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SNEDDEN
HALL & GALLOP
—
LAWYERS

CONSTITUTION

OF

BOSOM BUDDIES ACT INC ABN 59 262 617 782

43-49 Geils Court

DEAKIN ACT 2600

P: 02 6285 8050

E: geralds@shglawyers.com.au

Our ref: 81788GS

www.shglawyers.com.au

Snedden Hall & Gallop

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1 Definitions and Interpretation

1.1 Definitions

In the Constitution the words and expressions in column A will have the meanings assigned to them in column B below, unless the context otherwise requires:

A	B
Accounting Records	includes invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes, vouchers and other documents of prime entry, Books and records which record documents of prime entry, and any working papers and documents that are necessary to explain the methods and calculations by which accounts are made up, as required under section 71.
Act	the <i>Associations Incorporation Act 1991</i> (ACT), as amended from time to time.
Annual General Meeting (AGM)	an annual meeting of the Association convened in accordance with section 69.
Annual Membership Fee	the annual fee for Membership of the Association being: (a) \$5.00; or (b) if the Committee decides another amount – that amount.
Association	Bosom Buddies ACT Inc ABN 59 262 617 782, an association incorporated in the Australian Capital Territory.
Authorised Deposit-Taking Institution	an institution (for example, a bank, credit union or building society) that is authorised under the <i>Banking Act 1959</i> (Cth),
Auditor	is either: (a) registered as an auditor under the Corporations Act; or (b) a member of the Institute of Chartered Accountants in Australia, the Institute of Public Accountants, or CPA Australia, but is not: (c) a member or officer of the association; and (d) the person who prepared or assisted with the preparation of the accounts.
Books	includes any register or other record of information and any accounts or Accounting Records, however compiled, recorded or stored and any other documents of the Association.

A	B
Bosom Buddies Fellowship	a subcommittee to which the Committee has delegated, under clause 9.3, the function of reviewing, approving and administering funding grants.
By-Laws	the regulations made by the Committee from time to time for the administration and management of the Association's affairs.
Chairperson	the Committee Member elected, by simple majority to preside as chairperson at a Committee Meeting or a General Meeting.
Committee	the governing committee of the Association established under section 60(1).
Committee Meeting	a meeting of the Committee convened and conducted in accordance with clause 10.
Committee Members	the Members of the Committee which includes office bearers (for example, the President, Treasurer, and Secretary) and other ordinary Committee Members.
Constitution	this instrument constituting the constitution of the body and governing the activities of the Association and its Members, as amended from time to time.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Executive Officers	the President, Vice-President, Secretary and Treasurer of the Association elected in accordance with the By-Laws.
Financial Statements	the statement of accounts and related documents prepared in accordance with sections 72 and 73.
Financial Year	the period, not exceeding twelve (12) months, fixed by the Constitution of the Association as its financial year.
General Meeting	a meeting of the Members of the Association and includes the AGM and any other General Meetings convened through the year.
Joining Fee	the fee to join the Association, being: (a) \$1.00; or (b) if the Committee decides another amount – that amount.
Member	a person who or organisation which satisfies the Membership Qualifications.
Membership Qualifications	a member must: (a) be at least eighteen (18) years of age;

A	B
	(b) supports the Objects; and (c) agrees to comply with the Act, and the Constitution.
Objects	the objects of the Association under clause 2.
Officer	(a) a Member; or (b) the Public Officer, Secretary, Treasurer or Executive Officer of the Association, the holder of any other office of the Association (however described) or a person occupying any of the abovementioned offices, whether validly appointed or not; or (c) any other person who is concerned in or takes part in the management of the Association's affairs; that is at least eighteen (18) years of age but does not include a patron or the holder of another honorary office of the Association if the office does not give its incumbent a right to participate in the management of the Association's affairs.
person	includes a reference to a corporation, a Governmental Body as well as to an individual.
President	the person elected by the Committee to perform the following functions: (a) chairing Committee meetings and General Meetings (including AGMs); and (b) exercising any other function given to the President: (i) conferred by the Act or by this Constitution; or (ii) delegated or conferred by resolution of the Committee or the Members to achieve the Objects.
Proxy	a Member of the Association that is authorised to vote on the behalf of another Member at a General Meeting.
Public Officer	the person appointed to be the public officer of the Association who must reside in the Australian Capital Territory and is at least eighteen (18) years of age.
Register of Members	the register kept under section 67.
Regulations	the <i>Associations Incorporation Regulation 2023</i> (Cth), as amended from time to time.
Seal	the common seal of the Association (if any).

A	B
Secretary	the Committee Member elected by the Committee to perform following functions: (a) keeping minutes of Committee Meetings and General Meetings (including AGMs); and (b) exercising any other function given to the Secretary: (i) conferred by the Act or by this Constitution; or (ii) delegated or conferred by resolution of the Committee or the Members for the purpose of furthering the Objects.
Special Resolution	a resolution of the Association passed: (a) at a General Meeting of the Association, being a meeting of which at least twenty-one (21) days' notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the Members; and (b) by at least $\frac{3}{4}$ of the votes of those Members of the Association who, being entitled to vote, vote personally or, if the Constitution permit voting by proxy, vote by proxy at the meeting.
Territory Law	any law that applies in the Australian Capital Territory.
Treasurer	the person elected by the Members to the Committee to perform the following functions: (a) keeping the Accounting Records mentioned in section 71 (Accounting records); and (b) preparing the statement of accounts mentioned in section 72 (Annual statement of accounts); and (c) presenting the documents mentioned in section 73 (Presentation of statement to Members) at the AGM; and (d) lodging with the Registrar-General the documents mentioned in section 79 (Registrar-General's power to require statements and reports); and (e) exercising any other function given to the Treasurer: (i) conferred by the Act or by this Constitution; or

A	B
	(ii) delegated or conferred by resolution of the Committee or the Members for the purpose of furthering the Objects.
Vice-President	the person elected by the Committee to perform the following functions: (a) exercising the functions of the President if the President is unavailable to exercise those functions for any reason; and (b) exercising any other function given to the Vice-President: (i) conferred by the Act or by this Constitution; or (ii) delegated or conferred by resolution of the Committee or the Members for the purpose of furthering the Objects.

1.2 Interpretation

- (a) In the Constitution, reference to:
- (i) any tense or gender includes any other tense or gender;
 - (ii) the singular includes the plural, and the plural includes the singular;
 - (iii) the word "includes", in any form, is not a word of limitation;
 - (iv) a reference to something "written" or "in writing" includes any representation or reproduction of words in a visible form by any means;
 - (v) a notice or document required by the Constitution to be signed may be authenticated in any manner permitted by the Act or any other applicable law;
 - (vi) any reference to a "section" is a reference to a section of the Act, unless otherwise specified.

2 Objects

2.1 The Association is established for the following objects:

- (a) to operate a non-profit, community-based organisation that assists people and their families living with the effects of breast cancer;
- (b) to provide a caring and nurturing personal support network for people diagnosed with breast cancer, and their families, during and after treatment;

- (c) to support breast-cancer-related programs and individual community projects through the Bosom Buddies Fellowship;
 - (d) to raise community awareness of breast cancer by promoting improved treatments, educating the community on the impact of breast cancer and encouraging early detection; and
 - (e) to identify and develop new opportunities to share information and provide practical advice to those people supporting persons with breast cancer.
- 2.2 The mission of the Association is to provide services and support to people living with breast cancer and to their families.
- 2.3 In carrying out its mission and Objects, the Association seeks to:
- (a) broaden the support offered to all people on the breast cancer journey;
 - (b) strengthen community awareness of breast cancer by extending the reach of the Association's breast awareness program(s) in ACT schools, public sector, commercial and not-for-profit organisations, and creating other opportunities to share information and practical advice to those on the cancer journey;
 - (c) increase donations, partnerships and sponsorships and, by any lawful means, solicit, fundraise and receive donations gifts, bequests and devises (whether or not subject to special trusts or conditions) and accept grants of money or gifts of property for one or more of the Objects; and
 - (d) cooperate and, where appropriate, form strategic or commercial alliances with other organisations that have similar objects, wherever they are located; and
 - (e) do all other lawful things that are incidental or conducive to the attainment of the Objects and the exercise of its powers.

3 Legal Status

3.1 The Association:

- (a) is a body corporate with perpetual succession;
- (b) may adopt and use a Seal;
- (c) has the power to acquire, hold, deal with and dispose of real and personal property;
- (d) is capable of suing and being sued in its corporate name; and
- (e) may exercise all functions and powers of a body corporate under the Act and any other applicable law.

4 Income and Property

4.1 The Association must apply its profits (if any), income and assets solely towards the promotion of the Objects.

- 4.2 No portion of the Association's profits, income or assets may be paid or transferred, directly or indirectly, to any Member, except as bona fide compensation for services actually rendered to the Association or for expenses properly and reasonably incurred on its behalf.
- 4.3 Except as provided in clause 4.4, no remuneration or other benefit is to be paid or given by the Association to any Member who holds any office of the Association.
- 4.4 Nothing in this clause 4 prevents the Association from making any payment in good faith to any Member for:
- (a) services actually rendered to the Association, whether or not as an employee;
 - (b) goods supplied to the Association in the ordinary and usual course of business;
 - (c) interest on money lawfully borrowed from that Member;
 - (d) repayment of money lawfully borrowed from that Member;
 - (e) rent for premises lawfully leased or let by that Member to the Association; or
 - (f) reimbursement of out-of-pocket expenses properly and reasonably incurred on behalf of the Association by a Committee Member or any volunteer acting under the authority of the Committee.
- 4.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments that require signature must be signed by any two (2) Committee Members authorised by the Committee.
- 4.6 The Committee may authorise the payment of monies by electronic funds transfer provided that it:
- (a) establishes and maintains procedures that safeguard the Association's income and assets and ensure proper recording in the Accounting Records; and
 - (b) ensures that each such payment is approved in writing (which may include electronic approval) by at least two (2) Committee Members.
- 4.7 For the avoidance of doubt, the Association is not taken to be formed or carried on for the object of obtaining a pecuniary gain for its Members merely because it makes a payment permitted by this clause 4.

5 Membership

5.1 Categories of Membership

- (a) The Association is comprised of the following categories of Membership:
 - (i) Ordinary Member;
 - (ii) Honorary Member;
 - (iii) Affiliate Member; and
 - (iv) Life Member.
- (b) Subject to the Constitution, the Committee may:

- (i) admit any person as a Member in any category of Membership; and
- (ii) transfer a Member from one category of Membership to another.
- (c) The Committee may determine criteria, entitlements and privileges applicable to each category of Membership, to the extent not otherwise set out in this clause 5.

5.2 Application

- (a) An eligible person or organisation may apply to the Committee to become a Member.
- (b) The application must:
 - (i) be in writing; and
 - (ii) include:
 - A the applicant's name and contact details; and
 - B a nomination for Membership by an existing Member; and
 - (iii) be signed by both the applicant and the nominating Member.
- (c) The Committee may require the application to be in a form decided by the Committee (including electronic form).
- (d) The Committee may request reasonable further information from the applicant to assess eligibility.

5.3 Decision

- (a) The Committee must consider each application for Membership and decide whether to accept or reject the application.
- (b) The Committee may reject an application only if:
 - (i) the application does not comply with clause 5.2(b);
 - (ii) if the Committee requires an application to be in a particular form under clause 5.2(c) – the application is not in the required form; or
 - (iii) the Committee is not satisfied that the applicant will support the Objects and comply with the Act and the Constitution.
- (c) As soon as reasonably practicable after deciding an application for Membership, the Committee must provide the applicant written notice of the decision.
- (d) If the Committee accepts the application, the Committee must:
 - (i) ask the applicant to pay the Joining Fee (if any) and any Annual Membership Fee then due; and
 - (ii) after the applicant pays the relevant fee(s) – record the information required under section 67(2) in the Register of Members.
- (e) If any fee has been paid with the application, the Committee refund that fee if the Committee rejects the application.

5.4 When Membership Begins

- (a) A person's Membership begins on:
 - (i) if the Joining Fee is \$0 – the day the Committee accepts the person's application for Membership; or
 - (ii) in any other case – the later of the following:
 - A the day the Committee accepts the person's application for Membership; or
 - B the day the person pays the Joining Fee.

5.5 Joining Fee and Annual Membership Fee

- (a) The Annual Membership Fee is payable before (**Due Date**):
 - (i) 1 July of each year; or
 - (ii) if the Committee decides another date – that date.
- (b) If a person's Membership begins after the Due Date in a calendar year, the Due Date for the payment of the Annual Membership Fee is:
 - (i) 1 July in the following calendar year; or
 - (ii) if the Committee decides another date – that date.
- (c) The Committee may set different Annual Membership Fees for different categories of Membership.

5.6 Register of Members

The Association must maintain a Register of Members that:

- (a) is kept securely and used only for the purposes of the Association unless explicit permission is given to release personal information by the Member concerned;
- (b) records the following information about each Member:
 - (i) the Member's name, address and contact details;
 - (ii) the category of Membership to which the Member belongs;
 - (iii) the date on which the Member became a Member;
 - (iv) any other particulars required by the Act or the Constitution.

5.7 Rights of Members

- (a) Ordinary Members are entitled to:
 - (i) receive information about the activities of the Association;
 - (ii) receive invitations to Association events;
 - (iii) receive notice of, and attend, General Meetings;
 - (iv) exercise one (1) vote at any General Meeting;

- (v) stand for election to the Committee; and
 - (vi) request observer attendance at a Committee Meeting.
- (b) Honorary Members are entitled to:
 - (i) receive information about the activities of the Association; and
 - (ii) receive invitations to Association events.
- (c) Affiliate Members are entitled to:
 - (i) receive information about the activities of the Association;
 - (ii) receive invitations to Association events; and
 - (iii) receive notice of, and attend, General Meetings;
- (d) Life Members are entitled to:
 - (i) receive information about the activities of the Association;
 - (ii) receive invitations to Association events;
 - (iii) receive notice of, and attend, General Meetings;
 - (iv) exercise one (1) vote at any General Meeting;
 - (v) stand for election to the Committee;
 - (vi) request observer attendance at a Committee Meeting; and
 - (vii) be exempted from payment of Membership fees.
- (e) Observer Attendance at Committee Meetings
 - (i) A Member may request to attend a Committee Meeting as an observer by giving the Secretary written notice at least seven (7) days before the meeting and identifying any agenda item(s) of interest.
 - (ii) The Chairperson, in consultation with the Committee, may approve or refuse the request (in whole or in part) having regard to meeting capacity, efficiency, confidentiality, privacy and legal privilege.
 - (iii) An observer:
 - A is not entitled to receive Committee papers (other than any document expressly provided by the Committee);
 - B has no speaking rights unless permitted by the Chairperson; and
 - C has no vote.
 - (iv) The Committee may require observers to leave for any item considered in camera or where confidentiality, privacy or legal privilege may be affected.
 - (v) Any information provided to an observer remains confidential to the Association and the observer must not disclose that information without the Committee's prior written consent.

- (f) A Member attending any Association meeting or event must comply with any reasonable directions of the Chairperson or event organiser and behave respectfully.
- (g) A Member must not hold themselves out as an employee, agent or representative of the Association, or speak on its behalf, unless expressly authorised in writing by the Committee.

5.8 Duties of Members

Each Member must:

- (a) act consistently with the values of the Association; and
- (b) when representing the Association, conduct themselves as an ambassador of the Association.

5.9 Cessation of Membership

A person's Membership ends if:

- (a) the person resigns under clause 5.10; or
- (b) the person has not paid their annual Membership fee within three (3) months of when it falls due; or
- (c) the person's Membership is cancelled as a result of disciplinary action taken under clause 7; or
- (d) if the Member is an individual – the individual:
 - (i) dies; or
 - (ii) is not physically or mentally fit to exercise the functions of Membership; or
- (e) if the Member is a corporation – the corporation is wound up; or
- (f) the incorporation of the Association is cancelled under:
 - (i) section 83 (Cancellation where continued incorporation inappropriate);
 - (ii) section 85 (Cancellation of incorporation following voluntary transfer);
 - (iii) section 93 (Cancellation of incorporation); or
- (g) the Association is wound up under:
 - (i) section 88 (Voluntary winding-up); or
 - (ii) section 90 (Winding-up by the court).
- (h) A Member who ceases to be a Member remains liable for any fees or money owing at the date their Membership ends.
- (i) The Committee must remove information about the Member from the Register of Members as soon as practicable after their Membership ends.

5.10 Resignation

- (a) A Member may resign their Membership by giving written notice to the Committee.

- (b) The resignation takes effect:
 - (i) on the day the Committee receives the notice; or
 - (ii) if another day is stated in the notice – on that day.
- (c) Despite clause 5.10(b), a person who resigns their Membership remains liable for any Annual Membership Fee the person owes the Association at the date the resignation takes effect.
- (d) The Committee must remove information about the Member from the Register of Members as soon as practicable after the Member's resignation takes effect.

5.11 Rights and Liabilities Not Transferable

A Member's rights and liabilities:

- (a) are not transferable; and
- (b) end when the Member's Membership ends.

5.12 Termination for Misconduct

- (a) If, in the opinion of the Committee, a Member has:
 - (i) breached a provision of the Constitution;
 - (ii) acted in a manner that may be prejudicial to the interests of the Association; or
 - (iii) otherwise engaged in conduct that the Committee considers to be improper,
 the Committee may suspend or expel that Member in accordance with the disciplinary procedures set out in clause 7.
- (b) Before passing a resolution to suspend or expel a Member, the Committee must:
 - (i) convene a Committee Meeting to be held no sooner than seven (7) days after giving the notice to that Member in accordance with clause 7;
 - (ii) provide written notice to that Member, setting out:
 - A the time and place at which the Committee Meeting (referred to in clause 5.12(b)(i) above) is to be held;
 - B what is alleged against that Member;
 - C the intended resolution for that Member's suspension or expulsion;
 - D that Member's right to present to the Committee, whether orally or in writing, any explanation or defence in relation to the alleged conduct; and
 - E that Member's right to elect to have the resolution for expulsion or suspension dealt with by the Association in a General Meeting.

5.13 Uncontactable Members

- (a) If, over a period of six (6) months, one or more notices posted or emailed to a Member are returned to the Association marked “return to sender”, “undeliverable” or similar:
 - (i) the Secretary may submit that Member’s name and details of attempts to contact that Member to the Committee for its consideration;
 - (ii) the Committee must consider the matter at the next Committee Meeting held after the expiration of six (6) months from the date of the first failed communication; and
 - (iii) the Committee may decide at that meeting to terminate that Member’s Membership.
- (b) A Member whose Membership has ceased under clause 5.13(a) may apply, at any time, to have their Membership reinstated.

6 Appointment of Public Officer

- 6.1 The Association must appoint a Public Officer.
- 6.2 The Public Officer, unless the Constitution otherwise provides, may hold any office of the Association in addition to the office of Public Officer.
- 6.3 An act of the Public Officer is not taken to be invalid only because:
 - (a) there is a defect in the Public Officer’s appointment;
 - (b) the Public Officer was not eligible to be the Public Officer; or
 - (c) the office of the Public Officer was, at the time of the act, taken to be vacant under section 6.4.
- 6.4 The office of the Public Officer is taken to be vacant if the Public Officer:
 - (a) is removed from office under clause 6.5; or
 - (b) resigns from office; or
 - (c) dies; or
 - (d) becomes bankrupt or personally insolvent; or
 - (e) is not physically or mentally fit to exercise the functions of office; or
 - (f) was convicted or released from imprisonment for an offence mentioned in section 63(1) within 5 years immediately before the Public Officer’s appointment, or is convicted of such an offence after taking office; or
 - (g) is disqualified from managing a corporation or an Aboriginal and Torres Strait Islander corporation under:
 - (i) any of the relevant provisions of the Corporations Act; or
 - (ii) any of the relevant provisions of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth).
 - (h) is subject to a disqualification order under section 63A; or

- (i) ceases to reside in the Australian Capital Territory.

6.5 The Association may, by resolution, remove its Public Officer from office.

7 Disciplinary Action

7.1 Grounds for Disciplinary Action

Each of the following is a ground for disciplinary action against a Member:

- (a) the Member has failed to comply with the Act or the Constitution;
- (b) the Member has acted in a way that is, or is likely to be, harmful to the Association.

7.2 Proposed Disciplinary Action

If the Committee is satisfied that a ground for disciplinary action exists in relation to a Member, the Committee may, by resolution, propose to take disciplinary action against the Member in relation to their Membership.

7.3 Appointing Decision-Maker

- (a) If the Committee passes a resolution under clause 7.2, the Committee must appoint a decision-maker to determine whether to take the proposed disciplinary action.
- (b) The Committee must ensure that the decision-maker:
 - (i) is unbiased; and
 - (ii) has, or can quickly acquire, knowledge of the following:
 - A the Act;
 - B the Constitution;
 - C the Objects;
 - D the management and operation of the Association; and
 - (iii) does not have a conflict of interest.
- (c) The Committee must provide the decision-maker with the following information in writing:
 - (i) the name and contact details of the Member who is the subject of the proposed disciplinary action;
 - (ii) details about the proposed disciplinary action;
 - (iii) the grounds for the proposed disciplinary action.

7.4 Notice to Member About Proposed Disciplinary Action

- (a) As soon as reasonably practicable after appointing a decision-maker under clause 7.3, the Committee must provide the Member written notice telling the Member that the disciplinary procedure has started.
- (b) The notice must include:
 - (i) details about the proposed disciplinary action;
 - (ii) the grounds for the proposed disciplinary action;
 - (iii) the name and contact details of the decision-maker; and
 - (iv) information about the disciplinary procedure.

7.5 Opportunity to be Heard

- (a) Before deciding whether to take the proposed disciplinary action, the decision-maker must invite the Member to make a written or oral submission (or both) about:
 - (i) the proposed disciplinary action; and
 - (ii) the grounds for the proposed disciplinary action.
- (b) The invitation must state:
 - (i) if the decision-maker invites the Member to make a written submission – a period of not less than fourteen (14) days in which the Member may make a written submission (**Submission Period**); and
 - (ii) if the decision-maker invites the Member to make oral submissions – the day and time (within the Submission Period) when the Member can make their oral submissions.

7.6 Outcome

- (a) As soon as practicable after the Submission Period has ended, the decision-maker must:
 - (i) consider any submissions received by the decision-maker during the Submission Period;
 - (ii) decide whether to take:
 - A the proposed disciplinary action
 - B another disciplinary action; or
 - C no disciplinary action,against the Member;
(**Disciplinary Action Decision**)
 - (iii) provide the Member and the Committee with a written notice stating:

- A the Disciplinary Action Decision;
 - B the reasons for the Disciplinary Action Decision;
 - C if the decision-maker decides to take disciplinary action – the day the disciplinary action takes effect; and
 - D that the Member or the Committee may appeal the Disciplinary Action Decision.
- (b) If the decision-maker decides to take disciplinary action against a Member, the Committee must:
 - (i) if the Member's Membership is cancelled – remove information about the Member from the Register of Members; or
 - (ii) in any other case – record the details of the disciplinary action in the Register of Members.
- (c) If the decision-maker decides to suspend the Member's Membership for a stated period:
 - (i) the person is taken not be a Member during the period of suspension; and
 - (ii) the period of suspension does not affect the suspended Member's liability to pay the Annual Membership Fee.

7.7 Stopping a Disciplinary Procedure

- (a) The Committee may, by resolution, decide to stop a disciplinary procedure against a Member at any time before the decision-maker makes a Disciplinary Action Decision.
- (b) If the Committee decides to stop the disciplinary procedure, the Committee must provide written notice to:
 - (i) the Member; and
 - (ii) the decision-maker.
- (c) The notice must state:
 - (i) that the Committee has decided to stop the disciplinary procedure for proposed disciplinary action against a Member; and
 - (ii) the reasons for the Committee's decision to stop the disciplinary procedure.

7.8 No Further Action by Committee

If a decision-maker makes a Disciplinary Action Decision in relation to a Member, no further disciplinary action may be proposed or taken against the Member in relation to the conduct making up the grounds for disciplinary action set out in the written notice provided to the Member under clause 0.

8 Appealing Decisions

8.1 Setting Aside a Decision

A Dispute Decision or Disciplinary Action Decision may be set aside only by Special Resolution of the Association.

8.2 Who May Appeal

- (a) A party to a dispute may appeal a Dispute Decision.
- (b) The following people may appeal a Disciplinary Action Decision:
 - (i) the Member who is the subject of the Disciplinary Action Decision; and
 - (ii) the Committee.

8.3 Appeal Notice

A person wishing to appeal a decision must, within seven (7) business days after being provided notice of the decision, provide the Secretary with written notice of the appeal, stating the grounds for the appeal.

8.4 Withdrawing of Appeal

A person appealing a decision may, at any time before the appeal is determined, withdraw the appeal by giving written notice to the Secretary.

8.5 General Meeting to Decide Appeal

- (a) As soon as practicable after the Secretary receives an appeal notice;
 - (i) the Secretary must give the parties to the appeal a copy of the appeal notice; and
 - (ii) the Committee must call a General Meeting to consider a Special Resolution about the appeal.
- (b) At the General Meeting, the Chairperson must ensure that;
 - (i) the Special Resolution is the only item of business at the General Meeting called under clause 8.5(a)(ii);
 - (ii) the parties to the appeal are given the opportunity to be heard about the Special Resolution; and
 - (iii) the Members vote on the Special Resolution by a secret ballot.
- (c) The parties to the appeal are not entitled to vote on the Special Resolution.

9 Committee

9.1 Composition

- (a) The Committee must include the following office-bearers for the Association:
 - (i) the President;
 - (ii) the Secretary;
 - (iii) the Treasurer.

- (b) The Committee may also include:
 - (i) a Vice-President; and
 - (ii) ordinary Committee Members.
- (c) A Member must not hold more than one (1) position on the Committee at the same time.

9.2 Functions

- (a) The Committee may exercise the Association's functions under the Act and the Constitution, other than conducting the Association's business mentioned in:
 - (i) section 59 (Annual General Meetings – notice and business) of the Regulations; and
 - (ii) section 60 (Other General Meetings – notice and business) of the Regulations.

9.3 Delegating Functions to Subcommittees

- (a) The Committee may delegate a function of the Committee to one (1) or more subcommittees.
- (b) The Committee must not delegate a function given to the Committee:
 - (i) under the Act or another Territory Law; or
 - (ii) by resolution of the Members at a General Meeting.
- (c) If the Committee delegates a function to a subcommittee, the subcommittee may, subject to any limitation or condition in the delegation:
 - (i) meet on the dates and at the times and places agreed by the subcommittee; and
 - (ii) decide its own procedures.

9.4 Delegation of Functions by Committee Members

- (a) A Committee Member may delegate any of their functions to another Committee Member.
- (b) A Committee Member must not delegate a function given to the Committee Member:
 - (i) under the Act or another Territory Law; or
 - (ii) by resolution of the Members at a General Meeting.

9.5 A Member becomes a Committee Member if the Member:

- (a) is elected to the Committee at an AGM under clause 9.7; or
- (b) is appointed by the Committee to fill a causal vacancy on the Committee under clause 9.11.

9.6 Nominations for Election

- (a) The Secretary must, at least twenty-eight (28) days before an AGM, give written notice to Members calling for nominations for election to the Committee.
- (b) A nomination of a Member must:
 - (i) be in writing;
 - (ii) be signed by two (2) other Members;
 - (iii) include the written consent of the nominated Member; and
 - (iv) be given to the Secretary by not later than fourteen (14) days after the day the notice under clause 9.6(a) is given.
- (c) The Committee must not accept the nomination of a Member if:
 - (i) the Member is disqualified from election to the Committee; or
 - (ii) disciplinary action has been taken against the Member under clause 7 in the previous two (2) years.

9.7 Electing Members

- (a) If more than required Members are nominated for a Committee Member position, the Members at the AGM must vote to decide who is to be elected to the positions.
- (b) If only the required number of Members are nominated for a Committee Member position, the nominated Members are taken to be elected to the positions at the AGM.
- (c) If no Member is nominated for a Committee Member position, at the AGM, the Chairperson must call for further nominations to fill the position.
- (d) If the Chairperson calls for further nominations under clause 9.7(c), the Chair:
 - (i) may accept the nomination of a Member only if:
 - A the nomination is supported by two (2) Members; and
 - B the nominated person consents to the nomination; and
 - (ii) must not accept the nomination of a Member if:
 - A the Member is disqualified from election to the Committee; or
 - B disciplinary action has been taken against the Member under clause 7 in the previous two (2) years.
- (e) If the Chairperson calls for further nominations under clause 9.7(c):
 - (i) if more than one (1) Member is nominated for the position – the Members at the meeting must vote to decide who is to be elected to the position; or
 - (ii) if only one (1) Member is nominated for the position – the nominated Member is taken to be elected to the position; or
 - (iii) if no Member is nominated for the position – the position is taken to be vacant.

9.8 Term of Office

- (a) The term of office of a Committee Member begins:
 - (i) for an elected Committee Member – at the end of the AGM at which the Member is elected; or
 - (ii) for a Committee Member appointed to fill a casual vacancy under clause 9.11 – on the day the appointment commences.
- (b) The term of office of a Committee Member ends on the earliest of the following:
 - (i) the end of the AGM held after the Committee Member's term of office begins;
 - (ii) if the Committee Member resigns from office – the day the resignation takes effect;
 - (iii) if the Committee Member's Membership of the Association ends – the day the Membership ends;
 - (iv) if the Committee Member is disqualified from holding Committee Membership under:
 - A section 63 (Disqualification from office – convictions or bankruptcy) – the day the disqualification takes effect; or
 - B section 63A (Disqualification from office – noncompliance with Act) – the day the disqualification takes effect; or
 - C section 63B (Disqualification from office – disqualified under other legislation) – the day the disqualification takes effect;
 - (v) if the Committee Member is removed from office under clause 9.10 – the day the removal takes effect;
 - (vi) if the Committee Member cannot manage the affairs of the Association because of mental incapacity and is a person to whose estate or property a personal representative or trustee has been appointed as an administrator;
 - (vii) if in the opinion of the Committee, the Committee Member has refused or neglected to comply with the Constitution, or has acted in a manner that may be prejudicial to the interests of the Association, or has otherwise engaged in conduct that the Committee considers to be improper;
 - (viii) if the Committee Member ceases to be an Ordinary or Life Member of the Association; or
 - (ix) if the Committee Member becomes an employee of the Association.

9.9 Committee Member Tenure

- (a) The term of office of a Committee Member must not exceed 12 years.

9.10 Removal from Office

The Association may, by resolution passed at a General Meeting, remove a Committee Member from the Committee before the end of their term of office if the Committee Member:

- (a) does not exercise their functions or discharge their duties under section 66A (Duty of care and diligence); or
- (b) does not exercise their functions or discharge their duties under section 66B (Duty of good faith and proper purpose) under the Act; or
- (c) contravenes:
 - (i) section 66C (Use of position); or
 - (ii) section 66D (Use of information); or
- (d) fails to attend two (2) consecutive Committee Meetings and does not have the agreement of the Committee to be absent from one (1) or both of the meetings; or
- (e) does not exercise the functions of their office for a period of three (3) months.

9.11 Casual Vacancies

- (a) The Committee may appoint a Member to fill a position on the Committee that:
 - (i) was not filled at the last AGM; or
 - (ii) becomes vacant because a person's Committee Membership ends for a reason mentioned in clause 9.8(b)(ii) to (ix).
- (b) If there is a vacancy on the Committee during a term of the Committee, the Committee may appoint a Member to the Committee for the remainder of that term.
- (c) The Committee must not appoint a Member under this clause 8.10 if disciplinary action has been taken against the Member under clause 7 in the previous two (2) years.

10 Committee Meetings

10.1 Committee Meetings

- (a) The Committee must meet at least three (3) times during its term.
- (b) Committee Meetings must be held on the dates and at the times and places decided by the Committee.
- (c) The Committee may, by resolution, decide to hold a Committee Meeting using a method of communication, or a combination of methods of communication, that allows a Committee Member taking part to hear, or otherwise know, what each other Committee Member taking part says, without the Members being in each other's presence.
- (d) A Committee Member who takes part in a Committee Meeting conducted under clause 10.1(c) is taken, for all purposes, to be present at the meeting.

10.2 Notice and Business

- (a) The Secretary must give each Committee Member notice of a Committee Meeting at least:
 - (i) forty-eight (48) hours before the meeting; or
 - (ii) if the Committee unanimously agrees on another period – that period before the meeting.
- (b) The Committee Meeting notice must state:
 - (i) the date, time and place of the meeting; and
 - (ii) the general nature of the business to be conducted at the meeting.
- (c) The Committee may conduct business at a Committee Meeting only if:
 - (i) the business is mentioned in the Committee Meeting notice; or
 - (ii) the majority of the Committee Members at the meeting agree that:
 - A the business is urgent; and
 - B it is appropriate to conduct the business at the meeting.

10.3 Chairing Meetings

A Committee Meeting must be chaired by:

- (a) the President; or
- (b) if the President is absent – the Vice-President; or
- (c) if the President and the Vice-President are absent – a Committee Member elected to chair the meeting by the Committee Members at the meeting.

10.4 Resolutions

Any resolutions or actions taken by a Committee Meeting held in accordance with this clause 9 will bind the Association provided that:

- (a) the meeting conducts its business in accordance with the By-Laws and any established policies; and
- (b) those resolutions or actions are ratified at the next Committee Meeting.

10.5 Quorum

- (a) The Committee may conduct business at a Committee Meeting only if there is a quorum of at least one (1) Executive Officer and three (3) Committee Members.
- (b) If there is not a quorum at the time stated in the Committee Meeting notice, the time of the meeting is taken to be postponed for thirty (30) minutes.
- (c) If there is not a quorum after the thirty (30) minute postponement:
 - (i) where the meeting was convened by requisition of the Members, is dissolved; and
 - (ii) in any other case:

- A it is adjourned to the same day in the next week at the same time and place, or to another other day, time and place as the Committee may determine; and
- B if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present will form a quorum.

10.6 Voting

- (a) Each Committee Member:
 - (i) has one (1) vote on each question arising at the Committee Meeting; and
 - (ii) must vote personally.
- (b) A Committee Member who has a material personal interest in a matter must:
 - (i) Advise the Committee of the nature and extent of the personal interest;
 - (ii) not be present while the matter is being considered by the Committee; and
 - (iii) must not vote on the matter.
- (c) A Committee Member is not to be taken to have a personal interest in a matter merely because:
 - (i) where the contract or proposed contract relates to a loan to the Association, they have guaranteed or joined in guaranteeing the repayment of the loan or any part of the loan; or
 - (ii) where the contract or proposed contract has been or will be made with or for the benefit of or on behalf of a body corporate that is related to the Association, and they are an Executive Officer of that Body Corporate.
- (d) A motion is carried if a majority of the Committee Members at the Committee Meeting vote in favour of the motion.
- (e) If the votes on a question are equal, the Chairperson has a second or deciding vote.
- (f) The Committee Members at a Committee Meeting may vote on a question at the meeting orally, in writing or by a show of hands.
- (g) A vote on a question at a Committee Meeting must be by ballot conducted at the meeting if:
 - (i) the Chairperson decides the vote is to be by ballot; or
 - (ii) at least two (2) Committee Members request the vote be by ballot.
- (h) If a ballot is required, the Chairperson must decide how the ballot is to be conducted.
- (i) For the purposes of this clause 10.5(c)(i), voting personally includes voting while taking part in a Committee Meeting conducted using a method of communication that allows a Committee Member taking part to hear or otherwise know what each

other Committee Member taking part says without the Members being in each other's presence.

10.7 Minutes

- (a) The Committee must ensure that minutes are taken and kept for each Committee Meeting.
- (b) The following must be recorded in the minutes:
 - (i) the names of the Committee Members at the meeting;
 - (ii) whether the Committee agreed that the minutes of the previous meeting are correct;
 - (iii) a description of the business conducted at the meeting;
 - (iv) if a Committee Member makes a disclosure of a material personal interest as required by section 65(1):
 - A the nature and extent of the interest; and
 - B the relation of the interest to the Association's activities;
 - (v) any motion on which a vote is taken at the meeting and the outcome of the vote.

10.8 Records

The Committee must keep the following records for each Committee Meeting:

- (a) Committee Meeting notices;
- (b) minutes of Committee Meetings;
- (c) copies of documents considered at Committee Meetings.

10.9 Using Technology to Hold Meetings

- a. Committee Meetings may be held at 2 or more venues using a Virtual Meeting Platform where the platform gives Board Directors a reasonable opportunity to participate, including to hear and be heard.
- b. Anyone using this platform is taken to be present in person at the meeting.
- c. If the meeting is held using a Virtual Meeting Platform only, then the place of the meeting is taken to be the registered office of the Association, and the time of the meeting is taken to be the time at the registered office of the Association.
- d. If the meeting is held at more than one physical venue (whether or not it is also held using a Virtual Meeting Platform), then the place of the meeting is taken to be the main physical venue of the meeting as set out in the notice of the meeting, and the time of the meeting is taken to be the time at the meeting as set out in the notice of the meeting.

11 Annual and Other General Meetings

11.1 General Meetings Called by Committee

- (a) The Committee may call a General Meeting whenever it considers appropriate.

- (b) The Association must hold its first AGM within eighteen (18) months after it is incorporated.
- (c) The Association must hold an AGM once each calendar year, within five (5) months after the end of the Association's Financial Year.

11.2 General Meetings Called at Request of Members

- (a) The Committee must call a General Meeting (other than an AGM) if:
 - (i) at least five per cent (5%) of the Members of the Association ask for a meeting to be called (**Requesting Members**); and
 - (ii) the request:
 - A is made in writing; and
 - B is given to the Secretary; and
 - C states the purpose of the meeting; and
 - D is signed by the Requesting Members.
- (b) If the Committee does not call a General Meeting within one (1) month after the date of the request, a requesting Member may call a General Meeting to be held not more than three (3) months after the date of the request.
- (c) If a General Meeting is called under clause 11.2(b), the Requesting Members must give the General Meeting notice required under clause 11.3(a).
- (d) The Committee must reimburse any reasonable expenses incurred by the Requesting Members in calling a General Meeting under clause 11.2(b).

11.3 Virtual Attendance at General Meetings

- (a) A General Meeting may be held using a method of communication, or a combination of methods of communication, that allows a Member taking part to hear or otherwise know what each other Member taking part says without the Members being in each other's presence if:
 - (i) the Committee decides, by resolution, to hold the meeting using the method of communication; or
 - (ii) for a meeting called by a requesting Member under clause 10.2(b) – the requesting Member decides to hold the meeting using the method of communication (for example, video conferencing software, instant messaging, telephone conferencing).
- (b) A Member who takes part in a General Meeting conducted under clause 10.3(a) is taken, for all purposes, to be present at the meeting.

11.4 AGMs – Notice and Business

- (a) The Committee must give each Member written notice of an AGM at least fourteen (14) days before the meeting.
- (b) The notice must:

- (i) state the date, time and place of the AGM; and
 - (ii) include the agenda for the AGM; and
 - (iii) attach minutes of the previous AGM; and
 - (iv) provide information and documents directly relevant to any matters to be decided, dealt with or done at the AGM.
- (c) The following must be done at an AGM:
 - (i) the minutes of the previous AGM must be confirmed;
 - (ii) the Committee must be elected under clause 9.7;
 - (iii) the documents mentioned in section 73(1) must be presented;
 - (iv) the documents the Association is required to lodge with the registrar-general under section 79(1) must be dealt with.

11.5 Other General Meetings – Notice and Business

- (a) The Committee may convene a General Meeting whenever it considers appropriate.
- (b) The Committee, or the requesting Member for a meeting called under clause 11.2(b), must give each Member written notice of a General Meeting (a General Meeting notice):
 - (i) at least fourteen (14) days before the meeting; or
 - (ii) if a Special Resolution is to be considered at the meeting – at least twenty-one (21) days before the meeting.
- (c) A General Meeting notice must:
 - (i) be in writing;
 - (ii) state the date, time and place of the meeting;
 - (iii) include the agenda for the meeting;
 - (iv) provide information and documents directly relevant to any matters to be decided at the meeting;
 - (v) state any resolutions to be proposed at the meeting;
 - (vi) be signed by the Committee. or the Requesting Members; and
 - (vii) be provided to the Secretary.
- (d) A Member may give the Secretary written notice about any business the Member would like included in the agenda for a General Meeting.
- (e) If a Member gives the Secretary written notice under clause 11.5(c), the Secretary must include the business in the agenda for the next General Meeting.
- (f) The Chairperson of a General Meeting must ensure that the only business conducted at the meeting is:
 - (i) the business stated in the General Meeting notice for the meeting; and

- (ii) decisions about the procedure of the meeting.
- (g) Failure to Call a Meeting
 - (i) If the Committee does not call a General Meeting within one (1) month after the date of the request, a requesting Member may call a General Meeting to be held not more than three (3) months after the date of the request.
 - (ii) The meeting must be called, so far as is possible, in the same way in which General Meetings of the Association may be called.
 - (iii) The Committee must reimburse any reasonable expenses incurred by the Requesting Members in calling a General Meeting.

11.6 Authorising Proxy

- (a) A particular Member must not be a Proxy for more than five (5) other Members at a General Meeting.
- (b) The authorisation must:
 - (i) be in writing; and
 - (ii) include the name and contact details of the authorising Member and the Proxy; and
 - (iii) be signed by the authorising Member and the Proxy; and
 - (iv) include anything else required by the Committee; and
 - (v) be in a form decided by the Committee.
- (c) The authorisation may include instructions about how the Proxy is to vote on the authorising Member's behalf.
- (d) If the authorisation does not include instructions, the Proxy may vote on the authorising Member's behalf in any way the Proxy considers appropriate.
- (e) The Proxy may vote on the authorising Member's behalf at a General Meeting only if:
 - (i) the authorising Member gives the authorisation to the Secretary not later than twenty-four (24) hours before the General Meeting; and
 - (ii) the Committee accepts the authorisation.
- (f) The Committee must not accept the authorisation of a Proxy if the Committee has already accepted five (5) authorisations for that Proxy.
- (g) If the Committee does not accept the authorisation, the Committee must, as soon as practicable before the meeting, give the authorising Member written notice that the authorisation has not been accepted.
- (h) To remove any doubt, an authorising Member is not taken to be present at a General Meeting only because they have authorised a Proxy to vote on their behalf at the meeting.

11.7 Chairperson

A General Meeting must be chaired by:

- (a) the President; or
- (b) if the President is absent – the Vice-President; or
- (c) if the President and the Vice-President are absent – the Chairperson.

11.8 Quorum

- (a) The Members of the Association may conduct business at a General Meeting only if there is a quorum of Members present.
- (b) If a quorum of five (5) Members is not present at the time stated in the General Meeting notice, the time of the meeting is taken to be postponed for thirty (30) minutes.
- (c) If a quorum of five (5) Members is not present after the thirty (30) minute postponement, the Chairperson may adjourn the meeting to another day and time that is not earlier than seven (7) days, and not later than 14 days, after the meeting that is being adjourned.
- (d) The Committee must, within forty-eight (48) hours after adjourning a meeting under clause 11.8(c), give each Member written notice stating:
 - (i) that the meeting was adjourned under 11.8(c); and
 - (ii) the new date, time and place of the meeting.

11.9 Voting

- (a) Each Ordinary or Life Member:
 - (i) has one (1) vote on each question arising at a General Meeting; and
 - (ii) may vote:
 - A personally; or
 - B if an authorisation of a Proxy has been accepted by the Committee under clause 11.6 – by Proxy.
- (b) A motion is carried (except in the case of a Special Resolution) if a majority of the Members vote in favour of the motion.
- (c) If the votes on a question are equal, the Chairperson has a second or deciding vote.
- (d) The Members at a General Meeting may vote on a question at the meeting orally, in writing or by a show of hands.
- (e) A vote on a question at a General Meeting must be by ballot conducted at the meeting if:
 - (i) the Chairperson decides the vote is to be by ballot; or
 - (ii) at least three (3) Members request the vote be by ballot.
- (f) For this clause 10.9, voting personally includes voting while taking part in a General Meeting conducted using a method of communication that allows a Member taking

part to hear or otherwise know what each other Member taking part says without the Members being in each other's presence.

11.10 Minutes

- (a) The Secretary, or another person authorised by the Committee, must take and keep minutes of each General Meeting.
- (b) The following must be recorded in the minutes:
 - (i) the names of the Members present at the meeting;
 - (ii) any authorisation of a Proxy accepted by the Committee under clause 11.6;
 - (iii) a description of the business conducted at the meeting;
 - (iv) if a vote is taken at the meeting:
 - A the motion on which the vote is taken; and
 - B the outcome of the vote; and
 - C whether the vote was taken orally, in writing, by a show of hands or by ballot; and
 - D the number of votes by Proxy.
- (c) The Chairperson must review the minutes and sign them if they are correct.
- (d) The outcome of a vote on a matter at a General Meeting is taken to be the resolution of the General Meeting on the matter.

11.11 Adjournment

- (a) The Chairperson may, at any time, adjourn the meeting if:
 - (i) there is a quorum; and
 - (ii) the majority of Members vote to adjourn the meeting.
- (b) The only business that may be conducted on the resumption of an adjourned meeting is the business that remained unfinished when the meeting was adjourned.

12 Financial Matters

12.1 Source of Funds

- (a) The Association's funds may only be made up of:
 - (i) Joining Fees;
 - (ii) Annual Membership Fees;
 - (iii) donations; and
 - (iv) any other source that the Committee decides, subject to:
 - A section 114 (Investment with associations); and
 - B a resolution passed by the Association at a General Meeting.

- (b) The Committee must:
 - (i) ensure that all money received by the Association is deposited into the Association's account with an Authorised Deposit-Taking Institution as soon as practicable after the money is received; and
 - (ii) issue a receipt for any money received by the Association as soon as practicable after the money is received, unless it is impracticable to do so.

12.2 Use and Management of Funds

- (a) The Association must:
 - (i) open and maintain an account with an Authorised Deposit-Taking Institution; and
 - (ii) pay all money received by the Association into the account; and
 - (iii) pay all amounts spent by the Association out of the account.
- (b) The Association's funds may only be used:
 - (i) for the Objects; and
 - (ii) either:
 - A in the way the committee decides; or
 - B if a General Meeting passes a resolution about the way the funds are to be used – in accordance with the resolution.
- (c) The Committee may make payments on the Association's behalf.
- (d) The Committee may delegate its functions under clause 12.2(c) to:
 - (i) a Committee Member; or
 - (ii) anyone employed or engaged by the Association.

12.3 Records

- (a) The financial records must be retained for at least seven (7) after the transactions covered by the records are completed.
- (b) A Committee Member has a right of access to the financial records at all reasonable times.
- (c) The Committee will from time to time determine to what extent and under what conditions the financial records of the Association will be open to the inspection of Members.
- (d) The Association must prepare annual financial reports for presentation at the AGM.
- (e) Financial year will cover 12 months from 1 July in a given year to 30 June in the following year.

13 Miscellaneous

13.1 Records and Other Documents

- (a) The Secretary must keep all the Association's records and other documents, other than Accounting Records, in their custody or under their control.
- (b) The Treasurer must keep the Association's Accounting Records in their custody or under their control.
- (c) The Secretary must ensure that all the Association's records and other documents (other than the register of members) are available for inspection by a member free of charge at a place in the Australian Capital Territory at a reasonable time.
- (d) The Committee may refuse to allow a Member to inspect a record or other document if satisfied that allowing access would be prejudicial to the Association's interests.
- (e) A copy of certain documents (including the Constitution) must also be provided to Members on request unless the Committee is satisfied that allowing access would be prejudicial to the Association's interests.

13.2 Common Seal

- (a) If the Association has a Seal, the Secretary must keep the Seal in their custody.
- (b) The Seal may only be attached to a document if its attachment is:
 - (i) authorised by the Committee; and
 - (ii) witnessed by two (2) Committee Members.

13.3 Property of Defunct Association

The Association may pass a Special Resolution nominating another association, or a fund, authority or institution, in which surplus property of the Association will vest if the Association is dissolved or wound up.

14 Auditors

- 14.1 The Committee may appoint an Auditor for the Association if an Auditor has not been appointed by the Association in General Meeting.

15 Notices

- 15.1 The Association may give a notice to a Member by any of the following means:
 - (a) delivering it to the Member personally;
 - (b) sending it by post to the Member's address as recorded in the Register of Members, or to any alternative address nominated by the Member;
 - (c) sending it to any fax number or electronic address nominated by the Member; or
 - (d) sending it to the Member by any other electronic means nominated by the Member.
- 15.2 A notice is taken to be delivered:
 - (a) if sent by post, three (3) days after it is posted;
 - (b) if sent by fax or other electronic means, on the business day after it is sent.

15.3 Notice of a General Meeting will be given to:

- (a) every Member; and
- (b) the Auditor.

15.4 No person other than those specified in clause 20.3 is entitled to receive notice of a General Meeting.

16 By-Laws

16.1 The Committee, at its discretion, may make, amend, or repeat By-Laws for the management of the Association's affairs, including but not limited to:

- (a) the procedures for election of Executive Officers; and
- (b) the establishment of, and regulation of the proceedings of, the Committee and any subcommittees.

16.2 All By-Laws:

- (a) are subject to the Constitution;
- (b) are binding on all Members as if they formed part of the Constitution; and
- (c) may be amended or repealed by resolution of either:
 - (i) the Committee; or
 - (ii) the Members in a General Meeting.

17 Indemnity

17.1 The Association may indemnify a person against liability for costs and expenses incurred by that person in their capacity as Officer, Auditor or agent of the Association:

- (a) in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
- (b) in connection with an application, in relation to any such proceedings, in which the Court grants relief to the person under the law.

18 Winding Up

18.1 Member Contribution

- (a) Each Member undertakes to contribute an amount not exceeding the Member's Annual Membership Fee (if not already paid) to the Association in the event that it is wound up while that person is a Member or within one (1) year after ceasing to be a Member, for the purpose of:
 - (i) paying the debts and liabilities of the Association contracted before that Member ceased to be a Member;
 - (ii) paying the costs, charges and expenses of winding up; and
 - (iii) making any adjustment of the rights of contributories among themselves.

18.2 Methods of Winding Up

- (a) The Association may be brought to an end in accordance with the Act by:
 - (i) voluntary winding up, if the Members pass a Special Resolution under section 88 resolving that the Association be wound up;
 - (ii) winding up by the Supreme Court, on an application made under section 89 by the Association, a Member, a creditor or the Registrar-General, and if any of the grounds in section 90 are satisfied; or
 - (iii) cancellation of incorporation by the Registrar-General, in the circumstances and in the manner set out in section 93.
 - (iv) deregistration if:
 - A all Members agree to de-register;
 - B the Association is not carrying on a business;
 - C the Association has paid all penalties and fees under the Corporations Act;
 - D the Association has no outstanding debts; and
 - E the Association is not engaged in any legal proceedings.
 - (v) if the Association is wound up other than by way of the methods described in clause 18.2(a)(i) to (iv), the winding up is to be carried out in accordance with section 491 of the Corporations Act.

18.3 Distribution of Surplus Property

- (a) On the dissolution or completion of the winding up of the Association, any property or money remaining after satisfaction of all debts, liabilities and the costs and expenses of the winding up must be vested:
 - (i) in another association (whether or not the other association is incorporated) determined by the Members by Special Resolution at or before the time of dissolution which:
 - A has substantially the same objects of the Association;
 - B is not carried on for the object of securing pecuniary gain for its Members; and
 - C has a rule requiring any surplus property to be passed on its own winding up, to another non-profit association with substantially the same objects;
 - (ii) in a fund, authority or institution in Australia that is listed in subdivision 30-B of the *Income Tax Assessment Act 1997* (Cth); or
 - (iii) in the Registrar-General if no association, fund, authority or institution is nominated under clause 18.3(a)(i) or (ii).

18.4 Continuing Liability

Despite the cancellation of the Association's incorporation, any liability of an Officer or Member existing at the time of cancellation continues and may be enforced as if the incorporation of the Association had not been cancelled.

19 Dispute Resolution

19.1 Resolving Dispute by Agreement

- (a) The parties to a dispute must attempt to resolve the dispute by agreement between themselves.
- (b) A party to the dispute may ask the Committee to help the parties resolve the dispute by agreement if:
 - (i) the Committee is not a party to the dispute; and
 - (ii) the parties are unable to resolve the dispute between themselves.

19.2 Starting the Dispute Resolution Procedure

- (a) If the parties to a dispute do not resolve the dispute by agreement under clause 19.1, any party to the dispute may start the dispute resolution procedure by giving written notice to the Committee.
- (b) A member who is the subject of a disciplinary procedure under clause 7 must not start a dispute resolution procedure in relation to the same matter until the disciplinary procedure (including any appeal) is complete.
- (c) The notice must:
 - (i) include the names and contact details of the parties to the dispute; and
 - (ii) give a brief summary of the matters in dispute (Dispute Summary) including the relevant provisions and the Constitution (if known); and
 - (iii) briefly state the steps the parties have taken to resolve the dispute.

19.3 Appointing a Decision-Maker

- (a) As soon as practicable, after receiving a notice under clause 19.2, the Committee must appoint a decision-maker to decide the outcome of the dispute.
- (b) The Committee must ensure that the decision-maker:
 - (i) is unbiased;
 - (ii) has, or can quickly acquire, knowledge of the following:
 - A the Act;
 - B the Constitution;
 - C the Objects;
 - D the management and operation of the Association; and
 - (iii) does not have a conflict of interest.
- (c) The Committee must give the decision-maker a copy of the notice.

19.4 Notice to Parties About Decision-Maker

- (a) As soon as practicable after a decision-maker is appointed under clause 19.3, the Secretary must give written notice to each party to the dispute that the dispute resolution procedure has started.
- (b) If the Committee is a party to the dispute, the Secretary is not required to give the Committee notice under clause 19.4(a).
- (c) The notice must include:
 - (i) a copy of the dispute summary for the dispute; and
 - (ii) the name and contact details of the decision-maker; and
 - (iii) information about the dispute resolution procedure.

19.5 Opportunity to be Heard

- (a) Before deciding the outcome of a dispute, the decision-maker must invite each party to make a written or oral submission (or both) about the dispute.
- (b) The invitation must state:
 - (i) if the decision-maker invites the parties to make a written submission – a period of not less than fourteen (14) days in which a party may make a written submission (**Submission Period**); and
 - (ii) if the decision-maker invites the parties to make oral submissions – the day and time (within the Submission Period) when the party can make their oral submissions.
- (c) The decision-maker may also attempt to resolve the dispute with the agreement of the parties to the dispute.

19.6 Outcome

- (a) As soon as practicable after the Submission Period has ended, the decision-maker must:
 - (i) consider any submissions received by the decision-maker during the Submission Period; and
 - (ii) decide the outcome of the dispute (**Dispute Decision**); and
 - (iii) give the parties to the dispute a written notice stating:
 - A the Dispute Decision; and
 - B the reasons for the Dispute Decision; and
 - C that a party to the dispute may appeal the Dispute Decision under clause 8; and
 - (iv) if the Committee is not a party to the dispute – give the Committee a copy of the notice mentioned in 19.6(a)(iii).

19.7 Ending Dispute by Agreement

- (a) The parties to a dispute may agree to end the dispute at any time before the decision-maker decides the outcome of the dispute.
- (b) If the parties agree to end the dispute, they must give written notice to the following people:
 - (i) if the Committee is not a party to the dispute – the Committee;
 - (ii) if a decision-maker has been appointed for the dispute – the decision-maker.
- (c) The notice must state:
 - (i) that the parties have agreed to end the dispute; and
 - (ii) the terms of the agreement.

SCHEDULE 1 APPLICATION FOR MEMBERSHIP

Application for membership of Bosom Buddies ACT Inc ABN 59 262 617 782 ('Association')

I, _____
name of applicant

of _____
contact details of applicant

apply to become a member of the Association

As a member, I agree to:

- (a) support the Associations objects; and
- (b) comply with the *Associations Incorporation Act 1991* (ACT) and the Association's Constitution.

Nomination

I, _____
name of nominator

a member of the Association nominate

name of applicant

for membership.

signature of nominator

date

SCHEDULE 2 PROXY FOR MEETING

I, _____
name of authorising member

of _____
contact details of authorising member

a member of **Bosom Buddies ACT Incorporated ABN 59 262 617 782 ('Association')**

authorise _____
name of proxy

of _____
contact details of proxy

a member of the Association, to vote on my behalf at the _____
type of meeting

held on _____ and at any adjournment of that meeting.
date of meeting

signature of nominator

date

*My proxy is authorised to vote for/against the resolution _____
insert details of resolution

*to be inserted if desired