



Definition of a Carer:

Carers provide unpaid care and support to family members and friends who have a disability, mental illness, chronic condition, terminal illness or who are frail aged.

Carers ACT

Constitution

Updated: November 2009

**CARERS ACT INCORPORATED.
CONSTITUTION AND RULES**

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RULES
PART I – PRELIMINARY

1. Name

The Name of the Association shall be “Carers ACT Incorporated”, hereafter referred to as ‘the Association’.

2. Statement of Objects

Primary Object

The primary object of Carers ACT is to be an organisation of, and for those caring voluntarily for people unable to live independently, and other persons who support the aims of the Association, with the intent of advocating for, and providing services to meet, carer needs.

Ancillary Objects

In carrying out its primary object the Association will, to the extent determined by the Board to be practicable and desirable from time to time:

- a) Encourage Carers to identify themselves as Carers and to recognise their individual needs;
- b) increase public awareness of the needs of Carers, and the demands made on Carers;
- c) seek to improve the health and well being of Carers by the provision of services including information, advice, counselling and respite and by initiating, developing, conducting, or sponsoring activities to meet the needs of Carers;
- d) participate in policy, planning, implementation and evaluation activities relevant to Carers issues;
- e) inform and advise government, community, related organisations and health care providers of Carers’ needs and ways of meeting them;
- f) Maintain a funding base sufficient to further these objects.

3. Interpretation

In these rules, unless a contrary intention appears –

“Act” means the Associations Incorporation Act 1991 (ACT).

“Board” means the Board of Directors of the Association;

“Committee” means a committee or sub committee appointed by the board;

“Board Member” means an Ordinary Board Member or an office holder as specified in Rule 13(1);

“Chief Executive Officer” means a person appointed by the Board in accordance with Rule 20 to manage the day to day activities of the Association;

“Financial Year” means each period of 12 months ending on 30 June;

“Member” means a member, however described, of the Association;

“Members’ Meeting” includes the Annual General Meeting , a General Meeting or any other meeting of Members;

“Ordinary Board Member” means a member of the Board who is not an office bearer of the Association as referred to in Rule 13(1(b));

“Person” includes corporation and any other legal entity;

“Rules” means this constitution;

“Secretary” means the person holding office under these rules as Secretary of the Association or, where no such person holds that office such other person as nominated by the Board; and;

“Staff” means an employee of the Association.

In these rules –

- (a) a reference to a function includes a reference to a power, authority and duty; and

- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

The provisions of the Interpretation Act 1967 (Commonwealth) apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART II - MEMBERSHIP

4. Membership Qualifications

- (1) The categories of membership will be:
 - (a) Full Member,
 - (b) Associate Member; and
 - (c) Honorary Life Member.
- (2) The following persons will be eligible to be a Full Member of the Association:
 - (a) Carers,
 - (b) former Carers; and
 - (c) persons supporting the work of the Association through voluntary fund raising and other activities as approved by the Board.
- (3) A person who supports the objects of the Association but who does not fulfil the criteria for full membership in Rule 4(2) is eligible for Associate Membership.
- (4) A person may be made an Honorary Life Member by resolution at a General Meeting in recognition of the special contribution they have made as a Carer or to the Association.
- (5) Corporations will only be eligible for Associate Membership.
- (6) Staff will not be eligible to become Full Members or Associate Members.

5. Application for Membership

- (1) Applications for membership as a Member or Associate Member shall be submitted in writing to the Secretary in such form as may be determined from time to time by the Board.
- (2) As soon as is practicable after receiving an application for membership the Secretary shall refer the application to the Board, which shall determine whether to approve or to reject the application.
- (3) Where the Board determines to approve an application for membership by a person, the Secretary shall as soon as practicable after that determination, notify the applicant of that approval. No subscription fees will be payable by an applicant. On approval of membership the Secretary shall enter the applicant's name in the register of members and, upon the name being so entered, the applicant shall become a Member.

6. Rights of Members

Every Full Member will be entitled to:

- (a) all material circulated by the Association to Members,
- (b) the benefits of all services provided by the Association subject to any conditions or eligibility criteria imposed by the funders of particular services,
- (c) nominate for appointment as a Board Member,
- (d) be nominated for, appointed and one of the positions specified in Rule 13(2); and

- (e) attend and vote at Members' Meetings.

7. Refusal of Membership

The Board may at its absolute discretion not approve the membership of any person.

8. Membership Entitlements Not Transferable

A right, privilege or obligation, which a person has by reason of being a Member:

- (a) is not capable of being transferred or transmitted to another person, and;
- (b) terminates upon cessation of the person's membership.

8A. Register of Members

The secretary shall keep a register which contains the name, address, and telephone number of each Member with the date on which the person became a Member. Member details may only be released to another person with the written consent of the relevant Member.

9. Cessation of Membership

A person ceases to be a Member of the Association if the person –

- (a) dies or, in the case of a body corporate, is wound up;
- (b) resigns as a Member;
- (c) is expelled from the Association in accordance with Rule 11; or
- (d) fails to pay any applicable membership fees.

10. Members' Liabilities

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 in respect of membership of the Association.

11. Disciplining of Members

- (1) A member may be expelled from the Association if in the opinion of the Board, after affording such Member an opportunity of offering to the Board an explanation of his or her conduct, either verbally or in writing, the conduct of the Member is considered by the Board to be prejudicial to the Association's best interests.
- (2) A Member aggrieved by a decision of the Board under this Rule may request the Association in writing to convene an Extra-Ordinary General Meeting to review the decision.
- (3) A Member so expelled shall have the right to reapply for membership at the next Annual General Meeting of the Association. The vote on such re-application for membership shall be taken by secret ballot at a time to be determined by the Chairperson.

PART III – THE BOARD OF DIRECTORS

12. Powers of the Board

- (1) The business of the Association is to be overseen by the Board, which may exercise all such powers of the Association as are not, by the Act or by this Constitution, required to be exercised by the Association in General Meeting. These include the powers to:
 - (a) borrow or raise money, to charge any property or business of the Association or give any other security for a debt, liability or obligation of the Association or of any other person,
 - (b) determine the manner in which and persons by whom cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments, and receipts for money paid to the Association, may be signed, drawn, accepted, endorsed or otherwise executed, and;
 - (c) appoint or employ any person with such powers, discretions and duties, and for such period and upon such conditions as it thinks fit.
- (2) The Board must act in accordance with any resolution passed by a Members' Meeting.
- (3) The powers of the Board are subject to any restrictions imposed by the Act or this Constitution.
- (4) The acts of the Board are valid despite any defect that may afterwards be discovered in the appointment or qualification of one or more Board Members.
- (5) No remuneration or other benefit in money or money's worth may be paid or given by the Association to any member of the Board in the performance of a duty as a Board Member, except for the payment of out of pocket expenses incurred by the Board Member.

13. Constitution of the Board

- (1) The Board shall consist of:
 - (a) the office-bearers of the Association referred to in Rule 13(2), and;
 - (b) a minimum of 4 and a maximum of 8 Ordinary Board Members.
- (2) The office-bearers of the Association shall be –
 - (a) the Chairperson;
 - (b) the Vice-Chairperson;
 - (c) the Treasurer; and
 - (d) the Secretary (who will also be the Public Officer of the Association).

14. Term of Office of Board Members

- (1) The term of office of each of the Board Members is two (2) years.
- (2) One half of the Board must retire at each Annual General Meeting with the half to be selected based on their date of appointment (earliest first), by consensus or failing that by lot.
- (3) Any Board Member who retires in accordance with Rule 14(2) is immediately eligible for re-election should he or she wish to nominate.

15. Election of Board Members

- (1) Nominations of candidates for election as Board Members –
 - (a) shall be made in writing, signed by two (2) Full Members and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and

- (b) shall be delivered to the Secretary of the Association not less than seven (7) days before the date fixed for the Annual General Meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- (4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of Board Members shall be conducted at the Annual General Meeting in such manner as the Board may direct.
- (6) A person is not eligible to simultaneously hold more than one (1) position specified in Rule 13(2).
- (7) Office-bearers will be elected by the Board from amongst those Board Members elected by Members at the Annual General Meeting.
- (8) Election of office-bearers will take place immediately following the Annual General Meeting, such event then constituting a Board Meeting, or at the first Board Meeting called following the Annual General Meeting.

16. Chairperson

The chairperson shall:

- (a) Preside at Board Meetings and at all Meetings of the Association,
- (b) Encourage full balanced participation by all Board Members; and
- (c) In consultation with the Chief Executive Officer, act as spokesperson for the Association unless an alternative spokesperson has been delegated by the Board. The spokesperson shall make public statements in accordance with previously agreed policy, or in an emergency following consultation with at least two (2) members of the Board.

17. Vice-Chairperson

The Vice-Chairperson will act for the Chairperson in his or her absence.

18. Secretary and Minutes

- (1) The Secretary shall provide oral or written notice of a meeting of the Board to each Board Member at least 48 hours (or such other period as may be unanimously agreed upon by the Board) before the time appointed for the holding of the meeting.
- (2) The Secretary shall keep minutes of –
 - (a) all elections and appointments of Board Members and office-bearers;
 - (b) the names of Board Members present at a Board meeting or a Members' Meeting; and
 - (c) all proceedings at Board meetings and Members' Meetings.
- (3) Minutes of proceedings at a Board Meeting or Members Meeting shall be signed by the Chairperson or any other person presiding at the meeting or by the person presiding at the next succeeding meeting.

- (4) The Secretary may call upon the Chief Executive Officer or his or her nominee to assist in the preparation and dissemination of notices of and agenda for Board Meetings and for the taking of minutes at Board Meetings or Member's Meetings.

19. Treasurer

The Treasurer of the Association together with the Board, must ensure that the Association engages people with suitable qualifications and experience to manage the Association's finances so that;

- (a) proper accounting records are kept which correctly record and explain the transactions of the Association and its financial position;
- (b) all money received by the Association is deposited intact at the earliest possible date to the credit of the Association's bank account;
- (c) all payments are made by cheque signed by two (2) signatories authorised by the Board or through a petty cash system and in some cases by electronic transfer;
- (d) any major or unusual expenditures are authorised in advance by the Board or at a General Meeting;
- (e) receipts for all money received are to be issued on request and promptly;
- (f) all funds are invested with a body that is approved by the Board;
- (g) each Board meeting and the Annual General Meeting receives a report on the financial position of the Association; and
- (h) the books and accounts of the Association are audited annually.

20. Chief Executive Officer

- (1) The Board shall appoint a Chief Executive Officer upon such terms and conditions as the Board determines from time to time.
- (2) The Chief Executive Officer shall be responsible for the day to day management and operations of the Association with the authorisation and direction of the Board.
- (3) The Board may delegate to the Chief Executive Officer such powers and functions as it considers appropriate from time to time.
- (4) Unless otherwise determined, the Chief Executive Officer shall attend all Board Meetings, unless excused by the Board, but will not be entitled to vote.

21. Vacancies

For the purposes of these rules, a vacancy in the office of a Board Member occurs if the Board Member –

- (a) dies
- (b) ceases to be a Member;
- (c) resigns the office;
- (d) is removed from office pursuant to Rule 24;
- (e) becomes an insolvent under administration within the meaning of the Corporations Act 2001;
- (f) suffers from mental or physical incapacity;
- (g) is disqualified from office under the Act; or
- (h) is absent without the consent of the Board from all Board Meetings held during a period of 6 months.

22. Casual Vacancy

The Board may from time to time appoint a Member to fill a casual vacancy provided the total number of Directors does not exceed the number specified in Rule 13(1)(b). A Board Member appointed under this article holds office for the balance of the term of the person in whose stead he or she is appointed.

23. Conflict of Interest

A Board Member who has a material personal interest in a matter that is being considered at a Board Meeting:

- (a) must disclose the nature and extent of that interest to the Board;
- (b) must not vote on the matter; and
- (c) must not be present while the matter is being considered at the meeting.

24. Removal of Board members

The Association at a Members' Meeting may by resolution, subject to section 50 of the Act, remove any Board Member from office before the expiration of the Board Member's term of office.

25. Board Meetings and Quorum

- (1) The Board shall meet at least three (3) times in each calendar year at such place and time as the Board may determine.
- (2) Additional meetings of the Board may be convened at the request three (3) Board Members.
- (3) Oral or written notice of a meeting of the Board shall be given by the Secretary to each Board Member at least 48 hours (or such other period as may be unanimously agreed upon by the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a Board Meeting given under Rule 24(3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Board Members present at the meeting unanimously agree to treat as urgent business.
- (5) Any four (4) Board Members constitute a quorum for the transaction of the business of a Board Meeting.
- (6) No business shall be transacted by the Board unless a quorum is present and if within half an hour after the time appointed for the Board Meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned Board Meeting a quorum is not present within half an hour after the time appointed for the meeting, the Board Meeting shall be dissolved.
- (8) At Board Meetings –
 - (a) the Chairperson or in the absence of the Chairperson, the Vice-Chairperson shall preside;
or
 - (b) if the Chairperson and the Vice-Chairperson are absent, one (1) of the remaining members of the Board may be chosen by the members present to preside.
- (9) The Chairperson or other person presiding at any Board Meeting may invite observers (including Staff) to attend the relevant Board Meeting on terms determined by the Chairperson or the other person presiding.

26. Voting and decisions

- (1) Questions arising at a Board Meeting shall be determined by a majority of the votes Board Members present at the meeting.
- (2) Each Board Member present at a Board Meeting (including the person presiding at the meeting) is entitled to one (1) vote but in the event of an equality of votes on any question the person presiding may exercise a second or casting vote.
- (3) Subject to Rules 24(5) and 24(6), the Board may act notwithstanding any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have done or suffered, by the Board is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Board Member.

PART IV – GENERAL MEETINGS

27. Annual General Meetings – holding of

- (1) With the exception of the first Annual General Meeting of the Association, the Association shall, at least once in each calendar year and within the period of 5 months after the expiration of each Financial Year, convene an Annual General Meeting of its Members.
- (2) The Association shall hold its first Annual General Meeting within the period of 18 months after its incorporation under the Act.
- (3) Rules 26(1) and 26(2) have effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.

28. Annual general meetings – calling of and business at

- (1) The Annual General Meeting of the Association shall, subject to the Act, be convened on such date and at such place and time as the Board thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be –
 - (a) to confirm the minutes of the last preceding Annual General meeting and of any Members' Meeting held since that meeting;
 - (b) to receive from the Board reports on the activities of the Association during the last preceding Financial Year;
 - (c) to elect the Board Members; and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to Members pursuant to subsection 73(1) of the Act.
- (3) An Annual General Meeting shall be specified as such in the notice convening it in accordance with Rule 27(1).
- (4) An Annual General Meeting shall be conducted in accordance with the provisions of this Part IV.

29. General meetings – calling of

- (1) The Board may, whenever it thinks fit, convene a General Meeting of the Association.

- (2) The Board shall, on the requisition in writing of not less than 5% of the total number of Full Members, convene a General Meeting of the Association.
- (3) A requisition of Members for a General Meeting;
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the Members making the requisition;
 - (c) shall be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one (1) or more of the Members making the requisition.
- (4) If the Board fails to convene a General Meeting within one (1) month after the date on which a requisition of Members for the General Meeting is lodged with the Secretary in accordance with Rule 28(3) any one (1) or more of the Members who made the requisition may convene a General Meeting to be held not later than three (3) months after that date.
- (5) A general meeting convened by a Member or Members referred to in Rule 28(4) shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Board and any Member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

30. Notice

- (1) Except where the nature of the business proposed to be dealt with at a Meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the Meeting, cause to be sent by pre-paid post to each Member at the Member's address or by electronic communication appearing in the Register of Members, a notice specifying the place, date and time of the Meeting and the nature of the business proposed to be transacted at the Meeting.
- (2) Where the nature of the business proposed to be dealt with at a Meeting requires a Special Resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the Meeting, cause notice to be sent to each Member in the manner provided in Rule 29(1) specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a Special Resolution.
- (3) No business other than that specified in the notice convening a Meeting shall be transacted at the Meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to Rule 28(2).
- (4) A Member desiring to bring any business before a Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a Meeting given after receipt of the notice from the Member.

31. General meetings – procedure and quorum

- (1) No item of business shall be transacted at a Members' Meeting unless a quorum of Members entitled under these rules to vote is present during the time the Members' Meeting is considering that item.
- (2) Five (5) Members present in person (being Members entitled under these rules to vote at a Members' Meeting) constitute a quorum for the transaction of the business of a Member's Meeting.

- (3) If within half an hour after the appointed time for the commencement of a Members' Meeting a quorum is not present, the Members' Meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the Members Meeting or communicated by written notice to Members given before the day to which the Members' Meeting is adjourned) at the same place.
- (4) If at the adjourned Members' Meeting a quorum is not present within half an hour after the time appointed for the commencement of the Members' Meeting, the Members present (being not less than (3)) shall constitute a quorum.

32. Presiding member

- (1) The Chairperson, or in the absence of the Chairperson the Vice-Chairperson, shall preside at each Members' Meeting of the Association.
- (2) If the Chairperson and the Vice-Chairperson are absent from a Members' Meeting, the Members present shall elect one (1) of their number to preside at the Members' Meeting.

33. Adjournment

- (1) The person presiding at a Members' Meeting at which a quorum is present may, with the consent of the majority of Members present at the Members' Meeting, adjourn the Members' Meeting from time to time and place to place, but no business shall be transacted at an adjourned Meeting other than the business left unfinished at the Members' Meeting at which the adjournment took place.
- (2) Where a Members' Meeting is adjourned for fourteen (14) days or more the Secretary shall give written or oral notice of the adjourned Members' Meeting to each Member stating the place, date and time of the Meeting and the nature of the business to be transacted at the Members' Meeting.
- (3) Except as provided in Rules 32(1) and 32(2), notice of an adjournment of a Members' Meeting or of the business to be transacted at an adjourned Members' Meeting is not required to be given.

34. Making of decisions

- (1) A question arising at a Members' Meeting shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a Members' Meeting, a poll may be demanded by the person presiding or by not less than three (3) Members present in person or by proxy at the Members' Meeting.
- (3) Where the poll is demanded at a Members' Meeting, the poll shall be taken –
 - (a) immediately in the case of a poll which relates to the election of the person to preside at the Meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the Members' Meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the Member's Meeting on that matter.

- (6) For an appointment of a proxy for a Members' Meeting to be valid, the Association must receive the following documents at least forty-eight (48) hours before the meeting:
 - the proxy's appointment; and
 - if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed or a certified copy of the authority.
- (7) If a Members' Meeting has been adjourned, an appointment and any authority received by the Association at least forty-eight (48) hours before the resumption of the meeting are effective for the resumed part of the Members' Meeting.
- (8) The Association receives an appointment authority when it is received at any of the following:
 - the Association's registered office;
 - by fax at a fax number at the Association's registered office; or
 - at a place, fax number or electronic address specified for the purpose of the notice of meeting.
- (9) Unless the Association has received written notice of the matter before the start or resumption of the Members' Meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
 - the appointing Member dies;
 - the Member is mentally incapacitated;
 - the Member revokes the proxy's appointment;
 - the Member revokes the authority under which the proxy was appointed by a third party; or
 - the Member resigns from the Association.

PART V – MISCELLANEOUS

37. Funds – source

- (1) The funds of the Association shall be derived from donations from Members and other sources of funds as appropriate and subject to any resolution passed by the Association at a Members' Meeting and subject to section 114 of the Act, such other sources as the Board determines..
- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

38. Funds – management

- (1) Subject to any resolution passed by the Association at a Members Meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) Board Members or employees of the Association, being Board Members or employees authorised to do so by the Board.
- (3) The assets and income of the Association shall be applied solely in furtherance of its above mentioned objectives and no portion shall be distributed directly or indirectly to the Members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

39. By-Laws

- (1) In its discretion the Board may make By-Laws for the management of the Association's affairs including but not limited to the formation of one or more Committees.
- (2) All By-Laws:
 - (a) are subject to the Constitution;
 - (b) bind Members as if they were part of the Constitution; and
 - (a) may be amended or repealed by:
 - i) the Board; or
 - ii) the Association in a Members' Meeting.

40. Alteration of objects and rules

Neither the objects of the Association referred to in section 29 of the Act nor these Rules shall be altered except in accordance with the Act.

41. Common Seal

- (1) The common seal of the Association shall be kept in the custody of the Secretary or the Chief Executive Officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of two (2) Board Members.

42. Custody of books

Subject to the Act, the Regulations and these Rules, the Secretary or the Chief Executive Officer shall keep in his or her custody or under his or her control all records, books, and other documents relating to the Association.

43. Inspection of books

The records, books and other documents of the Association shall be open to inspection at a place in the Australian Capital Territory, free of charge, by a Member at any reasonable hour.

44. Service of notices

- (1) For the purpose of these rules, a notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post or email to the Member at the Member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, repaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

45. Winding Up

- (1) In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the Board in accordance with their powers to any fund, institution or authority which is a non-profit organisation.

- (2) At the first General Meeting of the Association, the Association shall pass a Special Resolution nominating –
 - (a) another Association for the purpose of paragraph 92(1)(a) of the Act; or
 - (b) a fund, authority or institution for the purpose of paragraph 92(1)(b) of the Act, in which it is to vest its surplus property in the event of the dissolution or winding up of the Association.
- (3) An Association nominated under paragraph (1)(a) must fulfil the requirements specified in subsection 92(2) of the Act.
- (4) If on the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, that property may not be paid to or distributed among Members, but must be given or transferred to another institution or institutions:
 - (a) having objects similar to the objects of the Association; and
 - (b) whose Constitution prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under this constitution.

Such institution or institutions to be determined by Members at or before the time of dissolution or failing such a determination, by a judge who has or acquires jurisdiction in the matter.