

CONSTITUTION

OF

**AUSTRALIAN FEDERAL POLICE LEGACY
INC.**

Effective from 18 February 2014

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PART 1. DEFINITIONS AND INTERPRETATION

1. Name

The name of the incorporated association is **Australian Federal Police Legacy Inc.**, referred to in this document as the **AFP Legacy**.

2. Definitions

In this Constitution unless a contrary intention appears:

- 2.1 **"Act"** means the *Associations Incorporation Act 1991* (ACT).
- 2.2 **"AFP"** means the Australian Federal Police.
- 2.3 **"AFP employee"** means a person who is engaged by the Australian Federal Police as a sworn police officer, a Protective Service Officer or an unsworn employee pursuant to the *Australian Federal Police Act 1979*.
- 2.4 **"AFP Legacy"** means the Australian Federal Police Legacy Inc.
- 2.5 **"Aid"** means aid, assistance and benefits of any kind including:
 - 2.5.1 monetary aid;
 - 2.5.2 in kind assistance;
 - 2.5.3 preferential assistance;
 - 2.5.4 assistance which the Board determines to be appropriate.
- 2.6 **"Association"** means the Australian Federal Police Legacy Inc.
- 2.7 **"Badge"** means the brand, emblem or logo of the AFP Legacy.
- 2.8 **"Board"** means the Board of Management duly elected or appointed in accordance with this Constitution.
- 2.9 **"Board Member"** means a person elected or appointed to the Board in accordance with this Constitution.
- 2.10 **"Board of Management"** includes all those persons appointed as Office Bearers and Board Members.
- 2.11 **"By-Laws"** means the By-Laws of the Association.
- 2.12 **"Constitution"** means the rules of the Association set out in this document, as amended and approved from time to time.

- 2.13 **"Corporations Act"** means the *Corporations Act 2001 (Cth)*.
- 2.14 **"Financial year"** means the year ending 30 June each year.
- 2.15 **"Legatee"** means:
- 2.15.1 the spouse of a deceased AFP employee;
 - 2.15.2 the child of a deceased AFP employee; or
 - 2.15.3 a person who is determined by the Board to be in need of aid in accordance with criteria established by the Board from time to time.
- 2.16 **"Member"** means an Ordinary Member, Board Member or Special Member.
- 2.17 **"Objects"** means the objects and purpose of the AFP Legacy as set out in Part 2.
- 2.18 **"Officer Bearer"** includes those Board Members holding the positions of President, Vice President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer.
- 2.19 **"Ordinary Member"** means an AFP employee who contributes to the Association through the Workplace Giving Program.
- 2.20 **"Regulations"** means the *Associations Incorporation Regulation 1991 (ACT)*.
- 2.21 **"Special Member"** means a person awarded special membership by the Board, including Life or Honorary membership, for services performed on behalf of the Association, including in advancement of AFP Legacy objects.
- 2.22 **"Special Resolution"** means that which is described in Section 70 of the Act.

3. Interpretation

- 3.1 The *Legislation Act 2001 (ACT)* applies to this constitution in the same way as it would if they were an instrument made under the Act.
- 3.2 Words denoting any gender include all genders.

PART 2. OBJECTS AND PURPOSES OF THE ASSOCIATION

4. Charitable purpose

The Association may only propose charitable purposes associated with its objects.

5. Principle object

The principle object of the Association is to render aid to legatees.

6. Further objects

In furtherance of the principle object described in Rule 5, the further objects of the Association are to:

- 6.1 Perpetuate the memory of AFP employees killed in the line of duty;
- 6.2 Undertake cooperative activities and develop relationships with new and existing charitable organisations associated with the objects of the Association;
- 6.3 Establish programs and activities that contribute to a positive and friendly interaction between the community and the AFP;
- 6.4 Raise funds for the purpose of advancing the objects of the Association including seeking funds by way of loan, grant or donation from private persons, government and private bodies and agencies; and
- 6.5 Do such things as are incidental or ancillary to the attainment of the objects of the Association.

PART 3. MEMBERSHIP

7. Members

The membership of the Association shall consist of Board Members, Ordinary Members and Special Members (including Life and Honorary members).

8. Board Members

A person may be a member of the Association in the capacity as a Board Member only if the person is an Ordinary Member and has been duly elected or appointed to the Board in accordance with this Constitution.

9. Ordinary Members

A person may be an Ordinary Member only if the person is a current AFP employee and contributes to AFP Legacy through the Workplace Giving Program. Contribution in this manner shall be taken as the Member's fee, subscription, membership, etc.

10. Application for membership

- 10.1 Other than persons admitted as an Honorary Member or Life Member, a person obtains membership as described in Rule 9.
- 10.2 An Ordinary Member agrees to be bound by this Constitution and any other rules, by-laws, policies or other standards of the Association prescribed by the Board.

11. Life Members

- 11.1 Any Member or other person who has rendered meritorious service to or on behalf of the Association in accordance with any criteria for Life Membership determined by the Board from time to time may, on recommendation of the Board, be nominated for election as a Life Member at an Annual General Meeting.
- 11.2 A person may be nominated for admission as a Life Member by the submission to the Secretary of a nomination which:
 - 11.2.1 is signed by two Members of the Association; and
 - 11.2.2 complies with the form, if any, prescribed by the Board.
- 11.3 The person nominated for admission as a Life Member under Rule 11.2 must sign the nomination submitted to the Secretary. By signing the nomination, the person being nominated for admission as a Life Member agrees to be bound by this Constitution and any other rules, by-laws, policies or other standards prescribed by the Board from time to time.
- 11.4 The Board must consider and resolve whether or not to accept each nomination under Rule 11 and, within a reasonable time after making a decision, give the nominee a written notice which states whether the person has been accepted as a Life Member. The Board is not required to give reasons for not accepting a nomination for admission as a Life Member.
- 11.5 A person is admitted as a Life Member when the person's nomination is accepted under Rule 11.4.
- 11.6 Notwithstanding any other provision of Rule 11, a person who has been admitted as a Life Member prior to the adoption of this Constitution shall continue as a Life Member under this Constitution.

- 11.7 A Life Member shall have all the rights and privileges of membership including the right to vote at meetings or elections of the Association or to be elected as a member of the Board.
- 11.8 A Life Member is not required to pay any membership fees.

12. Honorary members

- 12.1 A person may be nominated for admission as a Honorary Member by the submission to the Secretary of a nomination which:
- 12.1.1 is signed by two Members of the Association; and
 - 12.1.2 complies with the form, if any, prescribed by the Board.
- 12.2 The person nominated for admission as a Honorary Member under Rule 12.1 must sign the nomination submitted to the Secretary. By signing the nomination, the person being nominated for admission as a Honorary Member agrees to be bound by this Constitution and any other rules, by-laws, policies or other standards prescribed by the Board from time to time.
- 12.3 The Board must consider and resolve whether or not to accept each nomination under Rule 12 and, within a reasonable time after making a decision, give the nominee a written notice which states whether the person has been accepted as a Honorary Member. The Board is not required to give reasons for not accepting a nomination for admission as a Honorary Member.
- 12.4 A person is admitted as a Honorary Member when the person's nomination is accepted under Rule 12.3.
- 12.5 Notwithstanding any other provision of Rule 12, a person who has been admitted as a Honorary Member prior to the adoption of this Constitution shall continue as a Honorary Member under this Constitution.
- 12.6 A Honorary Member shall have all the rights and privileges of membership including the right to vote at meetings or elections of the Association or to be elected as a member of the Board.
- 12.7 A Honorary Member is not required to pay any membership fees.

13. Member to notify changes

A Member must notify the Secretary within a reasonable timeframe of any change in the details of that Member which are recorded in the Register of Members.

14. Voting rights

Subject to any restrictions on the rights and privileges of Members determined by the Board from time to time:

14.1 All Members are voting members of the Association; and

14.2 All Special Members and Ordinary Members shall have equal status in the Association including equal voting rights.

15. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a Member of the Association irrespective of the class of membership to which they have been admitted:

15.1 is not capable of being transferred or transmitted to another person; and

15.2 terminates upon cessation of that person's membership.

16. Membership fees

AFP employees contributing to the Association via the Workplace Giving Program are considered to be paying their membership fee by virtue of that payroll deduction, whatever the amount of deduction.

17. Members' liability

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 fifty dollars.

18. Cessation of membership

A person ceases to be a Member on:

18.1 resignation;

18.2 death;

18.3 becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;

18.4 becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;

18.5 the termination of the person's membership by the Board in accordance with this Constitution; or

18.6 the cessation of the person's Workplace Giving Program commitment.

19. Discipline, suspension and expulsion of Members

19.1 Subject to this Constitution, if the Board is of the opinion that a Member:

19.1.1 has not complied with this Constitution;

19.1.2 has engaged in conduct unbecoming a Member or prejudicial to the interests of the Association; or

19.1.3 in any way contravenes or acts in a manner inconsistent with the Objects;

19.2 the Board may by resolution:

19.2.1 suspend that Member from membership of the Association for a specified period; or

19.2.2 expel that Member from the Association with immediate effect.

20. Right of appeal of disciplined member

20.1 A Member that has been the subject of a resolution under Rule 19 may give the Secretary a notice to the effect that he or she wishes to appeal the resolution.

20.2 If the Secretary receives a notice under Rule 20.1 they must notify the Board and the Board must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

20.3 At a general meeting of the Association convened under Rule 20:

20.3.1 no business other than the question of the appeal may be conducted;

20.3.2 the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;

20.3.3 the Member, or his or her representative, must be given an opportunity to be heard; and

20.3.4 the Members present must vote by secret ballot on the question of whether the resolution under Rule 19 should be confirmed or revoked.

20.4 A resolution is confirmed if, at a general meeting, not less than two thirds of the Members present and voting, vote in favour of the resolution. In any other case, the resolution is revoked.

PART 4. THE BOARD

21. Management of the Association

The business of the Association shall be managed by and vested in the Board of Management. The Board may exercise all the powers of the Association that are not, by the Act or by this Constitution, required to be exercised by the Association in a general meeting.

22. Specific powers of the Board

Without limiting the generality of Rule 21, the Board may exercise all powers of the Association to:

- 22.1 borrow or raise money, 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; and
- 22.2 perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association, including issuing procedures for:
 - 22.2.1 the management of the Association;
 - 22.2.2 the design, production, marketing and sale of Association products; and
 - 22.2.3 the distribution of funds in accordance with the Objects.

23. By-Laws

23.1 The Board may from time to time:

- 23.1.1 make such By-Laws as it sees fit and which are in its opinion necessary and desirable for the proper control, administration and management of the Association's affairs and operations; and
- 23.1.2 amend or repeal such By-Laws.

23.2 A By-Law:

- 23.2.1 is subject to, and must not be inconsistent with any provision of, this Constitution;
- 23.2.2 when in force, is binding on all Members, irrespective of the membership class to which they have been admitted; and
- 23.2.3 has the same effect as this Constitution.

- 23.3 Where an inconsistency exists between this Constitution and the By-Laws, the provisions of this Constitution shall take precedence to the extent of the inconsistency.
- 23.4 Notwithstanding the provisions of this Rule 23, the Association in general meeting may amend or repeal any By-Law made by the Board.

24. Committees

- 24.1 Subject to the Act, the Board may delegate any of its powers to a committee or committees. Any such committee must include at least one Office Bearer of the Association and such other persons as the Board may determine. The President may, in his or her discretion, act as an ex officio member of any such Committee.
- 24.2 The Board may determine the powers and duties delegated to a committee.
- 24.3 Subject to the Act and this Constitution, any act or thing done by a committee in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done by the Board.
- 24.4 A committee may meet and adjourn as it thinks proper.

25. Public Officer

The Public Officer of the Association:

- 25.1 Must be a resident of the Australian Capital Territory;
- 25.2 Must be the contact officer for the Association for the ACT Registrar General;
- 25.3 May hold any office of the Association in addition to the office of Public Officer; and
- 25.4 Must be a Board Member.

26. Composition of the Board

26.1 The Board shall comprise of the following Office Bearers:

- President;
- Vice-President;
- Secretary;
- Assistant Secretary;
- Treasurer; and

- Assistant Treasurer.

26.2 In addition to the office bearers described in Rule 26.1, a number of other Board Members shall be appointed to the Board. The number of other Board Members will be determined by the Board but will not exceed ten in number.

27. Election of Board Members

At each annual general meeting, the Association may elect Board Members from the membership and those Board Members so elected will hold office from the time of their election until the office they hold is vacated in accordance with this Constitution.

28. Board Members to retire

At each annual general meeting of the Association, the Board Members currently in office at the date of the annual general meeting must retire from office. A retiring Board Member holds office until the election of their replacement. A retiring Board Member is eligible for re-election.

29. Casual vacancy

The Board may at any time appoint any Member to be a Board Member to fill a casual vacancy arising in the position of either an Office Bearer or a Board Member. A Board Member appointed under this Rule holds office until the appointment of their replacement under Rules 27 and 28.

30. Eligibility for election as a Board Member

A person is eligible for election as a Board Member at an annual general meeting of the Association if they are:

- 30.1 a person who is eligible for re-election under Rule 28 in which case a written nomination is not required; or
- 30.2 a Member nominated in accordance with the following procedure:
 - 30.2.1 A nomination must be in writing, signed by the nominator and the nominee; and
 - 30.2.2 Be delivered to the Secretary of the Association, or a representative of the Secretary as appointed by the Board, not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.

31. Verbal nominations

If an insufficient number of candidates, having regard to the maximum number of vacancies determined in accordance with Rule 26, are eligible for election under Rule 30, any two Members of the Association present in person at the annual general meeting may verbally nominate any other Member who is present in person at the annual general meeting. Any Member who is nominated verbally in accordance with this Rule will, if they accept the nomination, which they may do verbally, be treated as an eligible candidate.

32. Order of election

32.1 Board Members must be elected by separate elections held in the following order:

- 32.1.1 President;
- 32.1.2 Vice-President;
- 32.1.3 Secretary
- 32.1.4 Assistant Secretary
- 32.1.5 Treasurer;
- 32.1.6 Assistant Treasurer;
- 32.1.7 other Board Members.

32.2 If a person is an eligible candidate for more than one of the positions on the Board, and that person is elected as a Board Member of one of those categories, they are no longer an eligible candidate in relation to the other position or positions.

33. Procedure for election Board Members

33.1 If the number of eligible candidates for positions of Board Members in the categories described in Rule 26 is equal to or less than the maximum number of vacancies determined in accordance with that Rule, including eligible candidates nominated under Rule 31, the eligible candidates will be deemed to be elected at the annual general meeting.

33.2 If there are more eligible candidates than the maximum number of vacancies determined by reference to Rule 26, the election of Board Members at the annual general meeting to fill those positions is to be determined by a separate election for each position using a secret ballot and majority voting.

33.3 If an insufficient number of eligible candidates are elected and no further nominations are made under Rule 31, the unfilled positions so created are casual vacancies and may be filled by the Board under Rule 29.

34. Secretary

34.1 The Secretary must keep minutes of:

- 34.1.1 all elections and appointments of Office Bearers, Board Members and Committee Members;
- 34.1.2 the names of Members present at Association meetings; and
- 34.1.3 all proceedings at Association meetings.

34.2 Minutes of proceedings at a meeting must be confirmed by the person presiding as the chair of the meeting or by the person presiding as the chair of the following meeting.

35. Treasurer

35.1 The Treasurer of the Association must:

- 35.1.1 collect and receive all moneys due to the Association and make or delegate the making of all payments authorised by the Association; and
- 35.1.2 keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

36. Board vacancies

The office of a Board Member becomes vacant if the Board Member:

- (a) dies;
- (b) ceases to be a Member of the Association;
- (c) resigns the office;
- (d) is removed from the office pursuant to Rule 41;
- (e) becomes bankrupt or personally insolvent;
- (f) suffers from mental or physical incapacity;
- (g) is disqualified from being a Member of the Board of the Association under the Act (section 63(1)); or
- (h) is absent without the consent of the Board from all meetings of the Board held during a period of six months.

37. Removal of Members of the Board

- 37.1 Members of the Association in general meetings or extraordinary meetings may by resolution, subject to section 50 of the Act, remove any Member of the Board before the expiration of the Member's term of office.
- 37.2 Where the Board has concerns or complaints regarding the conduct of any Member of the Board, subject to section 50 of the Act, the Board may remove any Member of the Board before the expiration of the Member's term of office.

38. Board meetings and quorum

38.1 Board meetings

The Board Members may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit, provided that the Board must meet at least four times in each calendar year at such place and time as the Board may determine, such meetings being not more than six months apart.

38.2 Board Member may convene meeting

A Board Member may at any time, and the Secretary must on the written request of a Board Member, convene a meeting of the Board.

38.3 Notice of Board meeting

Written notice of a meeting of the Board must 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 Members) before the time appointed for the holding of the meeting.

38.4 Quorum

- 38.4.1 Any four members of the Board constitutes a quorum for the transaction of the business of the Association.
- 38.4.2 No business will be transacted by the Board unless a quorum is present and if within half an hour after the time appointed for the 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.
- 38.4.3 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting will be dissolved.

38.5 Chair of Board meetings

- 38.5.1 The President, or in the absence of the President, the Vice President will preside as the chair of Board meetings.
- 38.5.2 In the absence of the President and the Vice President, the Board Members present may choose one of their number to be chair of the meeting.

39. Voting and decisions

- 39.1 Questions arising at a meeting of the Board (or of any Committee appointed by the Board) will be determined by a majority of the votes of the Board Members or Members of the Committee present at the meeting, as applicable.
- 39.2 Each Board Member present at a meeting of the Board or of any Committee appointed by the Board (including the person presiding as chair of the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding as chair may exercise a second or casting vote.
- 39.3 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a Committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Board Member or Committee.

PART 5. GENERAL MEETINGS

40. Annual general meetings

The Association must, at least once in each calendar year on a date to be decided by the President and within the period of 5 months after the expiration of each Financial Year, convene an annual general meeting of Members.

41. Business to be transacted at annual general meetings

The business to be transacted at every annual general meeting must include the:

- (a) receipt of the President's report;
- (b) receipt of all statements and reports which the Act requires to be presented at each annual general meeting;
- (c) election of Board Members; and

- (d) appointment of an honorary auditor (and if desired an honorary solicitor and/or other adviser) for the ensuing year.

42. Extraordinary general meetings

- 42.1 The Board may, whenever it considers appropriate, call a general meeting of the Association by giving not less than 14 days notice to the Members.
- 42.2 The Board must, on the requisition in writing of not less than 5% of the total number of Members, call a general meeting of the Association. A requisition of Members:
 - (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed by the Members making the requisition; and
 - (c) must be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 42.3 If the Board fails to call a general meeting within one month after the date when a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may call a general meeting to be held not later than three months after that date.
- 42.4 The proceedings at extraordinary general meetings shall otherwise be the same as for a general meeting of the Association.

43. Notice of general meetings

- 43.1 Subject to Rule 43.2, the Secretary will, at least 14 days before the date fixed for a general meeting, send to each Member a notice specifying the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 43.2 Where the nature of the business to be transacted at a general meeting requires a Special Resolution, the Secretary will, at least 21 days before the date fixed for a general meeting, send to each Member a notice specifying, in addition to the matters required under Rule 43.1 the intention to propose the Special Resolution.
- 43.3 The Secretary will be taken to have complied with the requirements of this Rule 43 by sending the notice in a manner prescribed under Rule 55.
- 43.4 No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under Rule 41.

43.5 A Member desiring to bring any business before a general meeting may give written notice 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.

44. Calculation of period of notice

In computing the period of notice under Rule 43, both the day on which the last notice to Members is given or taken to be given and the day of the meeting convened by it are to be disregarded.

45. Non receipt of notice

The non-receipt of notice of a general meeting or cancellation or postponement of a general meeting by, or the accidental omission to give notice of a general meeting or cancellation or postponement of a general meeting to, a person entitled to receive notice does not invalidate any resolution passed at the general meeting or at a postponed meeting or the cancellation or postponement of a meeting.

46. Proceedings at general meetings

46.1 Quorum

Ten Members present in person or by proxy is a quorum at a general meeting of the Association. An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the time the first item of business is transacted, it is taken to be present when the meeting proceeds to consider each subsequent item of business unless the chair of the meeting (on the chair's own motion or at the request of a Member who is present) declares otherwise.

46.2 If quorum not present

If within one hour after the time appointed for a general meeting a quorum is not present, the meeting:

46.2.1 if convened at the request of Members, is dissolved; and

46.2.2 in any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as determined by the chair of the general meeting.

46.3 Adjourned meeting

At a meeting adjourned under Rule 46.2, two persons each being a Member present at the meeting are a quorum. If a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

46.4 Presiding member

46.4.1 The President or, in the absence of the President, the Vice-President, will preside as chair of each general meeting of the Association.

46.4.2 If the President and the Vice-President are absent from a general meeting, the Members present must choose one of their numbers to preside as chair of the meeting.

46.5 Adjournment where quorum is present

The person presiding as chair at a general meeting at which a quorum is present may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and place, but:

- (a) in exercising the discretion to defer a matter to an adjourned meeting, the chair must seek the approval of the Members present; and
- (b) only unfinished business is to be transacted at a meeting resumed after an adjournment.

46.6 Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 14 days or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

46.7 Questions decided by majority

Subject to the requirements of the Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

46.8 Voting on show of hands

A question arising at a general meeting of the Association will be determined on a show of hands unless a poll is effectively demanded before or on the declaration of the show of hands and the demand is not withdrawn. A declaration by the person presiding as the chair that a resolution has, on a show of hands, been:

- (a) carried;
- (b) carried unanimously;
- (c) carried by a particular majority; or
- (d) lost,

and an entry to that effect in the minutes of the Association, is conclusive evidence of that fact. Neither the chair nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against that resolution.

46.9 Demanding a poll

At a general meeting of the Association, a poll may be demanded by:

- (a) the person presiding; or
- (b) at least three Members present in person or by proxy at the meeting and entitled to vote on the resolution.

46.10 Poll

If a poll is effectively demanded at a general meeting, the poll will be taken:

- (a) immediately in the case of a poll which relates to the election of the person to preside as the chair of 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 meeting as the person presiding directs, and the resolution of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

46.11 Entitlement to vote

Subject to the rights and any restrictions attached to any class of Member and to these Rules:

- (a) on a show of hands, each Member present in person and each other person present as proxy of a Member has one vote;
- (b) on a poll, each Member present in person has one vote and each person present as proxy of a Member has one vote for each Member that the person represents, but no Member may hold more than 5 proxies; and
- (c) a Member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member or proxy to the Association has been paid.

46.12 Appointment of proxies

Each Member shall be entitled to appoint another Member as proxy by notice in writing given to the Secretary of the Association, or to an appointed representative of the Secretary, no later than 1 hour before the time of the meeting in respect of which the proxy is appointed.

46.13 Equality of votes - casting vote for chair

If there is an equality of votes, whether on a show of hands or on a poll, the chair of the general meeting is entitled to a casting vote in addition to any votes to which the chair is entitled as a Member or proxy of a Member.

46.14 Objection to voting qualification

An objection to the right of a person to attend or vote at a general meeting or adjourned general meeting or to vote on a poll:

- (a) may not be raised except at that meeting or adjourned meeting or when that poll is taken; and
- (b) must be referred to the chair of the meeting, whose decision is final. A vote not disallowed under the objection is valid for all purposes.

46.15 Chair to determine voting dispute

If there is a dispute as to the admission or rejection of a vote, the chair of the general meeting must decide it and the chair's decision made in good faith is final and conclusive.

PART 6. MANAGEMENT OF FUNDS

47. Funds – annual independent audit

The Association shall obtain on an annual basis an independent audit of the Association's books, balance sheet and statement of accounts for the preceding Financial Year.

48. Funds – source

The funds of the Association, subject to the Act and any resolution passed by the Association in a general meeting, is derived from:

- (a) the sale of approved merchandise;
- (b) Member donations;
- (c) donations; and
- (d) such other sources as the Board determines.

49. Funds – management

- 49.1 All money received by the Association shall be deposited as soon as practicable to the credit of an Association bank account.
- 49.2 The Association shall, as soon as practicable after receiving any money, issue an appropriate tax invoice or receipt.
- 49.3 The profits (if any), other income and property of the Association, however derived, must be applied solely towards the promotion of the Objects of the Association as set out in Part 2 or invested with a view to future application towards the promotion of the Objects.
- 49.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer and one other Board Member, authorised to do so by the Board, unless determined otherwise by resolution of the Board.

PART 7. MISCELLANEOUS

50. Alteration of Objects and Rules

Neither the Objects of the Association referred to in Part 2 nor this Constitution shall be altered except in accordance with the Act.

51. Common seal

The common seal of the Association shall be kept in the custody of the Secretary. 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 Board Members.

52. Custody of books

Subject to the Act, the Regulations and this Constitution, the Secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the Association.

53. 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, at any reasonable hour.

54. Dissolution

- 54.1 If, upon winding or upon dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever (Residual Assets), the same shall not be paid to or distributed among the Association's members.
- 54.2 Any such Residual Assets shall be given or transferred to an institution whose objects are similar to the Objects of the Association.
- 54.3 Subject to Rule 54.2, the institution is to be determined by the Members at or before the time of dissolution and in default by application to the Supreme Court of the Australian Capital Territory.

55. Service of documents

- 55.1 In this Rule, a reference to a document includes a notice.
- 55.2 The Association may give a document to a Member:
 - 55.2.1 personally;
 - 55.2.2 by sending it by post to the address for the Member in the register of Members or an alternative address nominated by the Member;
 - 55.2.3 by sending it to a fax number or electronic address nominated by the Member; or
 - 55.2.4 by sending it to the Member by other electronic means to an electronic address nominated by the Member.

56. Insignia

- 56.1 The badges, banners, awards and any other insignia of the Association shall be in such form as determined by the Board.
- 56.2 All badges, banners, awards and any other insignia shall remain the property of the Association and shall be returned to it upon a Member ceasing to be a Member.

57. Association branding

- 57.1 This Rule shall not apply to permission granted to the use of the name of the Association, the letters "CRA" or the insignia of the Association immediately prior to this Constitution coming into effect.
- 57.2 Subject to Rule 56, the name of the Association, the letters of the Association and the insignia of the Association shall only be used by the Association for the purposes of its identification and for publicity and

marketing. The Association shall not permit the use thereof except for those purposes.

- 57.3 Only the Board of the Association as specified in Part 4 may authorise, upon such terms and conditions as it sees fit, the use of the name of the Association or the insignia of the Association.