



familybasedcare
Association North West Inc.

Constitution

(Rules of the Association)

29th September 2014

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1 **Name of Association**

The name of the Association is Family Based Care Association North West Inc.

2 **Association Office**

The address of the office of the Association is 73-75 Mount Street, Burnie in the State of Tasmania 7320, or at such other address as may be determined by the Board from time to time.

3 **Purpose**

The purpose of Family Based Care Association North West Inc. is to provide individualised support for people with a disability, the frail aged and their carers which will enable people with disabilities to remain independent in their own homes for as long as possible.

4 **Definitions**

4.1 The following definitions apply:

'Act' means the Associations Incorporation Act 1964 and its amendments.

'Association' means the Family Based Care Association North West Region Inc.

'North West' means the northwest region of Tasmania referred to as the telephone district 0364.

'Associate Member' means a financial associate member, without voting rights, approved in accordance with Rules 7 and 8 of this Constitution.

'Board' means the Board of Management of the Association.

'Board Meeting' means a meeting of the Board of Management.

"Casual Vacancy" means a vacancy under Clause 22 of a duly elected Board member

'Executive' means the President, Vice President/s, Treasurer and Secretary.

'General Meeting' means a general meeting of members convened in accordance with Rules 38 and 39 of the Constitution.

'Manager' means the role of the appointed Chief Executive Officer or General Manager.

'Member' means a full financial member of the Association, with voting rights, approved in accordance with Rules 8, 9 and 11 of the Constitution.

4.2 In these rules, expressions referring to writing, unless the contrary intention appears, are to be construed as including references to printing, lithography, photography, computing, facsimile and other modes of representing or reproducing words in a visible form.

4.3 Words and expressions contained in these rules are to be interpreted in accordance with the provisions of the Associations Incorporations Act 1964 and the Acts Interpretation Act 1931 as in force on the date on which these Rules are adopted by the Association.

5 **Objectives**

5.1 The Objectives of the Association are:

5.1.1 to provide a range of individualised support services to help maintain people with a disability or who are frail aged in their homes for as long as possible;

- 5.1.2 to provide professional, individual and reliable support focused within the home of a client, within the home of a Support Staff Member or Host Family;
- 5.1.3 to support primary carers in the task of providing care to people with disabilities or who are frail aged;
- 5.1.4 to liaise with other community groups concerned with the provision of services to people with disabilities and the frail aged to ensure the best possible options for service users;
- 5.1.5 to work towards an increase in services for all people with disabilities or who are frail aged;
- 5.1.6 to manage the affairs of the Association in such a way as to enable it to achieve its purpose and objectives in the most efficient manner for its clients.

5.2 The definition of the region does not restrict the Association from providing any services outside the region if needed, appropriate and feasible to do so.

6 Powers of the Association

The Association can apply for funding, open and operate bank accounts, make investments, borrow money, buy, sell, lease and sub-lease property, accept and make gifts, print and publish any documents or papers, employ staff and consultants and undertake any other lawful activities necessary to carry out these objectives and the objectives of the Association.

7 Non-Profit Clause

The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid to members, except in good faith in the promotion of those objects.

8 Membership

8.1 Full membership of the Association is open to any person who is over the age of eighteen (18) years and residing in Tasmania and who is in agreement with the aims and ideals of the Association.

8.2 Membership will be valid until the Annual General Meeting following payment of the subscription.

8.3 Associate membership is open to any organisation in agreement with the aims and ideals of the Association. Associate members are not eligible to vote at general meetings, nominate or accept appointment to the Board.

8.4 A Life Member is a person who is deemed to have rendered meritorious service to or on behalf of the Association and who, upon the recommendation of the Board of Management, has been elected a life member at an Annual General Meeting by two-thirds majority of members present and voting at such a meeting. Life membership will carry with it full membership and rights of the Association without the payment of an annual subscription.

9 Procedure of Membership

An organisation or person wishing to become a member must:

- 9.1 complete a membership application for the Board of Management;
- 9.2 pay a membership fee as set at the Annual General Meeting;

- 9.3 Membership Application is tabled for consideration at the next scheduled Board of Management Meeting after receipt.
- 9.4 Memberships for consideration will be tabled until the next scheduled board meeting. At which time will be approved or otherwise.

10 Register of Members of the Association

- 10.1 The Public Officer shall keep and maintain a Register of Members, showing the name, address, date of application, date of approval and type of membership, and where appropriate the date of expiration of membership.
- 10.2 The Public Officer shall strike out on the Register of Members the name of any person who ceases to be a member of the Association.

11 Membership Fees

- 11.1 The amount of membership fees shall be set at the Annual General Meeting and that amount is valid until the close of the following Annual General Meeting.
- 11.2 Membership fees are payable within 30 days after the Annual General Meeting and for new members prior to their application being considered for approval.

12 Cessation of Membership

Cessation of membership occurs when:

- 12.1 a member resigns from the Association by giving notice in writing to the Association, membership ceases on receipt of the notice;
- 12.2 a member fails to pay the membership fees within the appointed time;
- 12.3 a member is expelled from the Association; or
- 12.4 a member dies.

13 Expulsion of Members

- 13.1 A member can be expelled from the Association if, after formal investigation by the Board, the Board considers the conduct of that member is or has been detrimental to the interests of the Association. Such investigation shall occur on receipt of a written statement detailing the alleged conduct and signed by at least two (2) members of the Association.
- 13.2 To expel a member from the Association, the Board must give the member at least seven (7) days notice in writing of the Board meeting at which the proposed expulsion will be discussed. The notice must state why the member is being considered for expulsion. The member is entitled to attend this meeting to address the Board, but will be required to leave the meeting while the Board discusses the proposed expulsion and makes a decision.
- 13.3 The Board must advise the member in writing of their decision, and expulsion of a member takes effect immediately upon delivery of the notice of expulsion.

14 Disputes

- 14.1 A dispute between a member of the Association, in his or her capacity as a member, and the Association shall be determined by arbitration in accordance with the provisions of the *Arbitration Act, 1892*.
- 14.2 Nothing in this rule affects the operation or effect of rule 13.

15 Number of Members

The Association shall consist of at least seven (7) financial members.

16 Board of Management

16.1 The Association shall be managed by a Board of Management elected from the membership of the Association comprising of a maximum of seven (7) members and a minimum of four (4) including:

- President
- Senior Vice president (optional)
- Vice President
- Secretary*
- Treasurer* (*these positions may be held conjointly)
- Two (2) other Board members.

17 Board of Management Responsibilities

The Board of Management will be responsible for:

- 17.1** upholding and advancing the objects of the Association and the proper exercise of the powers of the Association;
- 17.2** meeting the requirements of the Associations Incorporations Act, 1964 and its amendments;
- 17.3** ensuring all services and activities provided by the Association are within budget constraints;
- 17.4** setting policy for all aspects of governance, management and operation;
- 17.5** fulfilling all employer responsibilities in such a way as to give direction and protection to all workers and meet all industrial, ethical and professional requirements;
- 17.6** ensuring all statutory, legal and policy requirements are met in such a way as to support the agreed Objectives of the Association;
- 17.7** establishing sub-committees when considered necessary; and
- 17.8** promoting membership and encouraging community support of the Association.

18 Board of Management Elections

18.1 Up to seven (7) Board members shall be elected at the Annual General Meeting of the Association.

18.2 Nominations for vacant positions on the Board will be called for at the Annual General Meeting of the Association and an election held if the number of nominations received exceeds the number of vacant positions.

18.3 A person nominating for a positions must:

- 18.3.1** be a financial member of the Association prior to the holding of the Annual General Meeting;
- 18.3.2** not be an employee of the Association.

18.4 All retiring Board members shall be eligible for re-nomination.

18.5 Time limitations for Board membership:

18.5.1 There will be no time limit on the period that members may serve on the Board except in the case of the President whose maximum period of office shall be limited to three (3) consecutive years in that position.

18.5.2 The three (3) consecutive years restriction on the office of President may be lifted by resolution passed by the Board of Management if it is considered in the best interest of the Association to do so.

18.5.3 An out-going President who has completed the maximum three (3) year period in that office is eligible for any other position on the Board.

18.6 An out-going President (under the sub-rules 18.5.1 and 18.5.2) is eligible for re-nomination to the position of President after one (1) years' absence from the position.

18.7 The term of office of each Board member shall be two (2) years and expires at the conclusion of the second Annual General Meeting following his/her election, with the exception of the first year of implementing this amendment during which four (4) members shall serve for a two year period and three (3) members for a one year period, these terms to be determined by a method decided by the Board of Management at the first ordinary meeting following the Annual General Meeting.

18.8 At the first ordinary meeting of the Board of Management after the Annual General Meeting the members of the Board shall elect from their midst suitable persons to fill the executive positions of President, Vice President/s, Secretary and Treasurer, each to hold such office for one (1) year, to expire at the conclusion of the next Annual General Meeting.

18.9 When a casual vacancy occurs on the Board of Management, the Board will appoint another member of the Association to fill the vacant position until the expiry of the current term of that Board position.

19 **Board of Management Meetings**

19.1 The Board shall meet as required but at least four (4) times in every year. Meetings of the Executive shall be held as often as required between Board meetings to provide support to Management and effective direction of the business of the Association.

19.2 The President or three (3) members of the Board can call a Board Meeting at any time.

19.3 The quorum for a meeting shall be three (3) Board members. If neither the President nor Vice President is available, those present may elect a chairperson from amongst their number.

20 **Voting at Board meetings**

20.1 Each Board member including the President has one vote.

20.2 All voting shall be in person and all decisions at Board meetings will be passed if a majority vote is obtained.

20.3 The President shall have a casting vote in the case of a tied vote.

21 **Board Members to Vote and Act in own right**

When speaking and voting at a meeting or acting on behalf of the Association, all Board Members shall speak, vote and act in their own right and not on behalf of another organisation or group.

22 Cessation of Office of Board Members

A Member of the Board shall cease to hold office when s/he:

- 22.1** resigns in writing as a Board member;
- 22.2** dies;
- 22.3** becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his/her creditors, or makes any assignment of his/her estate for their benefit;
- 22.4** becomes of unsound mind;
- 22.5** fails, without leave granted by the Board, to attend three consecutive meetings of the Board;
- 22.6** ceases to be resident in the state;
- 22.7** ceases to be a member of the Association;
- 22.8** fails to pay all arrears of subscription due by him/her within fourteen days after s/he has received a notice in writing signed by the public officer stating that s/he has ceased to be a financial member of the Association;
- 22.9** is expelled from the Board;
- 22.10** resigns or is expelled as a member of the Association.

23 Expulsion from the Board

- 23.1** A member of the Board can be expelled if the Board considers the member's conduct is or has been detrimental to the interests of the Association or the member is not performing the duties of office fully.
- 23.2** To expel a member of the Board of Management, the Board must give the member at least seven (7) days notice in writing of the Board meeting at which the expulsion will be discussed. The notice must state why the member is being considered for expulsion from the Board. The member is entitled to attend this meeting to address the Board, but will be required to leave the meeting while the Board considers the expulsion and makes a decision.
- 23.3** The Board must advise the member in writing of their decision, and the expulsion of a member takes effect immediately upon delivery of the notice of the expulsion.

24 Absence from Board Meetings

Absence from three (3) consecutive Board meetings without notification or acceptable reason is grounds for removal of a Board member from office.

25 Staff Representation at Board Meetings

- 25.1** The Manager will attend each Board and Executive meeting, and sub-committee meetings where so directed, but shall not have voting rights.
- 25.2** Other staff members may be requested to attend all or part of any Board or Executive meeting.

25.3 The Board or the Executive may require that no staff member be present for all or part of any Board or Executive meeting.

26 **Manager**

The Board may appoint a Manager, delegated to carry out the day-to-day management of the Association as specified in the Position Description for that position and as further authorised by the Board.

27 **Duties of the Manager**

The Manager will:

27.1 inform, advise, and assist the Board in:

27.1.1 meeting legislative, constitutional and contractual requirements;

27.1.2 undertaking strategic requirements

27.1.3 reviewing and maintaining on-going financial viability;

27.1.4 the development of operational policies and procedures;

27.1.5 the achievement of the stated purpose and objectives according to the philosophy of the Association;

27.2 support the implementation of all policies and procedures endorsed by the Board;

27.3 manage the total organisation and the day-to-day activities of the Association on behalf of the Board including the employment, supervision, development and dismissal of staff within industrial and legislative requirements;

27.4 develop, implement and evaluate programs, services and support for consumers of the Association's services that reflect the philosophy of the Association and meet the terms and conditions of all service agreements and contractual obligations;

27.5 prepare an agenda for all meetings of the Board.

28 **Duties of Office Bearers**

Unless otherwise determined by the Board, the duties of the members of the Board shall include the particular duties listed in Rules 29 to 37 inclusive.

29 **Duties of the President**

29.1 Ensure, with other members of the Board, that the legal responsibilities of the Associations' Incorporations Act, 1964 and its amendments are met.

29.2 Ensure that regular Board meetings are held and that all Board members are advised of the meetings.

29.3 Ensure that an agenda for the meetings is prepared by the Manager.

29.4 Manage and facilitate the meetings of the Association including: prioritise agenda items; set time limits and lead the meeting through the agenda; note motions and amendments (with the Secretary) and put these to the vote; sign the minutes of the previous meetings after they have been confirmed as an accurate record of the meeting and ensure meetings are run in accordance with these Rules.

29.5 Ensure with other members of the Board that the requirements of any funding or other agreements that the Association has entered into are met.

- 29.6 Be a member of sub-committees or other task groups if required.
- 29.7 Act as the spokesperson for the Association unless another person is nominated to do so in accordance with Rule 37.
- 29.8 Perform other duties as imposed by these Rules of Association.

30 Duties of the Vice President

In the event that the President is unavailable for any period of time the Senior Vice President shall undertake the duties of the President. In the event that the Senior Vice President is absent, the Vice President shall undertake the duties of the President. In the event that both Vice Presidents are absent, a member of the Board elected by the Board shall undertake those duties.

31 Duties of the Secretary

- 31.1 Ensure that meetings are called in accordance with these Rules.
- 31.2 Ensure that accurate minutes are taken of Board meetings and any other meetings of the organisation that the minutes are properly filed and that copies of the minutes are distributed to members of the Board.
- 31.3 Work with the President to record any motion and amendments together with the mover and seconder, and whether such motion was carried.
- 31.4 With the assistance of the Manager ensure that correspondence of importance received and sent is available at each Board meeting. Ensure that correspondence requiring action by the Board is brought to the Board's attention and properly responded to and that correspondence is properly filed and up-to-date and is available for examination by any member of the Board.
- 31.5 Ensure all applications for membership of the Association are submitted to the Board for consideration and that a Register of Association Members and Board Members is maintained.
- 31.6 Ensure that an up-to-date record of the Rules of the Association is maintained and that these are available for inspection on request by a member of the Association.
- 31.7 Ensure that the Seal of the Association is kept secure and that it is only used on the proper authority.
- 31.8 Ensure that all legal obligations of the Association are brought to the attention of the Board.
- 31.9 Ensure up-to-date policies and procedures are maintained.
- 31.10 Perform other such duties as imposed by these Rules of the Association.

32 Duties of the Acting Secretary

In the event that the Secretary is unavailable for any period of time another member of the Board, elected by the Board, shall undertake the duties of the Secretary.

33 Duties of the Treasurer

- 33.1 Ensure the safekeeping of all books and documents of a financial nature, including securities.
- 33.2 Ensure that proper books of accounts are kept and that funds are not being mismanaged.

- 33.3 Ensure that the financial requirements of funding bodies are met.
- 33.4 Ensure that monthly and annual financial reports are produced and presented to the Board and at general meetings.
- 33.5 Ensure that an audit of the books is prepared each year and that the accounts of the Association, showing the financial position at the end of the preceding financial year, are submitted to members at the Annual General Meeting.
- 33.6 Ensure that an annual budget is prepared for the beginning of each financial year.
- 33.7 Ensure, with other members of the Board, that the legal obligations of the Association are met.
- 33.8 Perform such other duties as imposed by the Rules of the Association.

34 Duties of the Acting Treasurer

In the event that the Treasurer is unavailable for any period of time another member of the Board, elected by the Board, shall undertake the duties of the Treasurer.

35 Duties of other Board Members

It is the duty of other Board members to assist the President, Vice President, Secretary and Treasurer in undertaking their duties.

36 Duties of the Executive

The Executive of the Association shall consist of the President, Vice president/s, Secretary and Treasurer and shall meet with the Manager in matters requiring management decisions of a day to day nature and shall report actions taken at the next Board meeting.

37 Spokesperson

The person acting as spokesperson for the Association shall only make statements in accordance with the Association's rules and policies. The President or the Board may nominate a member of the Board or the Manager to act as spokesperson.

38 Annual General Meeting

- 38.1 The Annual General Meeting shall be held within three (3) months of the end of the Association's financial year on a date to be determined by the Board.
- 38.2 Not less than fourteen (14) clear days written notice shall be given of the Annual General Meeting specifying the date, place and hour.
- 38.3 The business of the Annual General Meeting shall be:
 - 38.3.1 receipt of the President's Report for the previous financial year;
 - 38.3.2 receipt of the Manager's Report for the previous financial year;
 - 38.3.3 receipt of the Treasurer's Report and the audited financial statements for the previous financial year, together with the financial budget for the next or current financial year;
 - 38.3.4 presentation of the Annual Report;
 - 38.3.5 election of members to fill Board positions falling vacant;
 - 38.3.6 appointment of the Auditor for the current financial year;

38.3.7 setting of membership fees for the ensuing year;

38.3.8 any other business on the agenda of which previous notice has been given.

39 Special General Meeting

39.1 The Secretary shall call a Special General Meeting of the Association at any time after receiving a direction from the Board.

39.2 The Secretary shall call a Special General Meeting of the Association within twenty-one (21) days of receiving a request from six (6) members of the Association members, or ten percent (10%) of the financial members whichever is the greater. The request must be signed by the members and must specify the business to be carried out at that meeting.

39.3 Not less than fourteen (14) clear days notice shall be given to members of the Association of any Special General Meeting. The notice shall specify the date, place and hour of the Special General Meeting and nature of the business to be carried out at the meeting.

39.4 If a Special General Meeting is not convened within thirty (30) days the members who made the request may themselves convene a Special General Meeting as if they were the Board. In such circumstances, the member or members convening the Special General Meeting shall be supplied with the names and addresses of all members of the Association and the Association shall pay the reasonable expenses of convening and holding the Special General Meeting. The meeting must comply with these Rules of the Association.

40 Quorum for Annual General Meetings and Special General Meetings

The quorum for a general meeting will be ten (10) members of the Association. If there is no quorum within thirty (30) minutes of the starting time for the meeting, then a majority of members present shall decide to adjourn the meeting for a period of not more than thirty (30) days. The quorum for the adjourned meeting shall be the number of members present thirty (30) minutes after the starting time. At least seven (7) days notice of the adjourned meeting shall be sent to all members of the Association.

41 Voting at General Meetings

41.1 Proxies

A member of the Association may appoint in writing another member of the Association to be their proxy, to attend and vote on their behalf at a General Meeting, except for voting on a special resolution, when only the members present in person are entitled to vote.

41.2 A member of the Association may not be a proxy for more than one (1) other member.

41.3 Subject to these rules, at a General Meeting each member of the Association, present in person or by proxy, is entitled to one vote.

41.4 Voting shall be by a show of hands; however, a secret ballot shall be held if a financial member of the Association present makes a request. The President shall determine the manner in which the secret ballot will be conducted, and the result as declared by the President shall be deemed to be the resolution of the matter concerned.

42 Sub-Committees

42.1 The Board may establish sub-committees to advise and make recommendations on directed matters. The Board may wind-up, direct, accept or amend any recommendation from a sub-committee as seen fit.

- 42.2** Any sub-committee must include at least one (1) member of the Board of the Association. The Chairperson of a sub-committee shall be a member of the Board who shall report on the operations of the sub-committee to the Board.
- 42.3** A sub-committee shall consist of at least four (4) individuals, with a quorum being three (3). Appointment to membership of a sub-committee will be at the discretion of the Board and members may be appointed from outside the membership of the Association.

43 Finance

- 43.1** All funds shall be deposited direct to the credit of the Association at such Bank or Building Society as may be approved by the Board from time to time.
- 43.2** Three (3) Board members and the appointed Managers shall be signatories to the bank accounts of the Association with at least two people to sign.
- 43.3** The Association's financial year shall run from July 1st of one year to June 30 of the following year.

44 Audited Accounts and Records

- 44.1** The Annual General Meeting shall appoint an Auditor not being a member of the Association, who shall audit the accounts and records of the Association at least annually or more often as directed by the Board. The Treasurer shall present to the Annual General Meeting an audited report as to the financial position of the Association.
- 44.2** The Board shall ensure that the Auditor or Auditors at all reasonable times have full access to the Association's books and accounts and afford the Auditor every facility for the purpose of making a correct audit of the Association's financial affairs.

45 Inspection of the Association Records

- 45.1** Upon reasonable notice to the Secretary, any financial member of the Association may inspect the Constitution and financial records of the Association, excluding those of a confidential and personal nature, which relate to staff and clients of the Association.

46 Public Officer

- 46.1** The Board of Management shall appoint a Public Officer who may be a member of the Board or an employee.
- 46.2** The Public Officer shall carry out all requirements under the Act as outlined in Rule 47.

47 Duties of the Public Officer

- 47.1** The Public Officer shall:
- 47.1.1** receive all applications for membership
 - 47.1.2** refer all nominations to the Board
 - 47.1.3** notify nominee/s of approval of membership
 - 47.1.4** enter approved nominee/s name/s in the register of members
 - 47.1.5** accept resignations and strike out names from the register

- 47.1.6 countersign cheques, drafts, and bills of exchange
- 47.1.7 deliver a list of all accounts, books and records to the Auditor
- 47.1.8 notify the general public and Association members of the Annual General Meeting
- 47.1.9 accept nominations for election of officers or ordinary Board members
- 47.1.10 convene meetings of sub-committees of the Board
- 47.1.11 advise a member of the Board's intention to expel that member
- 47.1.12 to accept any appeal against expulsion and notify the Board of such appeal
- 47.1.13 to keep the Seal of the Association
- 47.1.14 to accept on behalf of the Association such legal notice as may be served on the Association
- 47.1.15 advise the Commissioner of Corporate Affairs of all amendments to rules and special resolutions passed according to the rules of the Association and to ensure lodgement of all statutory and legal documentation as necessary.
- 47.1.16 carry out any other function as may be lawfully directed from time to time by the Association under its rules.

48 Common Seal of the Association

- 48.1 The Association shall have a Common Seal on which its corporate name shall appear.
- 48.2 The Common Seal of the Association shall not be used without the express authority of the Board and every use of that Common Seal shall be recorded in the minutes of a Board meeting.
- 48.3 The affixing of the seal is to be attested by the signatures of –
 - (a) Two members of the committee; or
 - (b) One member of the committee and the public officer of the Association or any other person the committee may appoint for that purpose.
- 48.4 The Common Seal of the Association shall be kept in the custody of the Public Officer or other such person as the Board from time to time decides.

49 Disclosure of Interest

- 49.1 A member of the Board who is financially interested in any contract or other business arrangement made or proposed to be made by the Association shall disclose his / her interest at the first meeting of the Board at which the contract or other business is discussed.
- 49.2 Any members so interested shall not take part in any discussion on the business involved, shall vacate his/her chair and leave the meeting until the business has been concluded.
- 49.3 If a member of the Board becomes interested in a contract or other business arrangement after it is made or entered into, that member shall disclose his/her interest at the first meeting of the Board after that member becomes so interested.

49.4 The disclosure of interest shall be noted in the minutes of the meeting.

50 **Changes to the Constitution**

50.1 The Constitution may be amended or replaced by special resolution. The resolution must be passed by a majority of not less than three quarters of the members of the Association entitled to vote as may be present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with the Rules of the Association.

50.2 At least fourteen (14) days notice of the meeting must be given and must specify the intention to propose the resolution as a special resolution.

51 **Notice**

A notice may be served by or on behalf of the Association upon any member either personally or by sending it through the post in a pre-paid letter addressed to the member at their usual or last known place of abode.

52 **Liability**

In the event of the Association being wound up:

52.1 every member of the Association who, and

52.2 every person who, within the period of twelve (12) months immediately preceding the commencement of the winding up, was a member of the Association is liable to contribute to the assets of the Association for payment of debts or liabilities of the Association and for the costs, charges and expenses of the winding up and for the adjustments of the rights of the contributors among themselves such sum, not exceeding a year's subscription, in respect of any debt or liability of the Association contracted after they ceased to be a member.

53 **Dissolution**

On dissolution of the Association any property whatsoever remaining after payment of all debts and legal liabilities shall be transferred to another incorporated organisation for charitable purposes, and which is exempt from income tax under Section 23 of the Income Tax Assessment Act, PROVIDED ALWAYS THAT the Association shall not be dissolved except by the approval of not less than two thirds of the members of the Association at a meeting called for that purpose of which not less than twenty eight (28) days notice including notice of the proposed dissolution has been given to all members and that a copy of the resolution to dissolve the Association is lodged with the Commissioner for Corporate Affairs within fourteen (14) days after the passing of the resolution.