



# Australian Breathwork Association

## Constitution

[www.australianbreathworkassociation.org](http://www.australianbreathworkassociation.org)

## Change Record

Revision	Date	Change
2011	2011	Reviewed and reissued
5 May 2014	5 May 2014	Reviewed and reissued
18 December 2016	18 December 2016	As a result of a review conducted by the ABA Constitution Review Subcommittee (Ann Harrison – President, Alakh Analda – committee member, Robyn Fernance – Treasurer & membership officer, Jennylee Taylor – Secretary). The 2014 Constitution was reviewed for consistency with amendments to “Model Constitutions rule 2016 – under Associations Incorporations Act 2009”. All updates were ratified by member vote at the AGM 18 December 2016.
1.0	11/6/18	Cover sheet added, formatted to standard. No content changes made except removal of vision and mission to a separate document.
2.0	27/4/19	Cover sheet changed to Orange, format corrected, no content changes made.
3.0	2/5/19	Naming protocol changed, back to green cover No content changes made.

### Related Documents

Version	Document	Description
Current	ABA-GB-009	ABA Code of Supervision
Current	ABA-GB-010	ABA Code of Continuing Professional Education (CPE)

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# **PART I – GENERAL**

## **1.1. NAME**

1.1.1 The name of the organisation is the AUSTRALIAN BREATHWORK ASSOCIATION, and shall be referred to as “The Association” or “ABA”.

1.1.2 This Constitution is dated 18<sup>th</sup> Dec 2016, and supersedes any constitution previously considered or lodged with any statutory authority

## **1.2. OBJECTIVES**

1.2.1 To co-ordinate and expand the on-going development and maintenance of professional Breathwork

1.2.2 To establish, maintain and evolve the credibility and professional reputation of Breathwork.

1.2.3 To foster unity, synergy and fun within the professional Breathwork community, and create a strong and supportive peer group of members and colleagues.

1.2.4 To promote wider community awareness of Breathwork.

1.2.5 To encourage and share on-going research and development of Breathwork.

1.2.6 To create strength through unity; source and receive benefits for members that may not otherwise be available to them individually.

## **1.3. DEFINITIONS (in this Constitution)**

The provisions of the Interpretation Act 1987 apply to and in respect of these Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

1.3.1 “**President**” means the person who leads the organisation in its objectives towards the Association’s vision, and promotes inspiration to the committee, the members, nonmembers eligible for membership, and the general public.

1.3.2 “**Secretary**” means the person holding the office of secretary under this

constitution and who may also be the public officer of the Association.

1.3.3 “Treasurer” means the officer responsible for keeping a record of and banking all monies of the association

1.3.4 “**Membership Officer**” means the person responsible for membership of the association

1.3.5 “**ordinary committee member**” means a member of the committee who is not an office-bearer of the association.

1.3.6 “**special general meeting**” means a general meeting of the association other than the annual general meeting.

1.3.7 “**the Act**” means the Associations Incorporation Act 2009.

1.3.8 “**the Regulation**” means the Associations Incorporation Regulation 2010.

## **PART 2 - MEMBERSHIP**

### **2.1. MEMBERSHIP TYPE**

2.1.1 The ABA has two types of membership

- a) professional
- b) associate

2.1.2 Professional Member

- a) A professional member is one who meets the training standards specified by the ABA Training Standards (refer 2.1.4)
- b) Has current professional indemnity insurance
- c) Has current First Aid Certificate
- d) Meets annual requirements for Professional Development
- e) Abides by the ABA Code of Ethics and Breathwork Practice
- f) Abides by all relevant federal and state legislation

2.1.3 Associate member

- a) a non Professional non practising membership type, which may include and is not limited to students, Breathwork clients, trained Breathwork practitioner no longer practising, or previous ABA Professional Breathwork practitioners
- b) Abides by the ABA Code of Ethics and Breathwork Practice
- c) Abides by all relevant federal and state legislation
- d) Voting rights are not available for this level of membership

2.1.4 Training Standards for Membership

- a) The ABA Committee holds the policy documents on ABA Training Standards. Endorsement of any changes or updates to the ABA Training Standards shall be made following recommendations by a subcommittee of ABA recognised Trainers.
- b) The subcommittee will consult with all ABA recognised trainers who are current ABA members before making recommendations for updates.
- c) The timeframe for this process is at the discretion of the subcommittee and is to ensure that trainers can be involved within a reasonable timeframe.
- d) All requests to the ABA by Trainers for Training Program recognition and

endorsement are to be measured against the current published Training Standards, regardless of any pending updates to the Standards.

e) Training Standards are to be made available to members on the ABA website.

## **2.2. NOMINATION FOR MEMBERSHIP**

2.2.1 Any person who meets the requirements for membership as per Clause 2.1 will be considered for membership with the ABA.

2.2.2 Before an application is considered, the applicant must complete the 'membership application form'.

2.2.3 Acceptance as a member is dependent upon fulfilling the requirements in Clause 2.1.

2.2.4 All applications must include the required application fee.

2.2.5 The applicant must be notified of the outcome.

2.2.6 On receipt of payment, the applicant's name is entered in the register and she or he becomes a member of the association.

## **2.3. CESSATION OF MEMBERSHIP**

2.3.1 A person ceases to be a member of the association if the person:

- a) dies, or
- b) resigns membership, or
- c) is expelled from the association, or
- d) fails to pay annual subscription by due date,
- e) does not meet the requirements in Clause 2.1.

2.3.2 A former member is eligible to re-join within 3 months of the lapsed membership date, without formally reapplying for membership.

## **2.4. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

2.4.1 A right, privilege or obligation which a person has by reason of being a member of the Association:

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



## **2.5. RESIGNATION OF MEMBERSHIP**

2.5.1 Members wanting to resign must tender notice in writing of resignation to the secretary or membership officer, to become effective immediately.

2.5.2 The membership register must be adjusted to record the date on which the membership ceased.

## **2.6. REGISTER OF MEMBERS**

2.6.1 The membership officer of the association must establish and maintain a register of members, with record of all information as offered on the membership application form, specifying the name and postal or residential address of each person, together with the date on which the person became a member.

2.6.2 The register of members must be kept in New South Wales:

- (a) at the main premises of the Association, or
- (b) if the Association has no premises, at the Association's official address.

2.6.3 The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.

2.6.4 A member of the Association may obtain a copy of any part of the register upon payment of a fee of not more than \$1 for each page copied.

2.6.5 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

2.6.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
- b) any other purpose necessary to comply with a requirement of the Act or the
- c) Regulation.

## **2.7. FEES AND SUBSCRIPTIONS**

2.7.1 A member of the Association must pay the joining fee and the annual

subscription fee as nominated on the membership application form and as determined by the committee.

## **2.8. MEMBERS' LIABILITIES**

2.8.1 The liability of a member of the Association 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 as required by clause 2.7.1.

## **2.9. RESOLUTION OF INTERNAL DISPUTES**

2.9.1 Internal disputes must be referred to the committee of the Association and are to be resolved in an expedient and compassionate matter.

2.9.2 Internal disputes which are not resolved by committee and which might have financial or legal implications are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.

2.9.3 If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

2.9.4 The Commercial Arbitration Act 2010 (NSW) applies to any such dispute.

## **2.10. DISCIPLINING OF MEMBERS**

2.10.1 In the spirit of the Association's attitude, any disputes, conflicts or breaches will be handled discretely using Breathwork Principles and off the record, where possible, with the intention to resolve the dispute informally and effectively.

2.10.2 A complaint may be made to the committee by any person that a member of the Association:

(a) has refused or neglected to comply with a provision or provisions of this constitution, or

(b) has willfully acted in a manner prejudicial to the interests of the Association.

2.10.3 The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

- 2.10.4 If the committee decides to deal with the complaint, the committee:
- a) must give the member notice of the complaint, and
  - b) must give the member at least 14 days from the time the notice is served to respond to the committee, and
  - c) must take into consideration any submissions made by the member in connection with the complaint.

2.10.5 The committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

2.10.6 If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action, and of the member's right of appeal under clause 11.

2.10.7 The expulsion or suspension does not take effect:

- a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 11, whichever is the later.

## **2.11. RIGHT OF APPEAL OF A DISCIPLINED MEMBER**

2.11.1 A member may appeal to the Association in a general meeting against a resolution of the committee under clause 2.10, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

2.11.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

2.11.3 On receipt of a notice from a member under 2.10.1, the secretary must notify the committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.

2.11.4 At a general meeting of the Association convened under 2.11.3:

- (a) no business other than the question of the appeal is to be transacted, and
- (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

2.11.5 The appeal is to be determined by a simple majority of votes cast by members of the Association.

## **PART 3 - THE COMMITTEE**

### **3.1. POWERS OF THE COMMITTEE**

3.1.1 The committee is to control and manage the affairs of the Association according to the spirit of the Association's objectives.

3.1.2 The committee may exercise all such functions as may be exercised by the Association, other than those functions that are required by these constitution to be exercised by a general meeting of members of the Association.

3.1.3 The committee has the power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

### **3.2. COMPOSITION AND MEMBERSHIP**

3.2.1 The committee consists of :

- b) the office bearers of the Association, and
- a) at least 3 ordinary committee members, each of whom is elected at the annual general meeting of the Association under clause 3.3.

3.2.2 The office bearers of the Association are as follows:

- a) president
- b) secretary
- c) treasurer
- d) membership officer

3.2.3 One member must be public officer and public officer must reside in NSW.

3.2.4 An office bearer may hold up to 2 offices.

3.2.5 Each member of the committee is, subject to this Constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

3.2.6 In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy, either temporarily or until the conclusion of the annual general meeting next following the

date of the appointment.

3.2.7 There is no maximum number of terms that a committee member may hold office.

### **3.3. ELECTION OF MEMBERS**

3.3.1 Nominations of candidates for election as office-bearers of the Association or as ordinary committee members:

- (a) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
- (b) must be delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

3.3.2 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

3.3.3 If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.

3.3.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

3.3.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

3.3.6 The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

3.3.7 A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Association must be a member of the Association.

### **3.4. SECRETARY**

3.4.1 Both the secretary and public officer of the Association must, as soon as

practicable after being appointed, receive, hold and maintain all records, registers, paperwork and computer software, other than that held by the treasurer and membership officer, relating to the Association's business.

3.4.2 The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

3.4.3 It is the duty of the secretary to keep minutes (whether in written or electronic form) of:

- (a) all appointments of office-bearers and members of the committee, and
- (b) the names of members of the committee present at a committee meeting or a general meeting, and
- (c) all proceedings at committee meetings and general meetings.

3.4.4 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

3.4.4 The signature of the chairperson may be transmitted by electronic means for the purposes of subclause 3.4.3.

### **3.5. PUBLIC OFFICER**

3.5.1 The public officer is the official contact for the Association.

3.5.2 A committee member, ordinary member of the Association or a person outside the Association may hold the position of public officer BUT must be over 18 years of age and reside in NSW.

3.5.3 The public officer must ensure that the Association remains in compliance with their responsibilities as required under the Act.

### **3.6. TREASURER**

3.6.1 It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the Association is collected and received, and that all payments authorised by the Association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

3.6.2 The treasurer must submit a report to the secretary or public officer which must be lodged within 28 days of the AGM.

3.6.3 For funds management ref “Funds Management” 5.3.

### **3.7 MEMBERSHIP OFFICER**

3.7.1 It is the duty of the membership officer to receive and collate all relevant documents,

3.7.2 To collect fees and forward money to the treasurer or otherwise ensure that monies are deposited into the Association’s bank account,

3.7.3 To keep a register of current membership, and maintain register in accordance with 2.6.

3.7.4 To issue certificates of membership.

### **3.8. CASUAL VACANCIES**

3.8.1 A casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies; or
- (b) ceases to be a member of the Association; or
- (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth; or
- (d) resigns office by notice in writing given to the secretary; or
- (e) is removed from office under clause 3.9; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of six months; or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.



3.8.2 In the event of the casual vacancy also being the public officer, then another committee member who is also residing in NSW may become public officer. Form A9 is required to be sent to the Department of Fair Trading within 28 days of the change of public officer.

### **3.9. REMOVAL OF A COMMITTEE MEMBER**

3.9.1 The Association in a general meeting may, by resolution, remove any member of the committee from the office of that member, before the expiration of the member's term of office, and may by resolution, appoint another person to hold office until the expiration of the term of office of the member so removed.

3.9.2 If a member of the committee to whom a proposed resolution referred to in clause 3.9.1 relates, makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

### **3.10. COMMITTEE MEETINGS AND QUORUM**

3.10.1 The committee must meet at least 3 times in each period of 12 months, at such a time and place as the committee may determine.

3.10.2 Additional meetings of the committee may be convened by any office bearer or any committee member.

3.10.3 Oral or written notice of a meeting of the committee must be given by the secretary at least 48 hours before the time appointed for the holding of the meeting.

3.10.4 Notice of a meeting under clause 3.10.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business that the committee members present at the meeting unanimously agree to treat as urgent business.

3.10.5 Any three members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

3.10.6 No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to be adjourned or dissolved.

3.10.7 At a meeting of the committee the President will preside, or if absent or is unwilling to preside, one of the remaining members of the committee as may be chosen by the members present at the meeting, is to preside.

3.10.8 Meetings are to be conducted according to the meeting procedure guidelines included at the end of this handbook, or as the committee may determine.

3.10.9 Use of technology at committee meetings

- (a) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (b) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **3.11. DELEGATION BY COMMITTEE TO SUB-COMMITTEE**

3.11.1 The committee may, by instrument in writing, delegate to one or more subcommittees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:

- (a) this power of delegation, and
- (b) a function which is a duty imposed on the committee by the Act or by any other law.

3.11.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

3.11.3 A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.

3.11.4 Despite any delegation under this clause, the committee may continue to exercise any function delegated

3.11.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.

3.11.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

3.11.7 A sub-committee may meet and adjourn as it thinks proper.

### **3.12. VOTING AND DECISIONS**

3.12.1 Questions arising at a meeting of the committee or of any sub-committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

3.12.2 Any resolution passed by majority vote at a committee meeting may only be overturned by a unanimous vote of the committee members in attendance.

3.12.3 Each member present at a meeting of the committee or of a sub-committee is entitled to one vote, but in the event of an equality of votes on any question, the person presiding may exercise a second casting vote.

3.12.4 All votes must be given personally or by proxy in writing tendered before the meeting.

3.12.5 Subject to clause 3.10.5, the committee may act despite any vacancy on the committee.

3.12.6 Any act or thing done or suffered, or purported to be done or suffered, by the committee or by a subcommittee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub committee.

## **PART 4 - GENERAL MEETINGS**

### **4.1. ANNUAL GENERAL MEETINGS – Holding of**

4.1.1 Annual general meetings are to be held within 6 months of the close of the financial year.

### **4.2. ANNUAL GENERAL MEETINGS – Calling of and business at**

4.2.1 Subject to clause 5.1, the annual general meeting will be convened on such a date and at such a place as the committee thinks fit.

4.2.2 In addition to any other business, the business of the annual general meeting is to include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
- (b) to receive from the committee, reports on the activities of the Association during the last preceding financial year;
- (c) to elect office bearers of the Association and any ordinary committee members;
- (d) any agenda items which have been notified under clause 5.4 and which require consideration of a general meeting;
- (e) to receive and consider any financial statement or report required to be submitted to members under the Act.

4.2.3 An annual general meeting must be specified as such in the notice convening it.

### **4.3. SPECIAL GENERAL MEETINGS – Calling of**

4.3.1 The committee may, whenever it thinks fit, convene a special general meeting of the Association.

4.3.2 The committee must, on the requisition in writing of at least 5 percent of the total number of members, convene a special general meeting of the Association.

4.3.3 A requisition of in writing members for a special general meeting must:

- (a) state the purpose of the meeting,

- (b) be signed by the members making the requisition in single or multiple documents,
- c) be lodged with the secretary.
- d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

4.3.4 If the committee fails to convene a special general meeting to be held within one month after that requisition date, any member who is a signatory to the requisition may convene a special general meeting not later than three months after that date.

4.3.5 A special general meeting convened by a member or members as referred to in subclause 4.3.4 must be convened as nearly as practicable in the same manner as general meetings are convened by the committee.

4.3.6 For the purposes of subclause 4.3.3

- (a) a requisition may be in electronic form, and
- (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

#### **4.4. NOTICE**

4.4.1 For general meetings 14 days notice is required, and special general meetings require a minimum of 21 days notice by the secretary, and that notice must include the time, place and purpose (agenda) for the meeting.

4.4.2 Any item to be added to the agenda must be notified to the secretary, or the meeting's convener no less than 7 days prior to the meeting.

4.4.3 Items may be added to the agenda at the general meeting only by unanimous agreement of members in attendance.

4.4.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary, who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

4.4.5 If the nature of the business proposed to be dealt with at a general meeting

requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause 4.4.1 the intention to propose the resolution as a special resolution.

#### **4.5. QUORUM FOR GENERAL MEETING**

4.5.1 No item of business is to be transacted at a general meeting unless a quorum of members is present during that set meeting time.

4.5.2 Five members present in person or on conference link constitute a quorum for the transaction of business at a general meeting.

4.5.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- (a) if convened on the requisition of members, is to be dissolved; and
- (b) in any other case, is to be adjourned.

4.5.4 If at the adjourned meeting a quorum is not present within half an hour of the appointed time, the members present or connected by conference link (being at least three) are to constitute a quorum.

#### **4.6. PRESIDING MEMBER**

4.6.1 The President or President's appointee is to preside as chairperson at each general meeting.

4.6.2 In the absence of the President or president's appointee, the members present must elect one of the members present to preside as chairperson at the meeting.

#### **4.7. ADJOURNMENT**

4.7.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

4.7.2 If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association

stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

4.7.3 Except as provided in subclauses 4.7.1 and 4.7.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

#### **4.8. MAKING OF DECISIONS**

4.8.1 Items related to the business of the Association and requiring decision, are to be proposed by a member, seconded by another, and voting carried out by a show of hands or ballot (including postal) as the chairperson decides appropriate.

4.8.2 Proposals, whether carried or lost, are to be recorded in the minutes of the meeting, or in the case of a postal ballot, at the next meeting following.

#### **4.9. VOTING**

4.9.1 On any question arising at a general meeting of the Association, a member has one vote only.

4.9.2 All votes must be given personally, by conference link or by proxy, but no member may hold more than 5 proxies.

4.9.3 In the case of an equality of votes at a general meeting, the chairperson of the meeting is entitled to exercise a second casting vote.

4.9.4 A member may not vote in any way at a general meeting unless all money due and payable to the Association by that member or proxy has been paid, unless by resolution at that meeting the member is given permission to vote.

#### **4.10. APPOINTMENT OF PROXIES**

4.10.1 Each member is entitled to appoint another member as proxy by notice given to the secretary prior to the commencement of the meeting.

4.10.2 The notice appointing the proxy is to be in accordance with the proxy form as set out at the end of this handbook.

#### **4.11 SPECIAL RESOLUTIONS**

4.11.1 A special resolution may only be passed by the association in accordance with section 39 of the Act.

#### **4.12 POSTAL OR ELECTRONIC BALLOTS**

4.12.1 The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).

4.12.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

#### **4.13 USE OF TECHNOLOGY AT GENERAL MEETINGS**

4.13.1 A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.

4.13.2 A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.



## **PART 5 – MISCELLANEOUS**

### **5.1. INSURANCE**

5.1.1 The Association may effect and maintain insurances.

### **5.2. FUNDS - SOURCE**

5.2.1 The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and any other means as the committee determines.

### **5.3. FUNDS - MANAGEMENT**

5.3.1 All money received by the Association must be deposited as soon as practicable and without deduction, to the credit of the Association's bank account.

5.3.2 The Association must, as soon as practicable after receiving any money, issue a receipt.

5.3.3 Any expenses incurred and substantiated to the committee or treasurer relating to business of the Association, may be reimbursed.

5.3.4 Any expenses in excess of \$200 relating to the Association's business must be preapproved by the committee and documented in the minutes. Notwithstanding preapproval, substantiation of expenditure is still required.

5.3.5 Subject to any resolution passed by the association, the funds are to be used in pursuance of the objectives of the Association in such a manner as the committee determines.

5.3.6 All documentation relating to the Association's financial affairs, including cheques and EFT and is the responsibility of the treasurer. Financial business can be affected by either of two signatories, one of whom is the treasurer and the other an appointed committee member.

### **5.4. ALTERATION OF OBJECTS AND CONSTITUTION**

5.4.1 The objects and constitution of the Association may be altered, rescinded or added to, only by support determined by voting (including postal) of at least 75% of the members of the Association present.

## **5.5. CUSTODY OF BOOKS**

5.5.1 The secretary and the public officer retains responsibility for all records, books and other documents relating to the Association even when particular records are in the possession of other committee members for the purpose of exercising relevant or delegated duties.

## **5.6 INSPECTION OF BOOKS**

5.6.1 The records, books and other documentation relating to the Association must be open, free of charge, to any member of the Association by any reasonable arrangement.

5.6.2 The committee may refuse to permit a member of the association to inspect or obtain a copy of the records of the association that relate to confidential, personal, employment, commercial, or legal matters or where to do so may be prejudiced to the interest of the association

## **5.7. SERVICE OF NOTICES**

5.7.1 For the purpose of these Constitution, a notice may be served on any member by or on behalf of the Association:

- (a) in person,
- (b) by post,
- (c) by facsimile or
- (d) by other electronic transmission, according to contact details as supplied by that member and in accordance with the Association's register.

5.8.2 The notice will be deemed to be served following a reasonable lapse of time associated with the method by which the notice is served.

## **5.8. REPRESENTATION OF THE ASSOCIATION**

5.8.1 No letter, facsimile, e-mail or any other formal documentation of any type may represent the Association unless signed by an office bearer or an agent appointed by the committee for specific purposes.

5.8.2 At public events, media interviews and similar situations, members may declare membership of the Association, but may not represent the Association without the authority of the committee.

5.8.3 Only paid up members may declare membership of the Association on business cards, letterheads, promotional material and similar correspondence.

## **5.9 ASSOCIATION IS NON-PROFIT**

5.9.1 Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines pecuniary gain for the purpose of this clause.

## **5.10 DISTRIBUTION OF PROPERTY ON WINDING UP OF ASSOCIATION**

**5.10.1 Subject** to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

**5.10.2 In this** clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

Note. Section 65

## **5.11 CHANGE OF NAME, OBJECTS AND CONSTITUTION**

5.11.1 An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

**Part 6 NOT USED**