

The
CONSTITUTION
of
ROYAL VICTORIAN ASSOCIATION
OF HONORARY JUSTICES
ACN 004 226 448

A Company Limited by Guarantee

27 May 2010

1. NAME

The name of the Company is “**Royal Victorian Association of Honorary Justices**”.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution, unless the context otherwise requires:

“**Association**” means the Royal Victorian Association of Honorary Justices.

“**Board**” means the Directors acting as the Board of the Association.

“**Constitution**” means this Constitution of the Association as amended from time to time.

“**Corporation**” means any body corporate, whether formed or incorporated within or outside the State.

“**Director**” includes any person occupying the position of a Director of the Association.

“**Law**” means the *Corporations Act* 2001 as amended from time to time (“the Act”).

“**Member**” means a person appointed to membership in accordance with this Constitution.

“**Office**” means the registered office for the time being of the Association.

“**Officer**” has the same meaning as contained in the Act.

“**Secretary**” means any person appointed for the time being to perform the duties of the Secretary of the Company.

“**State**” means the State of Victoria.

2.2 Interpretation: Meaning of Certain Words

In this Constitution, unless the context otherwise requires:

- (a) words importing the singular number include the plural number and vice versa;
- (b) words importing the masculine gender include the feminine gender and vice versa;
- (c) words importing persons include corporations;
- (d) expressions referring to writing must be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

- (e) an expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has in any provision of this Constitution that deals with a matter dealt with by that Part or Division the same meaning as in that Part or Division;
- (f) all headings contained in this Constitution are for guidance and do not form part of the substance of this Constitution.

2.3 Interpretation: Application of the Corporations Law and “Replaceable Rules”

The replaceable rules contained in the Act shall be incorporated into this Constitution except to the extent that they are excluded or modified by this Constitution.

3. OBJECTS OF THE ASSOCIATION

The objects for which the Company is incorporated are as follows:

- (a) To represent the interests of Honorary Justices.
- (b) To promote honorable and professional practice among Honorary Justices.
- (c) To foster a high standard of professionalism among Honorary Justices.
- (d) To endeavor to improve the status and functions of Honorary Justices.
- (e) To provide information and training relevant to Honorary Justices, and others involved in performing honorary duties similar in nature to those performed by Honorary Justices and to other people involved in the justice system in an honorary capacity by whatever means considered appropriate.
- (f) To provide any services, products or benefits (subject to Clause 6) considered by the Board to be relevant to Members.
- (g) To provide for the social intercourse of Members of the Association

4. POWERS OF THE ASSOCIATION

The Association has the legal capacity of a natural person for the purpose of carrying out its objects as stated in this Constitution.

5. INCOME AND PROPERTY OF THE ASSOCIATION

5.1 Application to Objects

The income and property of the Association, irrespective of its source, must be applied solely towards the promotion of the objects of the Association as set out in this Constitution.

5.2 No Payment to Members

No part of the income or property of the Association must be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the Members of the Association.

5.3 Certain Payments Acceptable

Sub-clause 5.2 does not prevent the payment in good faith of:

Remuneration to any Officers of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business, provided that in no case shall fees be paid or payable to Directors in return for sitting on the Board

5.4 Restriction on Officeholders

No Member of the Board may be appointed to any salaried office of the Association or any office of the Association paid by fees. No remuneration or other benefit in money or money's worth may be paid or given by the Association to any Member of the Board except reimbursement of out of pocket expenses.

6. MEMBERSHIP

6.1 General

All persons who are Members on the date this Constitution is adopted by Members shall remain Members according to their respective categories but henceforth their respective rights and obligations shall be as hereinafter set out.

6.2 Categories

The Association shall be composed of three categories of Members, namely Ordinary Members, Associate Members and Life Members.

6.3 Application for Membership

Every candidate for Ordinary or Associate Membership shall make application in writing to the Board. The Board may from time to time prescribe the form of application. Members may be elected by the Board at any Ordinary or Special Meeting and the Board may defer any such election pending inquiry or for any other reason. Voting at such election shall be open.

6.4 Ordinary Members

Every Justice of the Peace for the State of Victoria and every Bail Justice shall be eligible for election as an Ordinary Member of the Association.

6.5 Associate Members

Persons described hereunder shall be eligible for election as Associate Members, namely:

- (a) any Justice of the Peace in any of the States or Territories of the Commonwealth of Australia, other than Victoria;
- (b) any Magistrate or Judge;
- (c) Justices who have attained any mandatory retirement age enacted by legislation for such Justices and are thereby no longer eligible to be Ordinary Members;
- (d) any person engaged in honorary work in the justice field of a class considered appropriate by a simple majority of the Board is also eligible to become an Associate Member.

6.6 Life Members

Any Ordinary Member of the Association in recognition of special services rendered to the Association may be elected as a Life Member of the Association, whereupon he/she shall be entitled to all the benefits and privileges of Ordinary Membership but shall not be liable for subscriptions or any other dues. A Member shall only be elected as a Life Member by a two thirds majority of a properly constituted meeting of the Board. Life Members who cease to be a Justice of the Peace or Bail Justice shall retain their Life Membership, except where their appointment has been revoked as in Clause 8.3 (c), but shall be entitled only to the privileges of an Associate Member but shall not be liable for subscriptions or any other dues.

6.7 Rights of Members

Ordinary Membership and Life Membership of the Association shall carry the following privileges and rights:

- (a) The right, subject to Clause 6.8, to attend all lectures and entertainments and all meetings of the Association arranged by the Board of the Association:
- (b) The right to receive the Association's journal from time to time;
- (c) The right to be elected as a director of the Board; and

6.8 Voting Rights (Ordinary & Life Members)

The right to attend and vote at the annual and all other **General Meetings** of the Association. Ordinary Members and Life Members may be required from time to time to contribute towards the cost of activities of the kind referred to in Clause 6.7(a)

6.9 Voting Rights (Associate Members)

Associate Members shall have all the privileges set out in paragraphs (a) and (b) of Clause 6.7 but shall not be entitled to hold office (unless specially invited by the Board), or to vote or have any voice in the management of the affairs of the Association,

7. MEMBER'S LIABILITY

7.1 Limited Liability

The liability of the Members of the Association is limited.

8. CESSATION OF MEMBERSHIP

8.1 Resignation

A Member may at any time by giving notice in writing to the Secretary, resign his or her Membership of the Association but shall continue to be liable for all monies due by him or her to the Association and for any sum not exceeding \$10.00 for which he or she is liable for as a Member of the Association under Clause 27.1 of this Constitution.

8.2 Notice of Resignation

Any Ordinary Member or Associate Member of the Association desiring to resign his/her membership may do so by sending written notice of resignation to the Secretary and by paying all subscriptions due by him/her up to the end of the financial year of the Association in which such resignation is sent.

8.3 Suspension or Expulsion

Subject to these Clauses, the Board may by a 75% majority resolution suspend for such period it thinks fit or expel a Member on the following bases:

- (a) In the opinion of the Board, the Member has failed to comply with this Constitution or any rules or By-Laws of the Association, and/or
- (b) In the opinion of the Board, the Member has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, by failing to comply with the Association's Code of Conduct for Honorary Justices and/or
- (c) That the Member's appointment as an Honorary Justice has been revoked or suspended by the Department of Justice.

8.4 Suspension or Expulsion Defense

Members may not be expelled or suspended unless they have been provided with an opportunity to defend themselves before a meeting of the Board. They may be represented at such a meeting and they may send

written submissions. They must be given at least 21 days notice in writing of such meeting, such notice to include the grounds for the action, the time and place of the meeting and the Member's rights under this Constitution.

8.5 Notice of Suspension or Expulsion

Notice in writing of suspension or expulsion must be sent to the Member within 48 hours of the resolution.

8.6 Notice of Suspension (Special Meeting)

A Member expelled or suspended for a period exceeding three months may within one month of receipt of notice pursuant to Clause 8.5 demand a Special Meeting of Members. If the Member demands such a Meeting, the Meeting shall be convened by the Board within two months of that demand, where the members will either reject or ratify the Board's decision. The Members' decision will be final.

9. SUBSCRIPTIONS

9.1 Payable

A subscription shall be payable by Ordinary Members and Associate Members annually.

9.2 How Fixed

The subscription shall be such as may be fixed from time to time by the Board; except that any increase exceeding 10% over the prior year may only be approved by Members at a General Meeting.

9.3 Due Date

The annual subscription for each year shall become due on the 1st day of January of that year, and payable within three months of that date.

9.4 Notice

The Board must cause notice of subscriptions to be notified to Members within one month of the date the subscription is payable.

9.5 Failure to Pay

Any Member who fails to pay their subscription within a time stipulated by the Board, not less than three months after the date it was due, and not less than one month after a reminder notice is sent, may be removed as a Member and shall cease to have any benefit of Membership.

9.6 Exemption

The Board may at its discretion, exempt any Ordinary or Associate Member from payment of his/her annual subscription for any specified period or periods and notwithstanding any other provision of this Constitution any such member shall during such a period continue to enjoy full privileges of membership.

10. MEETINGS

10.1 Annual General Meeting

Annual General Meetings of the Members of the Association must be held in accordance with the provisions of the Act.

10.2 General Meetings

All meetings other than Annual General Meetings are called General Meetings.

10.3 Special Meeting

Is a General Meeting called to discuss an agenda item for which the Special Meeting has been specifically called.

10.4 Convening Meetings

The President or any three Directors may request the Secretary to convene a General Meeting. Upon receiving such a request, the Secretary must call a General Meeting in accordance with this Constitution and the Act. Ordinary Members and Life Members may convene a General Meeting in accordance with the Act.

10.5 Notice of Meetings

(a) Subject to the provisions of the Act relating to agreements for shorter notice, at least 21 days notice of any General Meeting or Special Meeting must be given in accordance with the Act and with clause 26 of this Constitution.

(b) A notice of meeting sent by post is deemed to have been given two (2) business days after it was posted. A notice of meeting sent by fax, or by other electronic means, is deemed to have been given on the next business day after it was sent.

10.6 Special Business

All business transacted at a General Meeting is special, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, the reports of the Board and auditors, and the authorisation of the remuneration of the auditors.

10.7 Failure to Give Notice

The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive notice thereof does not invalidate any resolution or proceedings of any meeting of the Association.

11. PROCEEDINGS AT MEETINGS

11.1 Quorum

No business may be transacted at any General Meeting or Special Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, eight Members entitled to attend and vote at the General Meeting, who are present in person, constitute a quorum. For the purposes of this clause "Member" includes a person attending as proxy for a Member pursuant to clause 12.

11.2 Chairman

The Chairman of the Board is to preside as Chairman at every General Meeting of the Association. If there is no Chairman of the Board or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy Chairman of the Board or however characterised is to preside as Chairman of the meeting. If neither the Chairman nor the Deputy Chairman of the Board are present at the meeting within fifteen minutes after the time appointed for the holding of the meeting, or if neither are willing to preside as Chairman of the meeting, the Members present shall elect one of their number to preside as Chairman of the meeting.

11.3 Notice of Motions

(a) To be a valid Notice of Motion it must be in writing and signed by two (2) Financial Members.

(b) Notice of motions must be received by the Secretary not less than 90 days prior to the proposed meeting at which the motion/s is/are to be resolved.

11.4 Adjournment of Meeting

The Chairman may, with the consent of any meeting at which a quorum is present and must, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

11.5 Notice of Adjourned Meeting

When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

11.6 Secret Ballot

A secret ballot must be held on any resolution if demanded:

- (a) by the Chairman; or
- (b) by at least two Members present in person or by proxy.

11.7 Procedure for Secret Ballot

If a secret ballot is demanded it is to be taken either at once or after an interval or adjournment or otherwise as the Chairman decides, and the result of the secret ballot shall be the resolution of the meeting at which the secret ballot was demanded. A secret ballot demanded on the election of a Chairman or on a question of adjournment must be taken forthwith.

11.8 Appointment of Returning Officer

At all meetings of Members where a secret ballot is to be taken two returning officers must be appointed by the Chairman of the meeting and they shall conduct the ballot. In any case of doubt as to the formality or otherwise of any ballot paper the Returning Officers must refer the same to the Chairman of the meeting whose decision shall be final.

11.9 Determination of Votes

Subject to this Constitution, all questions arising at any meeting of Members must be decided by a majority of votes and a determination by a majority of the Members present either in person or by proxy at a duly constituted meeting thereof shall for all purposes be deemed a determination of the Association.

11.10 Casting Vote of Chairman

In the case of an equality of votes, whether on a show of hands or on a secret ballot, the Chairman of the meeting at which the show of hands or secret ballot takes place has a casting vote but may not exercise more than one vote.

11.11 Voting

A Member may vote in person, or by proxy. On a show of hands every person present who is a Member, and every proxy of a Member, shall have one vote and on a secret ballot every Member present in person or by proxy shall also have one vote.

11.12 Incapacity

A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a secret ballot, by his or her committee or by his or her trustee or by such other person as properly has the management of his or her estate and any such committee, trustee or other person may subject to Clause 12 vote by proxy.

11.13 Challenge to Right to Vote

A challenge to a right to vote at a meeting of the Members may only be made at the meeting and must be determined by the Chairman of that meeting, whose decision is final.

12. PROXIES

12.1 Appointment of Proxies

Any Member may appoint a proxy to act on his or her behalf at any meeting which that Member may be entitled to attend and to exercise all rights and to discharge all duties which that Member might have.

12.2 Identity of Proxy

A proxy must be a Member of the Association.

12.3 Instrument Appointing Proxies

The instrument appointing a proxy:

(a) must be in writing, under the hand of the appointor or his or her attorney duly authorised in writing; the appointment of a proxy (appointee) may be revoked by the appointor at any time;

(b) must be in or to the effect of the following form or any other form which the Board may approve: "I,of..... being a member of **Royal Victorian Association of Honorary Justices** hereby appoint as my proxy to vote for me on my behalf at any meetings which I may be entitled to attend and to exercise all rights and duties which I might have by reason of my membership of the Association.

Signed:"; and

(c) will not be recognised by the Association until it has been delivered to the Office or the meeting of the Association.

13. BOARD

13.1 Composition of Board

The Board consists of the Directors, who shall be elected from among the Ordinary Members and Life Members of the Association. Additionally provision is made for the elected members of the Board to appoint up to two (2) external non elected directors to the board.

(a) External Directors are non members of the Association and may only be appointed by unanimous vote of the board. Such a vote will be taken at a meeting of the Board to confirm or reject appointment.

(b) External directors may be appointed for a term of two (2) years and may, by unanimous vote of the board, have a second and final term of two (2) years. Under no circumstance may an External Director be appointed for a period exceeding four (4) years in total.

13.2 Number of Directors

The minimum number of Directors, both elected and appointed, shall be nine (9) and the maximum number of Directors shall be fifteen (15).

13.3 Continuance of Directors

The Board in office at the date of adoption of this Constitution shall continue in office until such time as they would have been required to stand for election under the former Constitution of Association, or until any of them resign.

13.4 Vacation of Director's Office

The office of any Director becomes vacant if that Director:

- (a) becomes incapable, for whatever reason, of performing the duties of his or her office;
- (b) is convicted of a criminal offence or an offence which, if committed in Victoria, would be a criminal offence;
- (c) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (d) dies;
- (e) becomes prohibited from being a Director by reason of any order made under the Act;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (g) resigns his or her office by notice in writing to the Association;
- (h) he/she fails to attend or electronically participate in four consecutive board meetings or a lesser number of consecutive board meetings held within a period of four consecutive months, or gives notice that he/she will be unable to attend four consecutive board meetings or a lesser number of consecutive board meetings held within a period of four consecutive months;
- (i) he/she fails to attend two consecutive board meetings without leave of absence having been granted or apology tendered, or
- (j) ceases to be a Member of the Association for any reason, such as provided in Clause 8.3.

13.5 Removal from Office

Any Director or any Office-Bearer of the Association may be removed from office by the votes of a two-thirds majority of the Members present or voting by proxy at a General Meeting or a Special Meeting of the Association called for the purpose of inquiring into and dealing with any charge or charges which may be brought against any such Director or Office-Bearer.

14. APPOINTMENT OF DIRECTORS

The appointment or removal of a Director shall take effect immediately following the Meeting passing the resolution making that appointment or removal, or from such other and/or time as may be specified in that resolution.

15. ELECTION OF DIRECTORS

15.1 Annual General Meeting

At the Annual General Meeting held in each odd numbered year an election shall be held and at least one-third of all Directors shall retire, but shall be eligible for re-election.

15.2 Directors to retire

The Directors to retire shall be those who were elected at the Annual General meeting four years prior and those appointed by the Board subsequent to the last election year to fill casual vacancies and such additional members (if any) in order from those who receive the least number of votes at the prior election as shall be required to bring the total retirements to at least one third of directors.

15.3 Designations

During their respective terms of office the Chairman and Deputy-Chairman of the Board shall be entitled to be designated as President and Vice-President of the Association and the Chairman of the Board last vacating such office shall whilst he remains a Director shall be entitled to be designated Immediate Past President of the Association.

15.4 Special Elections

At any time during each two year period an election of Directors may be held, if a petition signed by 50 financial Members being Ordinary or Life Members of the Association is lodged with the Secretary requesting an election, or if the Board decides by a two to one majority that an election be held. At any such election the Directors to retire shall be those who would be due to retire at the next election date and the Directors elected at any Special Election Meeting shall only hold office for the unexpired portion of the then current two year term.

15.5 Casual Vacancies

(a) Casual vacancies occurring in any office or amongst Directors of the Board may be filled by the Board, and any member so appointed shall hold office until the next scheduled election.

(b) The Board shall consider any nomination to fill a casual vacancy occurring amongst Directors which is submitted in due form from any Branch of the Association or from any two Financial Members acting in concert.

15.6 Nominations for Election of Directors

Nominations for election of Directors shall be lodged at the office of the Association before the close of business on or before the last working day of January prior to the Annual General Meeting at which an election is due to be held. Such nominations shall be in writing, signed by the proposer and seconder who shall in each case be a Life Member, or an Ordinary Member of the Association who is not in arrears with his/her subscription. The consent in writing of the person nominated shall be endorsed on each nomination.

15.7 Nominations Exceeds the Number of Vacancies

If the number of nominations exceeds the number of vacancies the Returning Officer shall cause a form of ballot paper to be printed, showing in alphabetical order the names of all candidates who have been duly nominated and indicating with an asterisk each retiring Director seeking re-election. At every such election each candidate who has been duly nominated for election as Director may submit in not more than one hundred words a statement containing his/her name and occupation and his/her public and/or community activities, and a copy of all statements so submitted shall be published with the ballot paper. A copy of the ballot paper and statements shall be sent to all members of the Association at least 30 clear days before the Annual General Meeting at which the Election is to take place. The foregoing information may be published/included as part of the March Edition of Custodes or any official publication of the Association..

15.8 Ballot for Directors

The ballot papers shall indicate the number of Directors to be elected and each Member entitled to vote and desiring to do so shall strike out the number of surplus names as he/she thinks fit, and any ballot paper returned containing either more or less names than the requisite number to be elected, shall be rejected as informal by the Returning Officer, or by his/her deputy appointed by him/her. Every ballot paper for each election shall be returned before the closing of the poll which shall be at 4.00 p.m. on the day preceding the date of the Meeting at which the election is to take place.

15.9 Returning Officer

The Board shall appoint at a date not less than two months prior to the date upon which an Election is due to be held a Returning Officer, who must not be a candidate for election, who shall conduct the election, open ballot papers and count all votes. The Returning Officer's decision shall be final as to all matters appertaining to the election. To assist the Returning Officer in making up the poll the Board may appoint two or more scrutineers from amongst the Ordinary Members or Life Members of the Association. Voting shall be deliberate and not preferential. The result of the election shall be recorded with the number of votes received by each candidate, and the same shall be declared by the Returning Officer at the Annual Meeting immediately after the confirmation of the minutes of the previous Annual Meeting.

15.10 Notice

The Secretary shall cause notice of the election of Directors and conditions of nominations to be published and sent to members at least two months prior to the Annual General Meeting.

15.11 Retiring Officers and Directors

All retiring Officers and Directors shall retain office until the end of the Meeting.

16. POWERS AND DUTIES OF DIRECTORS

16.1 Functions of Board

The control, management and conduct of the affairs of the Association, subject to the provisions of this Constitution, is vested in the Board.

16.2 Chairing Director's Meetings

(a) The elected Directors shall at the final meeting of the Board in each and every year elect one of their number to act as Chairman of the Board for the ensuing year. Should this position become vacant for any or whatsoever reason the Deputy Chairman shall fill the position until the final meeting of the Board in that particular year.

(b) The elected Directors shall at the final meeting of the Board in each and every year elect one of their number to act as Deputy Chairman of the Board for the ensuing year. Should this position become vacant for any or whatsoever reason the Deputy Chairman position does not have to be filled in that particular year.

16.3 Appointment of Attorneys

The Board may, from time to time, by power of attorney, appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities, and discretions not exceeding those vested in or exercisable by the Directors under this Constitution and for such period and subject to such conditions as they may think fit. Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Board may think fit and may in addition authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the Attorney.

16.4 Bills of Exchange

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by any two Directors or in such other manner as the Board may from time to time determine.

17. PROCEEDINGS OF DIRECTORS

17.1 Electronic Meetings of Directors

Without limiting the discretion of the Directors to regulate their meetings under clause 17.5, the Directors may, if they think fit, confer by any electronic means of audio or audio-visual communication and a resolution passed by such a conference shall, notwithstanding that the Directors are not present together in one place at the time of the conference, be deemed to have been passed at a meeting of the Board of Directors held on the day on which and at the time at which the conference was held. The provisions of this Constitution relating to the proceedings of Directors so far as they are capable of application and with the necessary modifications apply to such conferences.

17.2 Quorum

The quorum necessary for the transaction of the business of the Board is four (4) Directors then in office, who shall be present for the entire meeting.

17.3 Chairman at Meetings of Board

The Chairman must preside as Chairman at every meeting of the Board, or if the Chairman is not present the Deputy Chairman must preside as Chairman, or if the Deputy Chairman is not present the Directors present may choose one of their number to be the Chairman of the Meeting.

17.4 Director's Interests

A Director of the Board shall not be disqualified from his/her office by contracting or entering into any arrangement with the Association either as vendor purchaser or otherwise, nor shall any such contract or arrangement be voided nor shall a Director so contracting be liable to account to the Association for any profit realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established. Any such arrangement must be disclosed in the annual accounts. A member of the Board may not vote in respect of any contract or arrangement in which he/she is personally interested as aforesaid. The Association may accept loans from any member of the Board, and grant such security for such loans as the Board may think fit.

17.5 Frequency of Meetings

The Board shall meet for the transaction of business not less than six (6) times a year. Special Meetings of the Board may be called by the Chairman or any four Directors.

17.6 Donations

The Association shall not donate any money or item to any political organisation or any religious organisation.

17.7 Notice

- (a) Five (5) days notice (not including the day on which the notice is served or deemed to be served or the day for which notice is given) shall be given of any regular meeting of the Board.
- (b) Three days notice (not including the day on which the notice is served or deemed to be served) or any other time agreed by a majority of Directors of the Board shall be given of any Special Meeting of the Board.
- (c) Notice may be given by letter, facsimile transmission or e-mail to each Director of the Board.

18. VALIDITY OF ACTIONS AND RESOLUTIONS

All acts done by any meeting of the Board or of a committee of the Board or by any person acting as a Director, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Director or person acting as aforesaid, or that they or any of them were disqualified, shall be as valid as if every such person had been duly appointed and was qualified to be a Director.

19. REGISTER OF MEMBERS

The Association must keep a register of Members in which must be entered:

- (a) the names and addresses of the Members;
- (b) the date on which the name of a Member was entered in the register; and
- (c) the date on which any person ceased to be a Member.

20. SECRETARY

The Secretary of the Association must be appointed by the Board in accordance with the Act for such term and upon such conditions as it thinks fit, and any Secretary so appointed may be removed by the Board.

21. TREASURER

21.1 Appointment

The Board may appoint a Member of the Association to act as the Treasurer of the Association.

21.2 Appointment of a Replacement

If the Treasurer dies or leaves the Association, the Board may appoint a replacement.

21.3 Appointment of Acting Treasurer

In the event of the absence of the Treasurer, the Board may appoint one of its members Acting Treasurer.

22. STAFF

22.1 Appointment

The Board may appoint such staff as it sees fit.

22.2 Delegation of Duties

The Board may delegate duties to staff members.

23. AUDITOR

23.1 Appointment

At each Annual General Meeting of the Association an Auditor who shall be a qualified accountant and auditor and who may be a member of the Association shall be appointed by the Members until the next Annual General Meeting, but no Director or any business, partner or employee of his/hers shall be eligible for appointment as Auditor.

23.2 Vacancy

In the event of a vacancy in the position of Auditor occurring during any current year the Board may appoint an Auditor to the vacancy.

24. AUDIT AND ACCOUNTS

24.1 Board to Maintain Proper Accounts

The Board must cause the Association to maintain accounts of the business and affairs of the Association in accordance with the requirements of the Act.

24.2 Audit of Accounts

The Directors must cause the accounts of the Association to be audited in accordance with the requirements of the Act.

24.3 Inspection of Accounts

The accounts of the Association shall be open to inspection by all Members.

25. PATRONS

At any General Meeting any person or persons nominated, at least one month in advance of the meeting, such nomination appearing on the notice of the meeting, may be elected Patron-in-Chief or a Patron of the Association. The Governor of Victoria shall be invited to be Patron-in-Chief of the Association during his or her term of office. The Lord Mayor or other appropriate Office holder may be invited to be a Patron during his or her term of office.

26. NOTICES

26.1 Notices

A notice may be given by the Association to any Member either personally, by facsimile, by any official publication of the Association or other electronic means, or by sending it by post to him or her at his or her registered address, or if he or she has no registered address within the State to the address, if any, within the State supplied by him or her to the Association for the giving of notices to him or her. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on two business days after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

26.2 Notices of Meetings

Notice of every meeting must be given in any manner hereinbefore authorised to:

- (a) every Member entitled to attend and vote at the meeting; and
- (b) the auditor for the time being of the Association.

26.3 Entitlement to Notices

Except as provided in Clause 26.2, no other person shall be entitled to receive notices of general meetings.

27. WINDING UP

27.1 Member's Liability

Every Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he/she is a Member or within one year afterwards for payment of the debts and liabilities of the Association contracted before he/she ceases to be a Member and the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding Ten Dollars.

27.2 Distribution of Remaining Assets

If on the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association or to a registered charity or registered charities, which must prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association, such institution or institutions or charity or charities to be determined by the Members of the Association at or before the time of dissolution.

28. INDEMNITY

28.1 In this Clause 28:

- (a) "officer" means:
 - (i) a director, secretary, executive officer or employee; or
 - (ii) a person appointed as a trustee by, or acting as a trustee at the express request of, the Association,and includes a former officer;
- (b) "duties of the officer" includes duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the Association to any other corporation;
- (c) "to the relevant extent" means:
 - (i) to the extent the Association is not precluded by law from doing so; and
 - (ii) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, in particular, an insurer under any insurance policy);
- (d) "liability" means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil,

administrative or judicial) or appearing before any court, tribunal, government authority or otherwise.

28.2 Indemnification

To the relevant extent, the Association may indemnify each officer of the Association out of the assets of the Association against any liability incurred by the officer in or arising out of the conduct of the business of the Association or in or arising out of the discharge of the duties of the officer.

28.3 Acting in Good Faith

Subject to the Act, and without limiting the foregoing, no officer of the Association acting in good faith and within the scope of his or her duties or what he or she bona fide regards as the scope of his or her duties, is liable for any loss, damage or misfortune which may occur whether the same be occasioned by any mistake, error, oversight or omission on his or her part or not.

29. AMENDMENTS TO THE CONSTITUTION:

Amendments to the Constitution shall only be resolved at a properly constituted and conducted Annual General Meeting and by Special Resolution of which every member shall have due and proper notice.

- (a) A Special Resolution to amend the Constitution must comply with Clauses 11.1, 11.3 and 12.1 and must be resolved by a 75% majority of those members present at the meeting.
- (b) Amendments to the Constitution shall have immediate effect or at an alternative time included within the Special Resolution.

30. BY LAWS:

The Board may at its discretion determine by-laws for the operation of committees or officers of the Association, including Branches not otherwise provided for in this Constitution.