

Carers Victoria Incorporated

Reg. No. A0026274M, ARBN 143 579 257

CONSTITUTION

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PART 2 – NAME AND PURPOSES

2. Name

The name of the incorporated association is “Carers Victoria Incorporated” (in this constitution, “Carers Victoria”).

Note: Under section 23 of the Act*, the name and registration number of Carers Victoria must appear in legible characters in all notices, advertisements and other official publications of Carers Victoria, and in all its business documents.

3. Purposes

3.1 In this constitution:

- (a) “carer” means a person who is providing or who has provided unpaid care and support to family members or friends who have a disability, mental illness, chronic condition, terminal illness or who are frail aged; and
- (b) “caring” has a corresponding meaning.

3.2 The purposes of Carers Victoria are:

- (a) to improve the health, wellbeing, resilience and financial security of carers; and
- (b) to promote the recognition of caring as a shared responsibility of family, community, business and government.

3.3 Carers Victoria will achieve its purposes by leading action and change in:

- (a) carer representation and advocacy,
- (b) research and policy development, and
- (c) carer services and programs.

4. Legal Capacity and Powers

4.1 Carers Victoria has the legal capacity of an incorporated body.

See section 29(2) of the Act*.

4.2 Carers Victoria has power to do anything incidental or conducive to the attainment of its purposes.

See section 30(d) of the Act*.

4.3 Carers Victoria may only:

- (a) exercise its powers; and
- (b) use its income and assets (including any surplus);

for its purposes.

5. Not For Profit Organisation

5.1 Carers Victoria must not distribute any surplus, income or assets directly or indirectly to its members.

See section 33 of the Act*.

5.2 Clause 5.1 does not prevent Carers Victoria from paying its members:

- (a) reimbursement for expenses properly incurred by them, and
- (b) for goods supplied and services provided by them,

if this is done in good faith on terms no more favourable than if the member were not a member.

See section 4 of the Act*.

PART 3 – MEMBERSHIP

6. Categories

Carers Victoria has 4 categories of membership:

- (a) individual members,
- (b) organisational members,
- (c) carer support groups, and
- (d) honorary life members.

7. Organisational Representatives

7.1 Organisational members and carer support groups must nominate an individual to be the representative of the member (in this constitution, “organisational representative”).

7.2 For organisational members and carer support groups that are not incorporated, the organisational representative acts as the member on behalf of the unincorporated body.

7.3 In this constitution, unless the contrary intention appears, “member” includes the organisational representative of a member.

7.4 Organisational members and carer support groups may change their organisational representative by notifying Carers Victoria in writing* in the form prescribed by the Board by regulation*.

8. Eligibility

8.1 Any individual who supports the purposes of Carers Victoria is eligible for membership as an individual member.

8.2 Any not-for-profit organisation, for-profit business or other body that supports the purposes of Carers Victoria is eligible for membership as an organisational member.

8.3 Carer support groups that support the purposes of Carers Victoria are eligible for membership as carer support groups.

8.4 Any individual who has made a special contribution to Carers Victoria is eligible for membership as an honorary life member.

9. Applications

Applications for membership must be:

- (a) in writing* in the form prescribed by the Board by regulation*, stating that the applicant:
 - (i) wishes to become a member of Carers Victoria;
 - (ii) supports the purposes of Carers Victoria; and
 - (iii) agrees to comply with the constitution and regulations* of Carers Victoria;
- (b) accompanied by the first subscription (if required); and
- (c) sent or given to Carers Victoria.

10. Approval

10.1 The Board must:

- (a) by resolution approve or reject the application; and
- (b) notify the applicant whether the application has been approved or rejected.

10.2 No reason need be given for the rejection of an application.

10.3 If the Board approves the application:

- (a) the applicant becomes a member from the date of the Board meeting; and
- (b) the name and address of the new member, the category of membership, and the date of becoming a member must be entered in the register of members.

10.4 If the Board rejects the application, it must return any subscription to the applicant.

11. Subscriptions

11.1 The Board may by regulation* set a subscription for members.

11.2 The amount of the subscription may vary according to criteria set by the Board in the regulation*, including the category of membership.

11.3 The voting and other rights of members who have not paid the subscription by the date for payment are suspended until the subscription is paid.

11.4 Except for the subscription, there are no entrance fees or other amounts to be paid in respect of membership of Carers Victoria.

12. Honorary Life Members

12.1 The Board may by resolution passed by an absolute majority* invite an individual who is eligible under clause 8.4 to become an honorary life member.

12.2 If the invitation is accepted:

- (a) the individual becomes an honorary life member from the date of accepting the invitation; and
- (b) for existing members – the change of the category of membership and the date of the change must be entered in the register of members; or
- (c) for new members – the name and address of the new member, the category of membership, and the date of becoming a member must be entered in the register of members.

12.3 Clauses 9–11 do not apply to honorary life members.

13. Rights, Obligations and Liability

13.1 The rights of members include:

- (a) to submit items of business for consideration at general meetings under clause 22.3;
- (b) to receive notice of general meetings under clause 22;
- (c) to participate in general meetings under clause 28;
- (d) to elect the Board under clause 33; and
- (e) to have access to the records of Carers Victoria under clause 63.

See sections 53, 57, 60 and 61 of the Act*.

13.2 The rights of members are not transferable, and end when the member ceases to be a member in accordance with clause 17.

13.3 By becoming and remaining members, members agree to support the purposes of Carers Victoria.

13.4 Members must at all times comply with the constitution and regulations*.

13.5 This constitution is an enforceable contract between Carers Victoria and each member.

See sections 46 and 67 of the Act*.

13.6 Members (including Board members) are not liable to contribute to the debts and liabilities of Carers Victoria only because of their membership.

See section 52(1) of the Act*.

14. Disciplinary Action

14.1 The Board may by resolution passed by an absolute majority* reprimand, suspend or expel a member for:

- (a) failing to comply with the constitution or regulations*; or
- (b) conduct prejudicial to Carers Victoria.

14.2 The Board must not pass a resolution under clause 14.1 unless the member concerned has been:

- (a) informed of the grounds for the proposed disciplinary action; and
- (b) given a reasonable opportunity to be heard.

See section 54(3)(a) of the Act*.

14.3 The Board:

- (a) may delegate its powers under this clause to a disciplinary committee appointed by the Board; and
- (b) must do so if any Board member is biased against (or in favour of) the member concerned.

See section 54(3)(b) of the Act*.

14.4 The members of the disciplinary committee:

- (a) need not be Board members or members of Carers Victoria; but
- (b) must not be biased against (or in favour of) the member concerned.

See section 54(3)(b) of the Act*.

14.5 Clauses 14.1 and 14.2 apply to the disciplinary committee in the same way as the Board.

14.6 The disciplinary procedure under this clause must be completed as soon as is reasonably practicable.

See section 54(3)(c) of the Act*.

14.7 The Board must not take disciplinary action under this clause against a member who is a party to the grievance procedure under clause 19 until the grievance procedure has been completed.

14.8 Carers Victoria may not fine members.

15. Resignation

Members may resign by writing* to Carers Victoria.

16. Cancellation

The Board may cancel the membership of members who:

- (a) fail to notify Carers Victoria of their change of address in accordance with clause 72.1;
- (b) for members required to pay a subscription – fail to pay the subscription after being requested by Carers Victoria in writing* to do so; or
- (c) for members not required to pay a subscription – do not indicate to Carers Victoria that they wish to remain a member after being requested by Carers Victoria in writing* to do so.

17. Cessation

- 17.1 Members cease to be members on resignation, cancellation, expulsion or ceasing to exist.
- 17.2 If a member ceases to be a member:
- (a) the date of ceasing to be a member must be entered in the register of members; and
 - (b) all other information about the member except their name must be removed from the register of members;

within 14 days.

See sections 56(3) and 56(4) of the Act*.

18. Register of Members

- 18.1 The Board must ensure that a register is kept containing:
- (a) for current members:
 - (i) the name of the member,
 - (ii) the address for notices last given by the member,
 - (iii) the category of membership,
 - (iv) for organisational members and carer support groups – the name of the organisational representative last given by the member, and
 - (v) the date of on which each entry or change in the register is made; and
 - (b) for former members:
 - (i) the name of the member, and
 - (ii) the date of ceasing to be a member.

See section 56 of the Act*.

- 18.2 Members may inspect the register in accordance with clause 63.

See section 57 of the Act*.

19. Grievance Procedure

- 19.1 The grievance procedure in this clause applies to disputes under this constitution between:
- (a) a member and another member, and
 - (b) a member and the Board or Carers Victoria.
- 19.2 The parties must first attempt to resolve the dispute themselves.

- 19.3 If the parties are unable to resolve the dispute, the Board must appoint a conciliator and arbitrator (in this clause, “conciliator”).

- 19.4 The conciliator:

- (a) must not have a personal interest in the dispute;
- (b) must not be biased in favour of or against any party;
See section 55(3)(b) of the Act*.
- (c) may be a member or former member of Carers Victoria; and
- (d) if possible, must be appointed with the agreement of all parties.

- 19.5 The conciliator must conduct a conciliation at which each party is given a reasonable opportunity to be heard.

See section 55(3)(a) of the Act*.

- 19.6 The parties must in good faith attempt to resolve the dispute by conciliation.

- 19.7 The conciliator may during, and must at the end of, the conciliation attempt to resolve the dispute by agreement between the parties.

- 19.8 If the conciliator is unable to resolve the dispute by agreement between the parties, the conciliator must determine the respective rights and obligations under this constitution of the parties and any other members.

- 19.9 A determination of a conciliator under clause 19.8 is binding on the parties and all members.

- 19.10 A party may appoint another person to act on its behalf in the grievance procedure.

See section 55(2) of the Act*.

- 19.11 A member who is the subject of a disciplinary procedure under clause 14 must not initiate the grievance procedure under this clause until the disciplinary procedure has been completed.

See section 54(4) of the Act*.

- 19.12 The State, Territory and Commonwealth Acts applying to commercial arbitrations do not apply to the grievance procedure in this clause.

PART 4 – GENERAL MEETINGS AND BALLOTS

20. Annual General Meeting

20.1 The Board must convene* an annual general meeting each year.

See section 63(1) of the Act*.

20.2 The annual general meeting must be held within 5 months after the end of Carers Victoria's financial year under clause 56.

See section 63(4) of the Act*.

20.3 At the annual general meeting, the Board must submit to the members:

- (a) the financial statements for the last financial year prepared in accordance with clause 59, and
- (b) the accompanying audit report in accordance with clause 60.

Compare sections 94, 97 and 100 of the Act*.

20.4 The ordinary business of the annual general meeting is:

- (a) to verify the minutes of:
 - (i) the last annual general meeting, and
 - (ii) any special general meetings since the last annual general meeting;
- (b) to consider the annual report of the Board on the activities of Carers Victoria during its last financial year;
- (c) to consider the financial statements and accompanying audit report; and
- (d) to elect the Board in accordance with clause 33.

20.5 The annual general meeting may only consider other business of which notice has been given in accordance with clause 22.2(c).

20.6 At, or as soon as practicable after, the conclusion of the annual general meeting, a Board member must certify in the form approved by the Registrar* that:

- (a) the Board member attended the annual general meeting; and
- (b) the financial statements were submitted to the members at the annual general meeting.

See sections 94(3), 97(3) and 100(3) of the Act*.

20.7 The secretary must lodge with the Registrar*:

- (a) an annual statement in the form approved by the Registrar*,
- (b) the financial statements and accompanying audit report, and
- (c) a statement of the terms of any resolution passed at the annual general meeting concerning the financial statements,

within 1 month after the annual general meeting.

Compare section 102 of the Act*.

21. Special General Meetings

21.1 The Board may convene* a special general meeting.

21.2 The Board must convene* a special general meeting if requested in writing* by:

- (a) 5% or more of members entitled to vote, or
- (b) 100 members entitled to vote, whichever is fewer.

21.3 The request must:

- (a) state any resolution to be proposed at the meeting; and
- (b) be signed by the members making the request.

21.4 The request may consist of separate documents.

21.5 The meeting must be held within 3 months of the request being received by Carers Victoria.

21.6 Special general meetings may only consider business of which notice has been given in accordance with clause 22.2(c).

22. Notice

22.1 At least 21 days notice in writing* of general meetings must be given to each member.

See section 60 of the Act*.

22.2 The notice must state:

- (a) the date, time and place (or places) of the meeting,

See section 60(a) of the Act*.

- (b) if the meeting is to be held at more than 1 place – the technology that will be used,
- (c) the general nature of each item of business to be considered, and
- (d) if a special resolution* is to be proposed:
 - (i) the proposed resolution in full, and
 - (ii) the intention to propose the resolution as a special resolution*.

See section 64(3) of the Act*.

22.3 The notice must include under clause 22.2(c) any item of business that any member has requested in writing* be considered at least 28 days before the notice is sent.

22.4 The notice must also include:

- (a) a statement:
 - (i) that all members may appoint a proxy to attend, and speak and vote at the meeting instead of the member; and
 - (ii) setting out the requirements for the appointment of proxies in accordance with clause 23;
- (b) a statement that:
 - (i) organisational representatives may exercise all the rights of members at the meeting;
 - (ii) organisational members and carer support groups may change their organisational representative by notifying Carers Victoria; and
 - (iii) setting out the requirements for changing organisational representatives in accordance with clauses 7.4 and 24; and

- (c) a copy of the appointment of proxy form.

22.5 Despite clause 22.1, the accidental omission to give notice of the meeting to a member or members, or the non-receipt by a member or members of notice of the meeting does not invalidate the meeting.

23. Proxies

23.1 Members may only appoint other members as proxies.

23.2 Appointments of proxies must be:

- (a) in writing* in the form prescribed by the Board by regulation*; and
- (b) received at the registered address of Carers Victoria at least 48 hours before the meeting.

24. Change of Representative

For notification of the change of an organisational representative to be effective for a general meeting, it must be received at the registered address of Carers Victoria at least 48 hours before the meeting.

25. Use of Technology

General meetings may be held at more than 1 place, provided that the technology used enables each member present at all places the meeting is held to clearly and simultaneously communicate with every other such member.

See section 62 of the Act*.

26. Quorum

26.1 The quorum for consideration of:

- (a) the ordinary business of the annual general meeting, and
- (b) a proposed resolution (including a special resolution*) recommended by the Board,

is the presence in person, by organisational representative or by proxy of at least 50 members entitled to vote.

26.2 The quorum for the consideration of all other business at general meetings is the presence in person, by organisational representative or by proxy of at least 5% of members entitled to vote.

26.3 If a quorum is not present within 30 minutes from the time of the meeting of which notice has been given, the meeting must not proceed.

27. Chairing

27.1 The President is entitled to chair general meetings.

27.2 If the President is not present, or does not wish to chair the meeting, the Vice-President is entitled to chair.

27.3 If neither the President nor the Vice-President is present, or if neither wishes to chair the meeting, the meeting must elect another member to chair.

27.4 The chair of the meeting has a deliberative vote, but does not have a casting vote.

28. Participation

All members are entitled to attend and speak and vote at general meetings, except those whose rights have been suspended under clause 11.3 or 14.1.

See section 61 of the Act*.

29. Voting

29.1 Each member has 1 vote.

29.2 Members may vote in person, by organisational representative or by proxy.

29.3 Unless a poll is demanded:

- (a) voting is by show of hands;
- (b) votes by proxy are not counted; and
- (c) the declaration by the chair of the meeting of the result of the vote is conclusive evidence of that result.

See section 65 of the Act*.

29.4 If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

30. Polls

30.1 In this clause, a “poll” means where votes are cast in writing.

30.2 Any member entitled to vote (including the chair of the meeting) may demand a poll before or immediately after the declaration of the result on a show of hands.

See section 65(3) of the Act*.

30.3 Votes by proxy are counted on a poll.

30.4 The poll must be taken as directed by the chair of the meeting.

31. Advisory Ballots

31.1 The Board may conduct a ballot on any question where it wishes to seek the opinion of the members.

31.2 The ballot may be conducted by post, telephone or email, online, or by any other means approved by the Board by regulation*.

31.3 The result of the ballot is advisory only, and is not binding on the Board.

PART 5 – THE BOARD

32. Membership

32.1 Carers Victoria has between 9 and 11 Board members:

- (a) 9 elected Board members, elected by the members in accordance with clause 33; and
- (b) up to 2 co-opted Board members, co-opted by the Board in accordance with clause 35.

32.2 A majority of the Board members must at all times be carers*.

33. Election

33.1 The members of Carers Victoria must before the annual general meeting each year elect 3 Board members for a 3 year term.

33.2 Only individuals who are members or organisational representatives entitled to vote at the time nominations close are eligible to be elected as Board members.

33.3 The Board may by regulation* prescribe additional criteria for eligibility to be elected as Board members.

33.4 Employees of Carers Victoria are not eligible to be elected as Board members.

33.5 At least 10 weeks before the annual general meeting Carers Victoria must give notice in writing* of the close of nominations to each member entitled to vote.

33.6 Nominations must be:

- (a) in writing* in the form prescribed by the Board by regulation*; and
- (b) received at the registered address of Carers Victoria no later than 5.00 p.m. on the last business day* 8 weeks before the annual general meeting.

33.7 For the purpose of clause 33.6(b), the original nomination must be received, not a faxed copy or an email.

33.8 The Board must by regulation* provide for candidate statements and photographs to be submitted before the close of nominations and published to members before the ballot opens.

33.9 If the number of nominations received is fewer than or equal to the number of positions to be elected, those candidates must be declared elected, subject to clause 32.2.

33.10 If the number of nominations received is more than the number of positions to be elected, a ballot must be held in accordance with clause 34.

34. Ballot

34.1 The Board must appoint a returning officer.

34.2 The returning officer:

- (a) must not be a Board member or employee of Carers Victoria;
- (b) is responsible for the conduct of the election; and
- (c) may decide all matters not provided for in the constitution or regulations.

34.3 The ballot must be a secret ballot.

34.4 The ballot may be conducted by post, telephone or email, online, or by any other means approved by the Board by regulation*.

34.5 Only members entitled to vote at the time nominations closes and whose voting rights have not subsequently been suspended under clause 11.3 or 14.1 are entitled to vote in the ballot.

34.6 Carers Victoria must give notice in writing* of the ballot to all members entitled to vote before the ballot opens.

34.7 The ballot must remain open for at least 2 weeks.

34.8 Members entitled to vote have 1 vote in respect of each capacity in which they are entitled to vote.

34.9 The voting system is first past the post.

34.10 Members may vote for up to as many candidates as there are positions to be elected.

34.11 The ballot closes at 5.00 pm on the last business day* 1 week before the annual general meeting.

34.12 The returning officer must declare elected the 3 candidates who receive the most votes, subject to clauses 32.2 and 34.13.

34.13 If 2 or more candidates receive the same number of votes, and 1 or some but not all of those candidates are to be elected, the returning officer must decide by lot which is to be elected.

35. Co-option

35.1 The Board may:

- (a) at its first meeting after each annual general meeting, and
 - (b) at any subsequent meeting,
- co-opt up to 2 additional Board members.

35.2 Only individuals who:

- (a) have relevant expertise and experience;
 - (b) are (or become) members; and
 - (c) are not employees of Carers Victoria;
- are eligible to be co-opted.

35.3 The Board may by resolution decide when the term of office of a co-opted Board member is to begin and end.

35.4 Before co-opting Board members, Carers Victoria may call for expressions of interest, by advertisement or otherwise.

36. Term of Office

36.1 Elected Board members hold office:

- (a) from the end of the first annual general meeting after they are elected,
 - (b) until the end of the fourth annual general meeting after they are elected,
- subject to clauses 36.3–36.7.

36.2 Co-opted Board members hold office:

- (a) from the time they are co-opted,
 - (b) until the end of the annual general meeting after they are co-opted,
- subject to clauses 35.3 and 36.3–36.7.

36.3 Board members may be re-elected and co-opted again.

36.4 Board members may resign by writing* to Carers Victoria.

Compare section 78(2)(a) of the Act*.

36.5 Board members cease to be Board members if they:

- (a) cease to be a member of Carers Victoria or organisational representative;
- (b) become an employee of Carers Victoria;
- (c) become insolvent under administration; or
See section 38 of the Victorian *Interpretation of Legislation Act 1984*.
- (d) become a represented person under the Victorian *Guardianship and Administration Act 1986*.

See section 78(2) of the Act*.

36.6 The Board may by resolution passed by an absolute majority* remove:

- (a) a co-opted Board member, or
- (b) an elected Board member who has failed to attend 3 consecutive Board meetings without leave of absence under clause 52.

36.7 A general meeting may by resolution passed by a simple majority:

- (a) remove any Board member; and
- (b) fill the resulting vacancy.

Compare section 78(2)(b) of the Act*.

36.8 If there is a vacancy in its membership (including a vacancy in accordance with clause 36.7(a) not filled under clause 36.7(b)), the Board may appoint an individual who would be eligible to be elected under clause 33 to fill the vacancy for the remainder of the term of office.

36.9 The Board may continue to act despite any vacancy in its membership.

36.10 Even if it is subsequently found that a person who has acted as a Board member was not properly elected or appointed, the validity of:

- (a) the acts of that person as a Board member, and
- (b) decisions of Board meetings in which that person has participated,

is not affected.

37. Responsibility and Powers

37.1 The Board is responsible for both the governance and management of Carers Victoria.

37.2 The Board must by regulation* delegate the management of Carers Victoria to the Chief Executive Officer.

37.3 The Board may exercise all powers of Carers Victoria on its behalf.

37.4 The Board may:

- (a) establish committees with such membership and terms of reference as it considers appropriate; and
- (b) delegate its powers as it considers appropriate.

37.5 No delegation by the Board under this clause limits the duties and liability of each Board member.

38. Regulations

38.1 The Board may by resolution passed by an absolute majority* make regulations to give effect to this constitution.

38.2 Members must at all times comply with the regulations as if they formed part of this constitution.

39. Public Statements

39.1 The Board may by regulation* or resolution authorise the President, the Chief Executive Officer or another person to make public statements on behalf of Carers Victoria.

39.2 No person may make any public statement on behalf of Carers Victoria unless authorised by the Board.

40. Duties

40.1 Board members and former Board members must not make improper use of:

- (a) their position, or
- (b) information acquired by virtue of holding their position,

so as:

- (c) to gain an advantage for themselves or any other person; or
- (d) to cause detriment to Carers Victoria.

See section 83 of the Act*.

40.2 Board members must exercise their powers and discharge their duties with reasonable care and diligence.

See section 84 of the Act*.

40.3 Board members must exercise their powers and discharge their duties:

- (a) in good faith in the best interests of Carers Victoria; and
- (b) for a proper purpose.

See section 85 of the Act*.

41. Indemnity

Carers Victoria indemnifies Board members against any liability incurred in good faith by them in the course of performing their duties.

See section 87 of the Act*.

PART 6 – OFFICE-BEARERS

42. Positions

42.1 The office-bearers of Carers Victoria are:

- (a) the President,
- (b) the Vice-President, and
- (c) the Treasurer,

subject to clause 42.2.

42.2 The Board may by regulation* establish other office-bearer positions.

43. Election

43.1 The Board must at its first meeting after the annual general meeting each year elect the office-bearers from among the Board members.

43.2 Office-bearers may be re-elected, subject to clause 43.3.

43.3 An office-bearer who has already held a particular position for 6 consecutive terms (including filling a vacancy) is not eligible to be elected to that position again.

44. Term of Office

44.1 Office-bearers hold office from the time of their election until their successor is elected, subject to clauses 44.2–44.5.

44.2 Office-bearers may resign by writing* to Carers Victoria.

44.3 Office-bearers who cease to be Board members, other than by the expiry of their term of office, cease to be office-bearers.

44.4 Office-bearers may be removed by resolution of the Board passed by an absolute majority*.

44.5 The Board must as soon as practicable fill vacancies in office-bearer positions for the remainder of the term.

PART 7 – BOARD MEETINGS

45. Convening

45.1 The Chief Executive Officer, President or any 3 Board members may convene* a Board meeting.

45.2 Ordinary Board meetings must be held at least 6 times each year.

45.3 At its first meeting after the annual general meeting each year the Board must by resolution set the dates, times and places of ordinary Board meetings until the next annual general meeting.

45.4 The Board may by resolution subsequently change the dates, times and places of ordinary meetings.

46. Notice

46.1 Each Board member must be given at least 7 days notice in writing* of Board meetings, subject to clause 46.4.

46.2 Notice may be given of more than 1 Board meeting at the same time.

46.3 The notice must state the date, time and place (or places) of the meeting, but need not include the business to be considered.

46.4 In cases of urgency a meeting may be held without the notice required by clause 46.1, provided that:

- (a) as much notice as practicable is given to each Board member by the quickest practicable means; and
- (b) resolutions may only be passed by an absolute majority*.

47. Use of Technology

47.1 Board meetings may be held at more than 1 place, provided that the technology used enables each Board member present at all places the meeting is held to clearly and simultaneously communicate with every other such Board member.

See section 79 of the Act*.

47.2 Without limiting clauses 46.4(a) and 47.1, Board meetings may be convened* and held by telephone.

48. Quorum

The quorum for Board meetings is the presence in person of a majority of Board members at the time.

49. Chairing

49.1 The President is entitled to chair Board meetings.

49.2 If the President is not present, or does not wish to chair the meeting, the Vice-President is entitled to chair.

49.3 If neither the President nor the Vice-President is present, or if neither wishes to chair the meeting, the Board must elect another Board member to chair.

49.4 The chair of the meeting has a deliberative vote, but does not have a casting vote.

50. Voting

50.1 Each Board member has 1 vote.

50.2 There is no voting by proxy.

50.3 If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

51. Conflict of Interest

51.1 Board members who have a material personal interest in a matter that is being considered at a Board meeting must:

- (a) disclose the nature and extent of their interest:
 - (i) to the Board as soon as they become aware of the interest; and
 - (ii) at the next general meeting;

(b) not be present while the matter is being considered at the meeting; and

(c) not vote on the matter.

See sections 80 and 81 of the Act*.

51.2 Clause 51.1 does not apply to material personal interests that:

- (a) exist only because the Board member belongs to a class of persons for whose benefit Carers Victoria is established; or
- (b) the Board member has in common with all or a substantial proportion of the members of Carers Victoria.

See sections 80 and 81 of the Act*.

52. Leave of Absence

52.1 The Board may by resolution grant Board members leave of absence from Board meetings for up to 3 consecutive Board meetings.

52.2 The Board may not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member concerned to seek leave of absence in advance.

53. Resolutions without Meeting

53.1 A resolution agreed to in writing* by all Board members has the same effect as a resolution passed at a Board meeting.

53.2 In clause 53.1, “all Board members” does not include those Board members who:

- (a) would be prohibited by clause 51.1(c) from voting on the matter at a Board meeting; or
- (b) have leave of absence from Board meetings under clause 52.

PART 8 – FINANCIAL AND LEGAL

54. Chief Executive Officer

54.1 The Board must appoint a Chief Executive Officer of Carers Victoria.

54.2 The Chief Executive Officer is responsible to the Board for the management of Carers Victoria.

55. Sources of Funds

The funds of Carers Victoria may be derived from grants, donations, subscriptions, fund-raising activities, sales, interest and any other sources approved by the Board.

56. Financial Year

The financial year of Carers Victoria is from 1 July to 30 June.

57. Management of Funds

57.1 The Board is responsible for the management of the funds of Carers Victoria.

57.2 Carers Victoria must keep financial records that:

- (a) correctly record and explain its transactions and financial position and performance; and
- (b) would enable true and fair financial statements to be prepared in accordance with clause 59.

See section 89(1) of the Act*.

57.3 All money received by or on behalf of Carers Victoria must be deposited without delay into a bank account in the name of Carers Victoria.

58. Payments

58.1 All payments by Carers Victoria must be:

- (a) specifically authorised in writing*, and
- (b) in the case of cheques – signed,
by at least 2 persons nominated by the Board by regulation* or resolution.

58.2 The Board may nominate a list of individuals or positions for the purposes of clause 58.1.

58.3 Signatories must not sign cheques until the payee and amount have been written in.

59. Financial Statements

59.1 As soon as practicable after the end of Carers Victoria's financial year under clause 56, the Board must cause financial statements of Carers Victoria for that year to be prepared in accordance with this clause.

See sections 92(1), 95(1) and 98(1) of the Act*.

59.2 The financial statements must be prepared in accordance with the Australian Accounting Standards.

Compare sections 92(2)(a), 95(2)(a) and 98(2)(a) of the Act*.

59.3 The financial statements must contain particulars of:

- (a) the income and expenditure of Carers Victoria during and at the end of its last financial year,
- (b) the assets and liabilities of Carers Victoria at the end of its last financial year,
- (c) the mortgages, charges and securities of any description affecting any property of Carers Victoria at the end of its last financial year,
- (d) the same particulars in respect of each trust of which Carers Victoria was trustee during any part of its last financial year, and
- (e) any trust, held on behalf of Carers Victoria by a person or body other than Carers Victoria, in which funds or assets of Carers Victoria are placed.

See section 101(1) of the Act*.

59.4 The financial statements must also deal with any matters prescribed by the regulations under the Act*.

See sections 92(2)(b), 95(2)(b) and 98(2)(b) of the Act*.

59.5 The financial statements must have a certificate attached in the form prescribed under the Act* signed by 2 Board members in accordance with a resolution of the Board certifying that the financial statements give a true and fair view of the financial position and performance of Carers Victoria during and at the end of its last financial year.

Compare sections 94(2)(b), 97(2)(b) and 100(2)(b) of the Act*.

59.6 The Board must submit the financial statements (including the attached certificate) to the annual general meeting under clause 20.3(a).

See sections 94, 97 and 100 of the Act*.

60. Audit

60.1 The Board must:

- (a) have the financial statements audited in accordance with the Act*; and
- (b) submit the audit report to the annual general meeting under clause 20.3(b).

See sections 99 and 100(2)(c) of the Act*.

60.2 Clause 60.1 applies whether Carers Victoria is required to be audited under the Act* or not.

See section 90 of the Act*.

60.3 An auditor may only be removed by a general meeting in accordance with the procedure set out in the Act*.

See sections 106 and 107 of the Act*.

61. Minutes

61.1 The Board must ensure that minutes are taken and kept of all general meetings and Board meetings (including resolutions without meeting).

See item 14 of Schedule 1 of the Act*.

61.2 The minutes of annual general meetings must include a copy of the financial statements and accompanying audit report submitted at the meeting in accordance with clause 20.3.

See sections 94(4), 97(4) and 100(4) and item 15 of Schedule 1 of the Act*.

61.3 The minutes of special general meetings must include a copy of any financial statements submitted at the meeting.

See item 15 of Schedule 1 of the Act*.

61.4 Members may inspect and obtain copies of minutes in accordance with clause 63.

62. Retention of Records

62.1 The Board must provide for the safe keeping of the records of Carers Victoria.

62.2 Carers Victoria must keep its financial records for at least 7 years after the transactions covered by the records are completed.

See section 89(2) of the Act*.

62.3 Carers Victoria must keep the financial statements submitted to the annual general meeting for at least 7 years after the annual general meeting.

See section 105(1) of the Act*.

62.4 Carers Victoria must keep the certificate referred to in clause 20.6 for at least 7 years after the certificate was signed.

See section 105(2) of the Act*.

62.5 Carers Victoria must keep all its other records for at least 7 years after the record was created.

62.6 A person who is no longer entitled to custody of records of Carers Victoria must return them to the Board within 28 days.

See section 88 of the Act*.

63. Access to Records

63.1 Members may on request inspect:

- (a) the register of members (subject to clause 63.5),
- (b) the minutes of general meetings, and
- (c) a copy of any trust deed referred to in clause 59.3(e),

at any reasonable time.

See sections 53(1), 57 and 101(2) and item 15 of Schedule 1 of the Act*.

63.2 Members may only inspect the other records of Carers Victoria:

- (a) if permitted by the Board; and
- (b) subject to any conditions the Board may impose.

See items 13 and 16 of Schedule 1 of the Act*.

63.3 Carers Victoria must on request make copies of the constitution and regulations* available to members and applicants for membership without charge.

See section 53 of the Act*.

63.4 Carers Victoria must within 7 days of request make copies of the minutes of general meetings available to members without charge.

Compare section 53(2) and see item 15 of Schedule 1 of the Act*.

63.5 A member may request that access to their personal information in the register of members be restricted in accordance with the Act*, if there are special circumstances that justify doing so.

See section 59 of the Act*.

64. Use of Register of Members

64.1 Members may only use or disclose information from the register of members to contact or send material to other members if this is directly related to the management or purposes of Carers Victoria.

See section 58 of the Act*.

64.2 Non-members must not use or disclose information from the register of members to contact or send material to members unless this is:

- (a) directly related to the management or purposes of Carers Victoria; and
- (b) authorised by the Board.

See section 58 of the Act*.

65. Signing of Documents

65.1 Carers Victoria may sign contracts and other documents either:

- (a) by using a common seal – refer clause 66; or
- (b) by having the document signed by:
 - (i) 2 Board members, or
 - (ii) 1 Board member and the secretary.

See section 38 of the Act*.

65.2 A document may only be signed under clause 65.1(b) if authorised by resolution of the Board.

66. Common Seal

66.1 Carers Victoria must have a common seal.

Compare section 29(2)(b) of the Act*.

66.2 The name of Carers Victoria must appear in legible characters on the common seal.

See section 23(1)(a) of the Act*.

66.3 A document may only be sealed with the common seal if authorised by resolution of the Board.

66.4 The sealing must be witnessed by the signatures of at least:

- (a) 2 Board members, or
- (b) 1 Board member and the Chief Executive Officer,

nominated by the Board by regulation* or resolution.

66.5 The Board may nominate a list of individuals or positions to be signatories for the purpose of clause 66.4.

66.6 The Board must provide for the safe keeping of the common seal.

67. Secretary

67.1 The Board must appoint a secretary of Carers Victoria for the purposes of the Act*.

67.2 Unless the Board otherwise resolves, the Chief Executive Officer is to be appointed as the secretary.

67.3 The secretary must notify the Registrar* within 14 days of appointment.

See section 74 of the Act*.

67.4 The secretary may resign by writing* to Carers Victoria.

See section 78(2)(a) of the Act*.

67.5 The secretary ceases to be the secretary if they:

- (a) die;
- (b) become insolvent under administration;
See section 38 of the Victorian *Interpretation of Legislation Act 1984*.
- (c) become a represented person under the Victorian *Guardianship and Administration Act 1986*; or
- (d) cease to reside in Australia.

See section 78(2) of the Act*.

67.6 A general meeting may by resolution passed by a simple majority:

- (a) remove the secretary; and
- (b) fill the resulting vacancy.

Compare section 78(2)(b) of the Act*.

67.7 The Board must fill any vacancy in the position of secretary within 14 days (except for a vacancy already filled under clause 67.6(b)).

See section 73 of the Act*.

67.8 The secretary whose appointment was last notified to the Registrar* remains the secretary of Carers Victoria in some circumstances under the Act* until the appointment of a new secretary is notified.

See section 215 of the Act*.

68. Registered Address

68.1 The registered address for the service of documents on Carers Victoria is the address of the principal office of Carers Victoria, unless the Board by regulation* nominates a different address.

See sections 28 and 217 of the Act*.

68.2 Carers Victoria must notify the Registrar* within 14 days of any change of registered address.

See section 28(3) of the Act*.

69. Amendment of Constitution

69.1 This constitution may only be amended by special resolution*.

See section 50(1) of the Act*.

69.2 An amendment to this constitution does not take effect until it has been approved by the Registrar*.

See section 50(2) of the Act*.

69.3 The secretary must apply to the Registrar* for approval of the amendment within 28 days after the special resolution* was passed.

See section 50(3) of the Act*.

70. Winding Up

70.1 Carers Victoria may be wound up voluntarily by special resolution*.

See section 125 of the Act*.

70.2 If Carers Victoria is:

- (a) wound up voluntarily or otherwise; or
- (b) its incorporation is cancelled;

the surplus assets of Carers Victoria must not be distributed to any member.

See section 132(4) of the Act*.

70.3 The surplus assets must be given to a body that:

- (a) has similar purposes to Carers Victoria; and

- (b) also prohibits the distribution of any surplus, income and assets to its members to at least as great an extent as Carers Victoria;

subject to clauses 70.5, 71.2(e) and 71.2(f).

70.4 If Carers Victoria is wound up voluntarily, the body to which its surplus assets are to be given must be decided by special resolution*.

70.5 The surplus assets of Carers Victoria do not include any property supplied by a government department, public authority or municipal council, including the unexpended portion of a grant. On winding up, that property must be returned to the body that supplied it or its nominee.

See section 132(3) of the Act*.

71. Tax Deductibility

71.1 In this clause:

- (a) “contributions” and “fund-raising event” have the same meaning as in Division 30 of the Tax Act;
- (b) “DGR” means a deductible gift recipient under Division 30 of the Tax Act;
- (c) “gift funds” means:
 - (i) gifts and contributions to Carers Victoria, and
 - (ii) money received by Carers Victoria because of such gifts and contributions; and
- (d) “the Tax Act” means the Commonwealth *Income Tax Assessment Act 1997*.

71.2 If Carers Victoria has been endorsed as a DGR:

- (a) receipts for gifts to Carers Victoria must include:
 - (i) the name and ABN of Carers Victoria, and
 - (ii) the fact that the receipt is for a gift;
- (b) receipts for contributions to Carers Victoria in relation to a fund-raising event must include:
 - (i) the name and ABN of Carers Victoria, and

- (ii) the other information required by section 30-228 of the Tax Act;
- (c) Carers Victoria must keep records that record and explain all transactions and other acts it engages in relevant to its status as a DGR for at least 5 years;
- (d) the records must show that Carers Victoria uses gift funds only for the principal purpose of Carers Victoria;
- (e) on winding up of Carers Victoria or revocation of its endorsement (whichever occurs earlier), any surplus gift funds must be transferred to another DGR; and
- (f) on winding up or dissolution of Carers Victoria its surplus assets other than any surplus gift funds must also be given to another DGR.

72. Notices

- 72.1 Members must give Carers Victoria their address for notices, and any change in that address.
- 72.2 The address for notices may include an email address and a fax number.
- 72.3 Carers Victoria must enter any change in the address of a member in the register of members.
- 72.4 Notice may be given to a member by sending it to the address last given by the member.
- 72.5 In this constitution a period of notice of a meeting expressed in days:
- (a) does not include the day on which notice is given; but
 - (b) includes the day on which the meeting is held.
- 72.6 Notices sent by prepaid post are taken to have been given on the second business day* after posting.
- 72.7 Notices sent by email or fax are taken to have been given on the business day* after sending.
- 72.8 In this clause, “member” includes a Board member.

73. Interpretation

73.1 In this constitution, unless the contrary intention appears:

- (a) “absolute majority” means a majority of the votes of all Board members entitled to vote at the time, whether or not those Board members are present, and whether or not they vote;
- (b) “the Act” means the Victorian *Associations Incorporation Reform Act 2012*;
- (c) “business day” means a day that is not a Saturday, Sunday or public holiday at the registered address of Carers Victoria;
- (d) “carer” has the meaning given in clause 3.1(a);
- (e) “Carers Victoria” has the meaning given in clause 2;
- (f) “convene” means call and arrange to hold, and includes setting the date, time and place of the meeting;
- (g) “member” has the extended meaning given in clause 7.3;
- (h) “organisational representative” has the meaning given in clause 7.1;
- (i) “the Registrar” means the Registrar of Incorporated Associations under the Act*;
- (j) “regulations” means regulations of Carers Victoria made under clause 37.1, and “regulation” has a corresponding meaning;
- (k) “special resolution” means a resolution:
 - (i) to amend this constitution;
 - (ii) to change the name of Carers Victoria;
 - (iii) to amalgamate Carers Victoria with another association incorporated under the Act*; or
 - (iv) to wind up Carers Victoria;
 which may only be passed at a general meeting where:
 - (v) at least 21 days notice of the proposed resolution has been given to all members entitled to vote;

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