least one of the board members was at that place for the duration of the meeting. (e) If a technical difficulty occurs which means that one or more board members cannot participate, the chair may adjourn the meeting until the difficulty is remedied or may, if a quorum of board member remains present, continue with the meeting.
#31	NOTICE OF BOARD MEETINGS
31.1	Notice of each Board meeting must be given to each member of the Board at least five business days before the date of the meeting.
31.2	Written notice of each Board meeting is to be served on each member of the Board by – (a) Giving it to the member during business hours at least five business days before the day on which the meeting is to be held; or (b) Leaving it, during business hours at least five business days before the day on which the meeting is to be held, at the member's postal or residential address, or place or address of business or employment last known to the server of the notice; or (c) Sending it by post to the person's postal or residential address or address of business or employment last known to the server of the notice in sufficient time for it to be delivered to that address in the ordinary course of post at least five business days before the day on which the meeting is to be held; or (d) Faxing it to the member's fax number at least five business days before the day on which the meeting is to be held; or (e) Emailing it to the member's email address at least five business days before the day on which the meeting is to be held.
#32	QUORUM FOR BOARD MEETINGS
32.1	One-half of the number of Board members plus one (rounded up to the nearest whole number) constitutes a quorum for the conduct of the business of a meeting of the Board.
32.2	A Board member who participates in the meeting as described in S. 30.11 is taken to be present at the meeting.

32.3	No business may be conducted unless a quorum is present.
32.4	If, within half an hour of the time appointed for the Board meeting, a quorum is not present, the meeting shall stand adjourned to the same place and the same time and day in the following week.
#33	PRESIDING AT BOARD MEETINGS
33.1	At meetings of the Board – (a) The President or, in the President's absence, the Vice-President presides as Chair; or (b) If the President and the Vice-President are absent, or are unable to, or decline to, preside, the members present must choose one of their number to preside.
#34	VOTING AT BOARD MEETINGS
34.1	Questions arising at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board, shall be determined by a majority of votes on a show of hands or, if a member requests, by a ballot taken in such manner as the person presiding at that meeting may determine.
34.2	Each member present at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board (including the person presiding at the meeting), is entitled to one vote, except that the Chair of the meeting shall have a deliberative vote and a casting vote in the event of an equality of votes.
34.3	Any act done, or purporting to have been done, by the Board or by a sub---committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub---committee.
#35	CIRCULATING RESOLUTIONS
35.1	The Board may pass a valid resolution without a Board meeting being held if a majority of the Board members entitled to vote on the resolution cast their vote either in favour of or against that motion. Voting intention must be provided in writing (this may include a facsimile transmission or an email from the email account registered for that Board member with the Secretary). If no majority decision is possible, the resolution lapses.
35.2	Board members who do not support the resolution must indicate this on the document. Separate copies of a document may be used for signing by Board members if the wording of the resolution and statement is identical in each copy. Hard copies showing the voting intentions of every Board member who has voted on the resolution must be kept with the Association's minutes.
35.3	A circulating resolution is deemed to have passed on the day and time when the document was signed by the member whose signature achieves a majority. Every resolution passed must be entered in the minutes of the next meeting of the Board as soon as practicable.
#36	DISCLOSURE OF INTEREST
36.1	A Board member who has a material personal interest in a contract, or proposed contract, made by, or in the contemplation of, the Association must disclose the nature and extent of the interest to the Board in accordance with Section 80 of the Act.
36.2	A Board member having a material personal interest in a matter that is being considered at a Board meeting must not be present for any deliberations and must not vote on any motion of the Board with respect to that matter.
36.3	S. 36.1 and 36.2 do not apply where (a) That material personal interest exists only by virtue of the fact that the member of the Board is a member of a category of persons for whose benefit the Association is established; or (b) That material personal interest exists only by virtue of the fact that the member of the Board is an employee of the Association; or (c) The member of the Board has that material personal interest in common with all or a substantial proportion of the members of the incorporated association.
36.4	If there are not enough Board members to form a quorum to consider a matter because of S. 36.2, the matter shall be deferred to another meeting or to circular resolution.
36.5	The Secretary must record the disclosure in the minutes of the meeting of the Board at which it is made.

36.6	The Chair must ensure a Board member who has a direct or indirect material personal interest in a contract, or proposed contract, complies with the Act.
36.7	If, at a meeting of the Board or a sub-committee, a member of the Board or sub-committee votes in respect of any matter in which the member has a material personal interest, that vote is not to be counted.
#37	REMOVAL OF BOARD MEMBER
37.1	The Association in a General Meeting may as it sees fit, by resolution, remove any member of the Board before the expiration of the member's term of office and appoint another person/member of the Association in his or her place to hold office until the expiration of the term of the first-mentioned member.
37.2	A Board member has no right of appeal against the member's removal from office under this rule.
37.3	A member who is the subject of a proposed resolution referred to in S.37.1 may make representations in writing to the Secretary or Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
37.4	The Secretary or the Chair may give a copy of the representations to each member of the Association or, if they are not so given, the member is entitled to require that they be read out at the meeting.
#38	MINUTES OF MEETINGS
38.1	The Secretary of the Association must keep proper minutes of the resolutions and proceedings of each General Meeting, and each Board meeting, and a record of the names of persons present at Board meetings and must enter these within one month after the relevant meeting in minute books kept for the purpose.
38.2	The minutes kept pursuant to this rule must be confirmed by a resolution passed by the members of the Association or the members of the Board (as applicable) at a subsequent meeting.
38.3	The Chair must ensure that the minutes taken of a General Meeting or Board meeting under S. 38 are checked and signed as correct by the Chair of the meeting to which those minutes relate, or by the Chair of the next succeeding General Meeting or Board meeting, as the case requires.
38.4	When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that – (a) The General Meeting or Board meeting to which they relate was duly convened and held; (b) All proceedings recorded as having taken place at the meeting did in fact take place at that meeting; and (c) All appointments or elections purporting to have been made at that meeting have been validly made.
38.5	If asked by a member of the Association, the Secretary must, within 14 days after the request is made – (a) Make the minute book for a particular General Meeting available for inspection by the member at a mutually agreed time and place; and (b) Give the member copies of the minutes of the meeting.
38.6	The Association may require the member to pay the reasonable costs of providing copies of the minutes.
#39	SUB-COMMITTEES
39.1	The Board may, in writing, delegate to one or more sub-committees the exercise of specified functions of the Board, other than – a) This power of delegation; and b) Any function imposed on the Board by the Act, by any other applicable law, or by resolution of the Association in General Meeting.
39.2	The Board may co-opt any person as a member of a sub-committee, whether or not the person is a member of the Association. That person shall have no vote either on the Board or at any General Meeting.
39.3	A delegation under this section may be made subject to any conditions or limitations that the Board imposes.
39.4	Despite any delegation under this section, the Board may continue to exercise any function delegated.
39.5	Any act done by a sub-committee acting in the exercise of a delegation under this section has the same effect as it would have if it had been done by the Board.
39.6	The Board may, in writing, revoke wholly or in part any delegation under this section.

39.7	Subject to any directions from the Board, any sub-committee may meet and adjourn as it considers appropriate.
39.8	Subject to any directions from the Board, a sub-committee may elect a Chair of its meetings.
39.9	A question arising at a sub-committee meeting is to be decided by a majority vote of the members present at the meeting, except that in the event of an equality of votes the Chair of the meeting shall have both a deliberative vote and a casting vote.
#40	EXECUTIVE COMMITTEE
40.1	The President, the Vice-President, the Treasurer and the Secretary constitute the Executive Committee.
40.2	During the period between meetings of the Board, the Executive Committee may issue instructions to the Secretary and servants of the Association in matters of urgency connected with the management of the affairs of the Association.
40.3	The Executive Committee is to report on any instructions issued under S 40.2 to the next meeting of the Board.
41	INCOME AND PROPERTY OF THE ASSOCIATION
41.1	No portion of the income or property of the Association is to be paid or transferred to any member of the Association unless the payment or transfer is made in accordance with this rule.
41.2	The Association may – (a) Pay a servant or member of the Association – (i) Remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the servant or member; or (ii) Remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the servant or member for any of the objects or purposes of the Association; or (iii) Interest at a reasonable rate on money lent to the Association by the servant or member; or (iv) A reasonable amount by way of rent for premises, or a part of premises, let to the Association by the servant or member; and (b) Not pay a member of the Board remuneration in return for carrying out the functions of a member of the Board; and (c) Not pay a member of a sub-committee remuneration in return for carrying out the functions of a member of the sub-committee; and (d) If so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of the Association to an office in that other association, organisation or body.
41.3	Despite S. 41.2 (a), (b) and (c), the Association is not to pay a person any amount under that clause unless the Association or Board has first approved that payment.
41.4	Despite S 41.3 (d), the Association is not to appoint or nominate a member of the Association under that sub-S. to an office in respect of which remuneration is payable unless the Association or Board has first approved – (a) That appointment or nomination; and (b) The receipt of that remuneration by that member.
#42	FUNDS
42.1	The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
42.2	The Treasurer of the Association must – (a) Collect and receive all moneys due to the Association and make all payments authorised by the Association; and (b) Keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association. The Treasurer may delegate the execution of these duties to any suitable person but must retain responsibility for their performance.
42.3	All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's financial institution account.

42.4	The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
42.5	A payment is not to be drawn on the Association's account except for the purpose of making a payment that has been authorised by the Board.
42.6	Except with the authority of the Board, a payment of an amount exceeding that laid down in the By-laws is not to be made from the funds of the Association otherwise than by cheque drawn on the Association's account or by electronic funds transfer from the Association's account.
42.7	Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
42.8	All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of an amount exceeding that laid down in the By-laws must be signed by two members of the Board authorised to do so by the Board. All electronic banking procedures must also be approved by two members of the Board authorised to do so by the Board.
42.9	With the approval of the Board, the Treasurer may maintain a petty cash account system provided that all money paid from or into the petty cash account is accurately recorded at the time of the transaction, subject to any conditions the Board may impose.
42.10	All expenditure must be approved by or ratified by the Board.
#43	AUDITOR
43.1	At each Annual General Meeting, the members of the Association present at the meeting are to appoint a person meeting the requirements of the Act as the auditor of the Association.
43.2	If an auditor is not appointed at an Annual General Meeting under S. 43.1, the Board is to appoint a person as the auditor of the Association as soon as practicable after that Annual General Meeting.
43.3	The auditor is to hold office until the next Annual General Meeting and is eligible for re-appointment.
43.4	Except as provided in S.43.5, the auditor, once appointed, may only be removed from office by a special resolution at a General Meeting.
43.5	If a casual vacancy occurs in the office of auditor, the Board is to appoint a person to fill the vacancy until the next Annual General Meeting.
#44	AUDIT OF ACCOUNTS
44.1	The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.
44.2	The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to – (a) Certify as to the correctness of the accounts of the Association; and (b) At the next Annual General Meeting, provide a written report to the members of the Association present at that meeting.
44.3	In the report and in certifying to the accounts, the auditor is to – (a) Specify the information, if any, that he or she has required and obtained under S.44.5; and (b) State whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and (c) State whether the rules relating to the administration of the funds of the Association have been observed.
44.4	The Treasurer of the Association is to deliver to the auditor a list of all the accounting records, books and accounts of the Association.
44.5	The auditor may – (a) Have access to the accounting records, books and accounts of the Association; and (b) Require from any servant of the Association any information the auditor considers necessary for the performance of his or her duties; and (c) Employ any person to assist in auditing the financial affairs of the Association; and (d) Examine any member of the Board, or any servant of the Association, in relation to the accounting records, books and accounts of the Association.

#45	BY-LAWS
45.1	The Board may make, amend or repeal By-laws, not inconsistent with this Constitution, for the internal management of the Association.
45.2	By-laws must be made available in writing to members on request.
45.3	Any By-law may be set aside by a vote of members at a General Meeting of the Association.
#46	EXECUTION OF CONTRACT OR OTHER DOCUMENT BY SIGNATURE
46.1	The Association may execute a contract or other document if the contract or document is signed by two members of the Board and been approved and minuted by the board.
#47	NOTICE TO MEMBERS
47.1	<p>Any notice that is required to be given to a member, by or on behalf of the Association, under this Constitution may be given by –</p> <ul style="list-style-type: none"> • Delivering the notice to the member personally; or • Sending it by pre-paid post addressed to the member at that member's address shown in the Register of Members; or • Facsimile transmission; or • Electronic transmission. <p>The Board shall decide in which of the methods above the notice must be given. However, notice of the following meetings must be given in writing –</p> <p>(a) A meeting called to hear and decide the appeal against the Board's decision –</p> <ul style="list-style-type: none"> (i) To reject an application for membership of the Association; or (ii) To terminate a member's membership of the Association; <p>(b) A meeting called to hear and decide a proposed special resolution of the Association.</p>
#48	CUSTODY AND INSPECTION OF BOOKS AND RECORDS
48.1	<p>Except as otherwise provided in this Constitution, the Secretary must keep in their custody or under their control</p> <p>(a) Records and other documents of the Association; and</p> <p>(b) This Constitution; and</p> <p>(c) Minutes of all Board meetings and general meetings of the Association.</p>
48.2	<p>If requested to do so by a member, the Association must permit the member or their representative at a reasonable time to inspect –</p> <p>(a) The Constitution and By-laws of the Association;</p> <p>(b) Minutes of general meetings of the Association</p> <ul style="list-style-type: none"> (i) At the main premises of the Association, or (ii) If the Association has no premises, at the Association's official address.
48.3	<p>The Association must give a member of the Association a copy of anything referred to in S 48.2 within seven days if</p> <p>(a) The member asks for the copy; and</p> <p>(b) Pays the fee (if any) prescribed in the By-laws.</p>
48.4	<p>The Secretary must post on the Association's website</p> <p>a) The Constitution and By-laws of the Association;</p> <p>b) Minutes of general meetings of the Association</p>
48.5	Any Office-bearer vacating their office must return to the premises of the Association within 14 days any records and/or assets held by the Office-bearer other than on those premises.
#49	WINDING UP
49.1	At the first General Meeting of the Association after the adoption of this Constitution the Association must pass a special resolution nominating –

	<p>(a) Another association; or</p> <p>(b) A fund, authority or institution;</p> <p>In which it is to vest its surplus property in the event of the dissolution or winding up of the association, being a body</p> <ul style="list-style-type: none"> • Which has similar objects, • Which is not carried out for the purposes of profit or gain to its individual members, • Which is incorporated under the Act • And which fulfils the requirements specified in the Act.
49.2	At any subsequent General Meeting the Association may amend that resolution to substitute another body meeting the same criteria.
49.3	In the event of the dissolution or winding up of the Association the surplus property must be given or transferred in accordance with the provisions of the Act to that body specified in S50.1
#50	SURPLUS ASSETS ON WINDING UP
50.1	If the Association is wound up, any surplus assets must not be distributed to the members or former members of the Associations, and (subject to the Act and any Court order) must be distributed to another organisation or organisations, so long as that other organisation or organisations are not carried on for the profit or gain of its members.
50.2	Subject to clause 50.1 at the time of any winding up of the Association, any unexpended special rate monies or any assets which have been purchased with special rate monies are “assets” and remain, assets of Council, and must be refunded/returned to Council in the event of a winding up.