

Constitution

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CONSTITUTION

The Diabetic Association of South Australia Incorporated Constitution

Authority of the Board of Directors on behalf of the Association Membership

Approved

73rd Annual General Meeting, DATE 2026 Resolution Number AX

Contact: Chief Executive Officer via ea@diabetessa.com.au

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Proposed

Definitions

1. In this Constitution:
 - 1.1. 'ACNC Act' means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);
 - 1.2. 'Annual General Meeting' means a meeting convened in accordance with Rule 33;
 - 1.3. 'Associations Act' means the *Associations Incorporation Act 1985* (SA) and the *Associations Incorporation Regulations 2023* (SA);
 - 1.4. 'The Association' means the incorporated association named in Rule 4;
 - 1.5. 'Board' means the committee of management of The Association;
 - 1.6. 'Board Director' means a person elected or appointed to the Board in accordance with this Constitution;
 - 1.7. 'Business Day' means a day that is not a Saturday, Sunday or public holiday in Adelaide, South Australia;
 - 1.8. 'By-Law' means a by-law of The Association under this Constitution;
 - 1.9. 'Commission' has the meaning given to that term in the Associations Act;
 - 1.10. 'Contributions' has the meaning given to that term in Division 30 of the *Income Tax Assessment Act 1997* (Cth);
 - 1.11. 'Financial Year' has the meaning given to that term in Rule 89;
 - 1.12. 'Fund-Raising Event' has the meaning given to that term in Division 30 of the *Income Tax Assessment Act 1997* (Cth);
 - 1.13. 'General Meeting' means a meeting of Members convened in accordance with Rule 36;
 - 1.14. 'Gift Funds' means: (a) gifts of money or property for the Purpose; (b) Contributions made in relation to a Fund-Raising Event held for the Purpose; and (c) money received by The Association because of such gifts and Contributions;
 - 1.15. 'Liability' means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind, including legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or other body;

- 1.16. 'Member' means a person who has joined The Association (whether before or after the adoption of this Constitution) or otherwise been granted membership of The Association in accordance with this Constitution;
- 1.17. 'Office Holder' has the meaning given to that term in Rule 73;
- 1.18. 'Public Officer' means the public officer of The Association appointed to that position in accordance with Rule 108;
- 1.19. 'Purpose' means the purpose and objects of The Association specified in Rule 6;
- 1.20. 'Register of Members' means the register of The Association's Members established pursuant to Rule 25;
- 1.21. 'Special Meeting' means a meeting of Members convened in accordance with Rule 37;
- 1.22. 'Special Resolution': (a) of Members, has the meaning given to that term in the Associations Act; and (b) of the Board, means a three-quarters majority of Board Directors present and eligible to vote (or in the case of an out of session resolution in writing, a three-quarters majority of Board Directors eligible to vote) having received no less than 21 days' notice of the proposed Special Resolution;
- 1.23. 'Surplus Assets' has the meaning given to that term in the Associations Act;
- 1.24. 'Term' means the fixed period of time a Board Director holds a position on the Board either as a Board Director or as an Office Holder, as the context requires; and
- 1.25. 'Tenure' means the total time a Board Director has been appointed to the Board (which may include several terms).

2. In this Constitution, unless a contrary intention is expressed:

- 2.1. headings and italicised, highlighted or bold type do not affect the interpretation of this Constitution;
- 2.2. the singular includes the plural, and the plural includes the singular;
- 2.3. a gender includes all other genders;
- 2.4. other parts of speech and grammatical forms of a word or phrase defined in this Constitution have a corresponding meaning;

- 2.5. a reference to a 'person' includes any individual, firm, company, partnership, joint venture, an unincorporated body or association, trust, corporation or other body corporate (whether or not having a separate legal personality);
 - 2.6. a reference to a body (including an institute, association or authority) whether statutory or not, which ceases to exist or whose powers or functions are transferred to another body, is a reference to the body which replaces it or which substantially succeeds to its powers or functions;
 - 2.7. a reference to any legislation includes all delegated legislation made under it and includes all amendments, consolidations, replacements or re-enactments of any of them, from time to time;
 - 2.8. the words 'include', 'including', 'for example', 'such as' or any form of those words or similar expressions in this Constitution do not limit what else is included and must be construed as if they are followed by the words 'without limitation', unless there is express wording to the contrary;
 - 2.9. a reference to a document (including this Constitution) includes an undertaking, deed, agreement or legally enforceable arrangement or understanding whether or not in writing and includes all amendments or supplements to, or replacements of, this document;
 - 2.10. a reference to a rule, party, annexure, exhibit or schedule is a reference to a rule of, and a party, annexure, exhibit and schedule to, this Constitution and a reference to this Constitution includes any rule, annexure exhibit and schedule;
 - 2.11. a reference to a day is to the period of time commencing at midnight and ending 24 hours later;
 - 2.12. a reference to a month is to a calendar month; and
 - 2.13. a reference to '\$', 'A\$', 'dollars' or 'Dollars' is a reference to the lawful currency of the Commonwealth of Australia.
3. Despite any other provision in this Constitution, if:
- 3.1. the Associations Act or the ACNC Act prohibits a thing being done, the thing must not be done;
 - 3.2. the Associations Act or the ACNC Act requires something to be done, authority is given for that thing; and

- 3.3. a provision of this Constitution is or becomes inconsistent with the Associations Act or the ACNC Act, that provision must be read down or, failing that, severed from this Constitution to the extent of any inconsistency.

Name of Association

4. The name of The Association is 'The Diabetic Association of South Australia Incorporated'.
5. The Association trades under the name of Diabetes SA or such other names as The Association may from time to time determine.

Purpose and Objects

6. The Association has the purpose and objects of:
- 6.1. providing better outcomes for those who are at risk of or living with diabetes and their carers;
- 6.2. advancing the interest, awareness and knowledge of the general community and health professionals on matters related to prevention, detection and management of diabetes through education, advocacy, support, making available resources and products and advancing research; and
- 6.3. doing such other things as are incidental or conducive to the attainment of the objects and purposes set out in this Rule 6.

Not for Profit

7. The income and property of The Association must be used solely for its Purpose as described in Rule 6.
8. No part of the income or property may be paid or transferred to any Member, Board Director or their associates except as provided for in Rules 9, 10, 91 and 92.
9. Rule 8 does not prevent the Association from paying a Member or Board Director:
- 9.1. for goods and services supplied to The Association by the Board Director or a Member (or their related entity) in the ordinary course of business;

- 9.2. for reimbursement for expenses properly incurred by the Board Director or Member; or
- 9.3. reasonable remuneration for work done by the Board Director or Member for or on behalf of The Association (but not including remuneration for acting as a Board Director),

if this is done in good faith on terms no more favourable than if the Board Director was not a Board Director.

- 10. Rule 8 does not prevent the Association from distributing an amount of money or property to a Member which is a charitable entity and is made solely in furtherance of the Purpose, and the Board has resolved that such distribution is consistent with and in furtherance of the objects and purposes as described in Rule 6.

Powers

- 11. Subject to Rule 91 and the Associations Act, The Association has the power to do all lawful things necessary or desirable to achieve its Purpose. This power is in addition to the powers of The Association set out in Section 25 of the Associations Act.

Patron

- 12. The Board may appoint one or more patrons of The Association for a period it decides and can remove a patron(s) at any time by ordinary resolution of the Board. Being appointed as a patron does not automatically make that person a Member of The Association.

MEMBERS

Membership

- 13. All persons who are at risk of or living with diabetes or are interested in the furtherance of the Purpose may join The Association by making written application for membership on such a form as the Board shall from time to time prescribe and paying the prescribed subscription fee, if any.
- 14. Where a Member is a natural person under the age of 18 years or otherwise lacking capacity to act on their own behalf, one parent or guardian of that Member may represent

that Member, including in exercising any voting rights or (subject to the parent or guardian being eligible under Rule 67) any right to be appointed as a Board Director.

Categories of Membership

15. The Association has the following categories of membership:
 - 15.1. Community Member - does not have voting rights in the capacity of membership and is not eligible to sit on the Board;
 - 15.2. Lite Member - has voting rights and is eligible to sit on the Board;
 - 15.3. Complete Member - has voting rights and is eligible to sit on the Board;
 - 15.4. Health Professional Member - has voting rights and is eligible to sit on the Board;
 - 15.5. Life Member - has voting rights and is eligible to sit on the Board;
 - 15.6. Honorary Member - has voting rights and would be required to be a complete paid member to be eligible to sit on the Board; and
 - 15.7. Commercial Retail Member - does not have voting rights and is not eligible to sit on the Board.
16. The Board may from time to time establish, amend and discontinue membership programs, categories, products and offerings within any category of membership.
17. The Board may confer Life Membership on a person in recognition of exceptional service to the Association. A Life Member retains membership for life unless their membership otherwise ceases in accordance with this Constitution.
18. The Board shall have the power to:
 - 18.1. create new categories of membership;
 - 18.2. determine:
 - 18.2.1. the eligibility criteria for each category of membership;
 - 18.2.2. the application and admission procedures for membership;
 - 18.2.3. membership benefits;
 - 18.2.4. membership renewal requirements; and
 - 18.2.5. without affecting the rights under Rule 20, any other matters relating to the administration of membership.

19. The Board may determine and amend the benefits, services and administrative requirements applicable to each category of membership, provided that such determinations are consistent with this Constitution and the Associations Act.

Fees and Subscriptions

20. The Board may determine from time-to-time:
 - 20.1. any entrance fees, subscriptions or other fees payable by all categories of Members, and the manner and timing of payment;
 - 20.2. any additional qualifications or conditions for membership;
 - 20.3. any concessions, loadings, reductions, remissions or exemptions that may apply to Members or categories of Members;
 - 20.4. policies relating to membership; and
 - 20.5. actions against a Member where entrance fees, subscriptions or other fees payable are unpaid.

Membership Restrictions

21. Volunteers and paid employees are not eligible to be elected to the Board while their membership is connected to their volunteering role or employment with the Association, irrespective of their category of membership.
22. Membership is personal and non-transferable.

Members Bound by Constitution

23. Every Member shall be bound by this Constitution and all By-Laws and in the case of Members of a specific category, by the provisions or By-Laws expressly or by implication directed at Members of that category and where any Member commits a breach of the Rules of this Constitution or of the By-Laws then such Member may be dealt with in accordance with Rule 27.

Records and access to information

24. The Association must make the following documents available for inspection by Members on request during usual business hours:
 - 24.1. the Constitution and By-Laws (if any);
 - 24.2. the minutes of Annual General Meetings and General Meetings;
 - 24.3. any documents presented at any Annual General Meeting or General Meeting;
and
 - 24.4. any other documents required to be available under the Associations Act.
25. The Association must maintain an up-to-date Register of Members which records:
 - 25.1. the name and contact details (including address, email address and telephone number) of each Member;
 - 25.2. the date on which each Member joined and, if applicable, resigned from the Association;
 - 25.3. the category of membership and whether membership is held as a volunteer or remunerated employee of the Association; and
 - 25.4. if applicable, the date of and reasons for termination of membership.

Termination of Membership

26. A person ceases to be a Member of the Association if:
 - 26.1. the Member dies;
 - 26.2. the Member's whereabouts become unknown and the Association is no longer able to contact that Member;
 - 26.3. the Member resigns by written notice to the Association;
 - 26.4. if the Member is an Honorary Member, their term expires or is ended by the Board; or
 - 26.5. the Member is expelled in accordance with this Constitution.

27. Any Member who acts in a manner:
 - 27.1. considered by the Board to be detrimental or prejudicial to the interests of The Association; or
 - 27.2. contrary to the Constitution or By-Laws,may be suspended or expelled in accordance with the procedure set out in Rule 28.
28. Prior to any resolution for the suspension or the expulsion of a Member being considered by the Board, the Board must:
 - 28.1. give to the Member written notice of the Board's intention to propose the resolution to suspend or expel the Member, including reasons for proposing the resolution;
 - 28.2. give the Member at least 14 days to provide a written response to the proposed resolution and reasons;
 - 28.3. ensure that any Board Director who has a material personal interest in, or is directly involved in, the subject matter of the proposed suspension or expulsion does not participate in the Board's decision; and
 - 28.4. consider the response received from the Member (if any) under Rule 28.2 prior to passing any resolution, ensuring the rules of natural justice are observed.
29. After considering any response received from the Member under Rule 28.2, the Board may resolve to:
 - 29.1. allow the Member to remain a Member;
 - 29.2. suspend the Member for a period determined by the Board; or
 - 29.3. expel the Member by ordinary resolution.
30. Within 7 days of a decision being made under Rule 29, the Board must give the Member written notice of:
 - 30.1. the decision; and
 - 30.2. the reasons for the decision.
31. Further detailed procedures with respect to the suspension or expulsion of a Member may be specified in the By-Laws.

32. A Member who is suspended is not entitled to the benefits and privileges of membership of The Association or to exercise of their rights as a Member, including eligibility to serve as a Board Director, during the period of such suspension.

Annual General Meetings

33. The Annual General Meeting shall be convened within five months after the end of each Financial Year.
34. The following business will be attended to at each Annual General Meeting:
- 34.1. confirmation of the minutes of the previous Annual General Meeting and any General Meeting or Special Meeting held since that Annual General Meeting;
 - 34.2. presentation of annual reports, audited balance sheets and financial statements for the preceding Financial Year, and the auditor's report on the accounts;
 - 34.3. appointment of the auditor(s);
 - 34.4. election of Board Directors to fill any vacancy on the Board; and
 - 34.5. any other business requiring consideration at an Annual General Meeting.
35. Any matter to be considered and voted on at an Annual General Meeting must be submitted in writing to the Chair or Deputy Chair at least 28 days before the meeting.

General Meetings

36. The Board may convene a General Meeting of Members at its discretion.

Special Meetings

37. A Special Meeting of Members may be requested by not less than 20 Members of The Association who are eligible to vote. The request must be in writing, signed by those Members, and given to the Chair or Deputy Chair.
38. The written request must state the business to be considered at the Special Meeting and include notice of any proposed resolutions.

39. The Chair or Deputy Chair must convene the Special Meeting within 28 days of receiving a valid request.
40. Only the business specified in the notice of meeting may be discussed or voted on at a Special Meeting.

Notice of Meetings

41. The Chair, Deputy Chair, or their nominee must give Members at least 21 clear days' notice of an Annual General Meeting, General Meeting or Special Meeting.
42. The notice must state:
 - 42.1. the date, time and place of the meeting;
 - 42.2. the business to be transacted; and
 - 42.3. the text of any proposed Special Resolution.
43. Notice of a meeting will be deemed sufficient if it is provided to Members by any method that is approved by the Board including but not restricted to pre-paid post, email, SMS, or other electronic method.

Quorum and Voting

44. Twenty Members eligible to vote form a quorum at an Annual General Meeting, General Meeting or Special Meeting.
45. If a quorum is not present within 30 minutes after the time appointed for:
 - 45.1. a Special Meeting, the meeting will be dissolved; and
 - 45.2. a General Meeting or an Annual General Meeting, the meeting shall stand adjourned to the same day of the following week at the same time and place, and if at such adjourned meeting, a quorum is not present within 30 minutes of the time appointed for the adjourned meeting, the Members present shall constitute a quorum.
46. Meetings can be undertaken in such format as the Board or The Association may from time to time determine (including by using any technology, such as video or teleconferencing) in accordance with procedures determined by the Board. Participation by electronic means

constitutes presence at the meeting. Electronic voting and online proxies are valid if identity can be verified.

47. Subject to this Constitution, all questions and matters put to a vote at any meeting of The Association shall be decided by a simple majority of Members present and eligible to vote.
48. Each Member present and eligible to vote shall be entitled to a deliberative vote and where there is no majority of votes, the matter will be decided in the negative.
49. A Member may appoint another Member, in writing, as their proxy to attend and vote on their behalf at an Annual General Meeting, General Meeting or Special Meeting.

BOARD

Board Powers

50. The affairs, funds and property of The Association are managed and controlled by the Board. Subject to this Constitution and the Associations Act, The Association has the power to perform all acts and things that appear to be necessary or desirable for the proper management of the affairs of The Association.
51. Except for matters that must be determined by the Members under this Constitution or the Associations Act, the Board:
 - 51.1. may exercise all powers of the Association and do all things necessary to further the Purpose; and
 - 51.2. may interpret the meaning of this Constitution and determine any matter relating to the Association that is not otherwise provided for.
52. If it is later discovered that there was a defect in the appointment of any Board Director or any person acting as a Board Director, all actions taken at any Board meeting or by that person remain valid, as if each person had been properly appointed, qualified, and continued to be a Board Director.
53. A Board Director with a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of the interest to the Board as soon as practicable, in accordance with the Associations Act. The Board Director

must not be present during the consideration of the matter, must not vote, and must not be counted for quorum in the matter of which the Board Director has an interest and the disclosure must be recorded in the minutes.

Delegation

54. The Board may delegate any of its powers or functions to a committee, Board Director, Office Holder, employee, (including a Chief Executive Officer appointed in accordance with Rule 105) or other person.
55. The powers may be delegated for such time as determined by the Board and the Board may at any time revoke or vary the delegation and such delegation must be recorded in the minutes of the Board that are required to be kept under Rule 99.
56. The delegate must exercise the powers delegated in accordance with any directions of the Board.
57. The Board governs the Association and is responsible for its overall direction and control.

Authority to Make, Alter and Rescind By-Laws

58. The Board may make, amend and repeal By-Laws for the regulation and management of the Association to further the Purpose provided that the By-Laws are not inconsistent with this Constitution. Without limiting this authority, By-Laws may provide for:
 - 58.1. the regulation and conduct of Board Meetings, General Meetings, Annual General Meetings and Special Meetings;
 - 58.2. the establishment and operation of committees (with the provisions of this Constitution relating to the operation of the Board applying to any such committee as if references to the Board were references to the committee);
 - 58.3. the review or revocation of any action or decision of any committee or Office Holder;
 - 58.4. the roles, authorities, and duties of committees and Members; and
 - 58.5. the governance of The Association.
59. All By-Laws in force immediately before the adoption or amendment of this Constitution shall continue unless amended or repealed by the Board.

60. This Constitution takes precedence over any By-Laws to the extent of any inconsistency.

Duties of Board Directors

61. Board Directors must comply with their duties at law (including under the Associations Act, the ACNC Act and at common law), and with all related standards and regulations.
62. Without limiting Rule 61, Board Directors must:
- 62.1. exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Board Director;
 - 62.2. act in good faith in the best interests of The Association and to further the Purpose;
 - 62.3. not misuse their position as a Board Director;
 - 62.4. not misuse information they gain in their role as a Board Director;
 - 62.5. ensure the financial affairs of The Association are managed responsibly;
 - 62.6. disclose any perceived or actual material conflicts of interest in the manner set out in Rule 53; and
 - 62.7. not allow The Association to operate while it is insolvent.

Composition

63. Subject to Rule 80, the Board shall be comprised of a minimum of 5 and a maximum of 9 Board Directors and, except as provided by Rule 80, all Board Directors will be appointed by the Members.
64. Except as provided by Rule 80, Board Directors shall be elected at an Annual General Meeting. A Board Director elected by Members at an Annual General Meeting holds office for the term determined by the Board and must retire from office at the end of the term.
65. Subject to continuing to be eligible in accordance with Rule 67, a Board Director is eligible for re-appointment dependent on any tenure limits determined by the Board from time to time and may nominate for election as a Board Director by written notice to the Board no less than 28 days prior to the Annual General Meeting at which Board Directors are due for election or otherwise in the manner and by the closing date for nominations prescribed by the Board.

66. The Board must review each nomination and may reject a nomination only if the nominee is ineligible under this Constitution or the nomination is otherwise invalid. The Board must include in the notice of Annual General Meeting, details of all eligible nominees for election or re-election as Board Directors.

Eligibility

67. A Board Director must not be a person who is ineligible to act as a Board Director under the Associations Act or the ACNC Act (as the case may be).
68. A Board Director must be a Member of the Association who is a natural person and belong to a category of membership identified as being eligible to nominate for, be elected to, and serve on the Board.

Remuneration

69. No Board Director may be remunerated for serving on the Board.

Resignation from the Board

70. Any Board Director may resign from their position on the Board upon providing the Public Officer with a letter of resignation.
71. The Board Director who has provided a letter of resignation under Rule 70 will cease to be a Board Director on the date on which the letter of resignation is given to the Public Officer, or on such later date as specified in the letter.

Removal of Board Director

72. A Board Director may be removed from office by a Special Resolution of Members.

Office Holders

73. The Board must appoint from its number:
- 73.1. a Chair;
 - 73.2. a Deputy Chair; and
 - 73.3. a Treasurer,

each an 'Office Holder' who will hold office for a Term of two years.

74. A Board Director may hold two Office Holder positions concurrently but is entitled to only one vote.
75. The Board may, by ordinary resolution, at any time remove an Office Holder and appoint a replacement Office Holder from its number.
76. The position of an Office Holder will become vacant if:
 - 76.1. the Office Holder's Term expires;
 - 76.2. the Office Holder resigns from their position as an Office Holder by written notice given to the Public Officer; or
 - 76.3. the Office Holder ceases to be a Board Director for any reason in accordance with Rule 78.
77. In the event of a vacancy, the Board must appoint a replacement Chair, Deputy Chair and Treasurer, from its number.

Casual Vacancies

78. The office of a Board Director shall become vacant if a Board Director:
 - 78.1. resigns in accordance with Rule 70;
 - 78.2. is removed as a Board Director under Rule 72;
 - 78.3. is or becomes disqualified from holding office as a Board Director by the Associations Act or the ACNC Act;
 - 78.4. dies or is permanently incapacitated by ill health; or
 - 78.5. is absent without apology from more than three Board meetings in a rolling 12 month period without the prior approval of the Chair.
79. The Board may continue to act despite any casual vacancy. If the number of Board Directors is insufficient to form a quorum, they may act only to appoint additional Board Directors or to convene a Board Meeting to achieve a quorum.
80. The Board may appoint a person who is eligible under Rules 67 and 68:

- 80.1. to fill a casual vacancy. The appointee holds office for the remainder of the term of the relevant Board Director whom the appointee replaced and at the end of that term may nominate for election under Rule 65. For the avoidance of all doubt, service on the Board by the appointee as a result of a casual vacancy does not count towards maximum tenure; or
 - 80.2. to fill a special need of the Board, including a particular skill, experience or characteristic. The Board may appoint up to two eligible persons under this Rule 80.2 in addition to the maximum number of Board Directors specified in Rule 63, provided that no more than two persons are appointed under this Rule 80.2 at any time and the total number of Board Directors does not exceed 11.
81. A person appointed under Rule 83.2 holds office until the earlier of:
- 81.1. the date determined by the Board at the time of appointment;
 - 81.2. resignation;
 - 81.3. ceasing to satisfy the eligibility requirements; or
 - 81.4. removal by ordinary resolution of the Board.

Board Meetings

- 82. The Board shall meet no less than five times per year and otherwise as often as necessary in order to conduct the business of The Association.
- 83. Unless otherwise determined by the Board, Board Meetings shall be held at such times and places and in such format as the Board may from time to time determine (including by using any technology, such as video or teleconferencing, to hold meetings of the Board).
- 84. Subject to this Constitution, a Board Meeting may be convened in addition to regular Board Meetings by at least half of Board Directors holding office at the relevant time, on giving no less than 48 hours' notice to every other Board Director unless this requirement is waived by all Board Directors.
- 85. Notice of a Board meeting must be given to each Board Director in accordance with any requirements determined by the Board from time to time.
- 86. The Board may adopt a Board Charter governing the conduct of Board meetings, including requirements relating to notices, agendas and meeting papers.

Quorum

87. Unless otherwise determined by the Board Directors, a minimum of 3 Board Directors holding office at the relevant time, of which two must be the Chair, the Deputy Chair and/or the Treasurer (being two individuals), form a quorum at a meeting of the Board.
88. An item of business may not be transacted at a Board meeting unless a quorum is present.

FINANCES

Treasurer

89. The Treasurer shall be responsible for monitoring the financial records of The Association, presenting statements of income and expenditure at Board Meetings and audited statements of account at each Annual General Meeting.

Financial Year

90. The Association's financial year shall be a period of 12 months commencing on 1 July of each year and concluding on 30 June of the following year ('Financial Year').

Funds

91. Without limiting Rule 11, The Association may:
 - 91.1. open and operate one or more bank accounts in its name, to be operated by any two authorised signatories approved by the Board;
 - 91.2. invest in any instrument permitted under a Board-approved investment policy, including managed funds, term deposits, and other financial instruments, subject to prudent risk management; and
 - 91.3. borrow money on such terms, in such manner, and on such security (if any) as the Board determines to further the Purpose.
92. The income and property of The Association, however derived, must be applied solely towards the promotion of the Purpose and not be paid or transferred to Members by way of dividend, bonus or profit.

93. This does not prevent the payment in good faith of:
- 93.1. remuneration for services actually rendered to the Association (but does not include payment to a Board Director for acting as a Board Director);
 - 93.2. reimbursement of expenses reasonably incurred on behalf of the Association; or
 - 93.3. reasonable and proper rent for premises leased to the Association by a Member.

Auditors and Accounts

94. The Association must keep and retain accounting records that correctly record and explain its financial transactions and position, in accordance with the Associations Act and the ACNC Act.
95. The auditor(s) of The Association are appointed at the Annual General Meeting, or if no appointment is made, by the Board. An auditor holds office until the next Annual General Meeting and is eligible for re-appointment and is entitled to such remuneration as agreed by the Board. The auditor(s) of The Association has the rights and duties prescribed by the Associations Act and the ACNC Act (as applicable).
96. The Board must give notice of each General Meeting and Annual General Meeting to the auditor(s), who are entitled to attend and be heard at those meetings and must provide written reports to the Annual General Meeting and as otherwise required by the Board.
97. The Association must cause the accounts of the Association for each Financial Year to be audited in accordance with the Associations Act and the ACNC Act, and any other laws or regulations applicable to the Association from time to time.
98. The auditor(s) must examine the accounts and relevant records of the Association and provide a report to the Annual General Meeting in accordance with accepted auditing standards.
99. The Association must lodge all returns required by the Associations Act and the ACNC Act.

Minutes of proceedings

100. The Association must keep accurate minutes of all Board meetings, Annual General Meetings, Special Meetings and General Meetings.

101. Minutes must be recorded within one month of the meeting and kept in the Association's official records.
102. Minutes must be confirmed at a subsequent meeting of the Board or the Association (as the case may be) and signed by the Chair of the meeting to which the minutes relate, or the meeting at which the minutes are confirmed. Once confirmed and signed, minutes are evidence that the meeting was properly convened and held, and that any decisions or appointments made at the meeting are valid, unless proven otherwise.

Provision of Notices generally

103. Subject to any other provision of this Constitution, any notice, demand, approval, consent or other communication under this Constitution ('Notice') must be in writing and must be served by any person or the Association by any of the following methods:
 - 103.1. personally;
 - 103.2. subject to Rule 104, by prepaid registered post addressed to the recipient's last known address (as applicable); or
 - 103.3. by email to an email address nominated by the recipient for the purpose of serving Notices (as amended from time to time in writing).
104. A Notice given in accordance with Rule 102 takes effect when received (or such later time as specified in it), and is taken to be received:
 - 104.1. if hand delivered, on delivery;
 - 104.2. if sent from and to a place within Australia by regular post, at 9:00 am on the sixth Business Day after the date of posting; or
 - 104.3. if sent by email, when the email (including any attachment) is sent to the receiving party at that email address, unless the sending party receives a notification of delivery failure within 24 hours of the email being sent,

but if the delivery, receipt, publication or transmission is not on a Business Day or is after 5.00 pm on a Business Day, the Notice is taken to be received at 9.00 am on the Business Day after that delivery, receipt, publication or transmission.
105. A Notice that is sent from a place within Australia to a place outside Australia, or a Notice that is sent from a place outside Australia, must be sent via email.

Chief Executive Officer

106. The Board must appoint a Chief Executive Officer on such terms and conditions as it determines.
107. The Chief Executive Officer:
 - 107.1. is responsible for the day-to-day management and operations of the Association;
 - 107.2. must carry into effect all matters of policy and administration which may be determined by the Board; and
 - 107.3. must exercise such other functions, duties and responsibilities as may be determined by the Board from time to time.
108. The Chief Executive Officer must comply with the policies and procedures of the Association and any lawful directions of the Board.

Public Officer

109. The Board must appoint a Public Officer in accordance with the Associations Act and must not be without a Public Officer for a period longer than one month, or as otherwise prescribed by the Associations Act.
110. The Board may at any time remove and replace the Public Officer.
111. Any Board Director who is eligible to be a public officer under the Associations Act is eligible to be appointed by the Board as Public Officer.
112. The Association must notify the Commission of the appointment of a Public Officer, and any change to the Public Officer's identity or address, within one month of the change, in the form required by the Associations Act.

Circulating Resolutions

113. A resolution in writing, signed or otherwise agreed to by all of the Board Directors, will be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

114. Any such resolution may consist of several counterparts, each signed by 1 or more of the Board Directors.
115. The Board may send a resolution in writing by email to the Board Directors and the Board Directors may agree to the resolution by sending a reply email to that effect.
116. A resolution in writing is passed when the last Board Director signs or otherwise agrees to the resolution in the manner set out in Rule 113 or Rule 114.

Indemnity of Board Directors, Insurance and Access

117. The Association indemnifies each Board Director and the Public Officer ('Indemnified Person') against any Liability incurred in good faith in the course of performing their duties or exercising their powers arising from the appointment to the Board for the period ending 7 years after the date the Indemnified Person ceases to be an officer of The Association. The Board may approve and execute a separate deed of indemnity in favour of an Indemnified Person.
118. The indemnity provided in Rule 116 does not apply for Liability arising from negligence, fraud, wilful misconduct or lack of good faith.
119. The Association may, where the Board considers it appropriate:
 - 119.1. pay insurance premiums to insure each Indemnified Person against Liability incurred in the course of performing their duties or exercising their powers; and
 - 119.2. enter into any contract or deed with an Indemnified Person to give effect to that insurance.
120. The indemnity and any insurance or payment under this rule and payments under Rules 116 and 118.1 apply only:
 - 120.1. to the extent permitted by law;
 - 120.2. to the extent the Indemnified Person is not otherwise entitled to, and is not in fact, indemnified by another person (including a subsidiary or insurer); and
 - 120.3. where the Liability relates to another entity, to the extent the Indemnified Person is not entitled to, and is not in fact, indemnified out of the assets of that entity.
121. The Association may, where the Board considers it appropriate:

- 121.1. give a Board Director, Public Officer or former Board Director or former Public Officer access to documents provided to or available to the Board; and
- 121.2. enter into any agreement to provide that type of access.

Other Entities

- 122. No decision, resolution or direction of any external corporation, organisation, association or other entity is binding on the Association unless expressly approved by the Board.

Constitutional Amendments

- 123. Subject to Rule 123, this Constitution may only be altered by Special Resolution at an Annual General Meeting, General Meeting or Special Meeting (including an alteration to the Association's name).
- 124. A Special Resolution to amend this Constitution is invalid if it results in The Association losing its status as a charity or a public benevolent institution for the purposes of the ACNC Act.
- 125. Any alteration to the Constitution shall be registered with the Commission in accordance with the requirements of the Associations Act.

Winding Up and Dissolution

- 126. The Association may be wound up or dissolved in the manner provided for in the Associations Act.
- 127. Upon winding up or dissolution, any Surplus Assets must not be distributed to a current or former:
 - 127.1. Member;
 - 127.2. Board Director;
 - 127.3. Chief Executive Officer; or
 - 127.4. Office Holder.

128. Subject to the Associations Act, ACNC Act and any other applicable legislation, and any court order, any Surplus Assets (including Gift Funds) that remain after The Association is wound up or dissolved must be distributed to one or more charities:
- 128.1. with charitable purpose(s) similar to, or inclusive of, the Purpose;
 - 128.2. which also prohibits the distribution of any Surplus Assets to its members to at least the same extent as The Association; and
 - 128.3. that is or are deductible gift recipients within the meaning of the *Income Tax Assessment Act 1997* (Cth).
129. The decision as to the charity or charities to be given the Surplus Assets must be made by a Special Resolution of Members at or before the time of winding up. If Members do not make this decision, The Association may apply to the Supreme Court to make this decision.
130. If the Association's deductible gift recipient endorsement is revoked (whether or not The Association is to be wound up), any surplus Gift Funds must be transferred to one or more charities that meet the requirements of Rules 127.1 to 127.3 (inclusive), as decided in accordance with Rule 128.