

**Botanic Gardens Australia and New Zealand
Incorporated**

Constitution

Lodged at:

**ACT Office of Regulatory Services
255 Canberra Avenue, Fyshwick 2609**

24 November 2008

Botanic Gardens Australia and New Zealand Constitution

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BOTANIC GARDENS AUSTRALIA AND NEW ZEALAND INCORPORATED CONSTITUTION

The *Associations Incorporation Act 1991* (ACT) ('the Act') applies to this Constitution.

1. Name

- 1.1 The name of the association is '*Botanic Gardens Australia and New Zealand Incorporated.*'

2. Objects of the Association

- 2.1 The objects of the association are:
- (a) to be the chief body representing the interests of botanic gardens in Australia and New Zealand;
 - (b) to promote the interests and activities of Australian and New Zealand botanic gardens and botanic gardens generally;
 - (c) to enhance the state of botanic gardens for the benefit of the community.

3. Functions and Powers

- 3.1 In seeking to achieve these objects the Association may:
- (a) provide a forum for information exchange and coordinated planning, and foster best-practice standards amongst Australian and New Zealand botanic gardens and other botanic gardens internationally;
 - (b) be an advocate for the interests of Australian and New Zealand botanic gardens and provide policy and legislative advice affecting botanic gardens, including internationally;
 - (c) identify funding opportunities and seek increased resources for botanic gardens;
 - (d) advocate plant conservation and foster the plant sciences and social and cultural heritage programs;
 - (e) facilitate development and grant opportunities to botanic gardens' employees (staff, contractors and volunteers) for the benefit of the employee, organisation or industry;
 - (f) facilitate accreditation of plant collections and botanic gardens;
 - (g) coordinate national conferences, exhibitions and visitor programs related to botanic gardens, plant conservation and plant sciences;
 - (h) build and maintain links with relevant national and international bodies;
 - (i) provide regular communication throughout the botanic gardens and broader community about the programs and activities of the member organisations and employees.

4. Definitions

- 4.1 In this constitution, unless a contrary intention appears:
- BGANZ Inc** means Botanic Gardens Australia and New Zealand Incorporated;
- botanic garden** means gardens open to the public which grow plants for public enjoyment, scientific, horticultural, conservation, or educational purposes, and which have local, national or international roles;
- Capital-city gardens** are the following Australian capital-city botanic gardens:
- Australian National Botanic Gardens
 - Botanic Gardens of Adelaide
 - Brisbane Botanic Garden, Mt Coot-tha
 - George Brown Darwin Botanic Gardens
 - Royal Botanic Gardens Melbourne
 - Kings Park and Botanic Garden
 - Botanic Gardens Trust, Sydney
 - Royal Tasmanian Botanical Gardens
- Council** means the Council of the Association established under clause 10 of this Constitution. The Council operates as the Committee for the purposes of section 60 of the Act;
- Executive Officer** means the Executive Officer or, where no such person holds that office, the Public Officer of the association;
- financial year** means the year ending on June 30 in any given year;
- in writing** means printed, typewritten and any other means of reproducing words in a visible form, including words on paper transmitted by facsimile and other electronic means;
- member** means an organisation or individual admitted to membership as set out in clause 5;
- officers** mean the persons elected to the positions designated as Officer positions in sub-clause 10.2;
- organisation** means a legal entity including an incorporated association, trust, government agency, local government body or similar organisation;
- regional group** means a group of the Association from a particular geographic area established under the provisions of clause 20A;
- representative** means the nominated representative of an Institutional or Associate member;
- rules or rules governing membership** means clauses 1 to 37 inclusive of this Constitution;
- the Act** means the *Associations Incorporation Act 1991* (Australian Capital Territory);
- the Association** means Botanic Gardens Australia and New Zealand Incorporated established by this Constitution.
- 4.2 Words or expressions contained in this Constitution and Rules shall be interpreted in accordance with the provisions of the *Interpretation Act 1967* (ACT).

- 4.3 In this Constitution, a reference to a Clause, Sub-Clause, Schedule or an Annexure is a reference to a clause, a sub-clause, a schedule or an Annexure to this Constitution. Headings are for convenience only and do not affect the interpretation of this Constitution.

5. Membership

- 5.1 Organisations and individuals that support the objects of the Association and who comply with the rules governing membership shall be eligible for membership of the Association.
- 5.2 There shall be three categories of membership:
- (a) Individual membership, to which individuals who fit the description in sub-clause 5.1 may be admitted;
 - (b) Institutional membership, to which botanic gardens that fit the description in sub-clause 5.1 and that are described in the definition of 'botanic gardens' may be admitted; and
 - (c) Associate membership, to which other organisations that fit the description in sub-clause 5.1, such as Friends' groups of botanic gardens, may be admitted.
- 5.3 Organisations and individuals meeting the requirements of sub-clause 5.1 may apply in writing to become a member of the Association. Applications shall be addressed to the Secretary/Treasurer. A decision on an application for membership of the Association shall be taken by the Council and the Council's majority decision shall be final.
- 5.4 If an organisation or individual is admitted to membership of the association under sub-clause 5.3, this membership shall commence from the first day of the quarter in which the organization or individual was admitted.
- 5.5. Membership of the Association, or a right, entitlement or obligation associated with membership of the Association, cannot be transferred to another member or non-member and any such rights, entitlements or obligations shall terminate upon cessation of membership of the Association.
- 5.6 Membership of the Association will cease upon a member:
- (a) resigning from the Association in accordance with sub-clause 5.7;
 - (b) being wound up or ceasing to exist for any other reason;
 - (c) being expelled from the Association;
 - (d) no longer meeting the requirements of membership set out in sub-clause 5.1;
 - (e) failing to meet financial obligations properly imposed, within six months of the imposition of those obligations (unless otherwise determined by the Council).
- 5.7 A member may resign from the Association by giving notice in writing addressed to the Secretary/Treasurer and such resignation will take effect 14 days after receipt of such notice by the Secretary/Treasurer.

- 5.8 Resignation from the Association shall not absolve a member from any financial obligations duly imposed under this Constitution and Rules.
- 5.9 A Register of Members shall be maintained by the Secretary/Treasurer, in which shall be recorded the names and addresses of all members of the Association and the dates of their admission to membership. The name of a member that ceases to be a member of the Association for any reason shall be deleted from the Register of Members.
- 5.10 The presence or absence of a member's name in the Register of Members shall be prima facie proof of that member's membership of the Association or otherwise as the case may be.

6. Rights of Members

- 6.1 An Institutional or Associate member may designate a person to represent them in the affairs of the Association.
- 6.2 Representatives of such members shall have the right to attend and to speak at general meetings of the Association.
- 6.3 Representatives of Institutional members shall have the right to vote at general meetings of the Association.
- 6.4 Representatives of Associate members shall not hold the right to vote in any meeting or decision of the Association.
- 6.5 Individual members shall have the right to speak and vote at general meetings of the Association.

7. Membership fees

- 7.1 Annual fees for membership will be determined by Council annually to apply for the following financial year.
- 7.2 Annual membership fees become due and payable on 1 July in the financial year.
- 7.3 Where the membership fee for the current year has not been paid within three months of it being due the rights and privileges of the member (including the right to vote) shall be suspended forthwith and shall remain suspended until the outstanding membership fee is paid in full.
- 7.4 Where the membership fee remains unpaid six months after falling due the member shall cease to be a member of the Association and the member's name will be removed from the Register of Members.
- 7.5 A member whose membership has been terminated in the manner set out in sub-clause 7.4 and who subsequently wishes to resume membership of the Association shall make application as a new member and pay the outstanding fee for the year in which membership was terminated as well as the fee for the current financial year prior to being admitted again as a member.

8. Disciplining of Members

- 8.1 Where the Council is of the opinion that a member has:
- (a) persistently refused or neglected to comply with a provision of this Constitution and Rules; or
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of the Association, the Council may by resolution –
 - (i) expel the member from the Association; or
 - (ii) suspend the member from such rights and privileges of membership of the Association as the Council may determine for a specified period. Before adopting any such resolution the Council shall make available to the member in question full details of the matters that have been taken into account by the Council and give the member an opportunity to present such evidence or argument concerning the matter as the member considers necessary.
- 8.2 Following the adoption of a resolution of the Council under sub-clause 8.1, the Secretary/Treasurer shall, as soon as practicable, cause a notice in writing to be served on the member:
- (a) setting out the resolution of the Council and the grounds on which it is based; and
 - (b) stating that the member or a representative of the member may appeal the resolution by addressing the Council at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice; and
 - (c) stating the date, place and time of the meeting; and
 - (d) informing the member that they may do either or both of the following:
 - (i) arrange for a representative to attend and speak at the meeting
 - (ii) submit to the Council at or prior to the date of the meeting written representations relating to the resolution.
- 8.3 The majority decision of the Council on the appeal shall be final and no further appeal shall be allowed. A member that has been expelled from the Association under this sub-clause may seek to be readmitted to membership on the presentation of evidence satisfactory to the Council that the matters which led to the expulsion have been corrected or no longer apply.
- 8.4 At any meeting of the Council convened in accordance with sub-clause 8.2 where the actions and discipline of a member are in issue, as described in sub-clauses 8.1 (a) or 8.1 (b), at least five Council members must be present and involved in the decision making process.
- 8.5 Sub-clauses 18.4, 18.5, and clause 20 apply to any meetings of the Council which take place in accordance with sub-clauses 8.2 - 8.4 inclusive.

9. Income and Property

- 9.1 The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association

and no portion thereof shall be paid or transferred, directly or indirectly by dividend, bonus or otherwise, to any member of the Association.

- 9.2 Nothing contained in sub-clause 9.1 shall prevent the payment in good faith of remuneration to a servant or member or representative of the Association, whether such servant or member or representative is a member of the Council or otherwise, or to any other person:
- (a) in return for any services actually rendered to the Association;
 - (b) for goods supplied in the ordinary and usual way of business;
 - (c) as repayment of out-of-pocket expenses legitimately incurred in relation to the Association;
 - (d) in payment of interest at a rate not exceeding the rate for the time being charged on overdrawn accounts by bankers in Australia, on money borrowed from any member of the Association;
 - (e) as reasonable and proper rent for any premises let to the Association.

10. Governance of the Organisation

- 10.1 A Council shall conduct the affairs of the Association. The Council shall have a maximum of 14 members and be comprised of:
- (a) One regional representative from each Australian State and Territory elected or appointed by the regional group or groups in those Australian States and Territories in which such groups exist, and by agreement between the Capital-city Gardens and regional botanic gardens in the other States and Territories;
 - (b) Two representatives from New Zealand botanic gardens elected or appointed by the regional group or groups in New Zealand;
 - (c) A maximum of two members elected or appointed by the Capital-city Gardens.
- 10.2 The Officers shall be elected from the Council members for a term not exceeding two years by the Council members and shall be:
- (a) the President,
 - (b) two Vice-Presidents, one each from Australia and New Zealand,
 - (c) an Officer combining the roles of Secretary/Treasurer.
- 10.3 Co-opted Members shall be persons invited by the Council to join the Council, with a maximum of two Co-opted Members of Council serving at the one time. This number does not include co-opted Office holders appointed under sub-clause 11.2.
- 10.4 The Officers shall constitute the Executive Council, which shall be entitled to conduct the business of the Association between meetings of the Council.

11. Term of Office

- 11.1 Council members will be elected or appointed for terms of up to two years and if re-elected or re-appointed, will be eligible to serve for a maximum of three consecutive terms.
- 11.2 In the event of a casual vacancy occurring amongst the General Members of the Council, the Council may co-opt a person to fill the

vacancy and the person so appointed shall hold office, subject to these rules, until such time as the vacated position has been filled in accordance with sub-clause 10.1.

- 11.3 Co-opted Members may be members of the Council for a term extending from the annual general meeting at or after which they are invited to join the Council until the annual general meeting in the succeeding year, when their term may be extended by the other members of Council.

12. Public Officer

- 12.1 The Council shall appoint a Public Officer from time to time in accordance with the provisions of the Act, including but not limited to the requirement for the Public Officer to be an ACT resident who is at least 18 years of age.
- 12.2 The Public Officer shall, if not already a member of the Council, be entitled to attend meetings of the Council, but if not a member of Council shall have no right to vote at Council Meetings.
- 12.3 In the event of a vacancy arising in the position of Public Officer whether by removal from office or for any other reason prescribed in the Act, the Council or, if the Council cannot meet, the Executive Council shall immediately take such steps as are necessary to appoint another person as Public Officer in accordance with the requirements of the Act.

13. Executive Officer

- 13.1 The Council shall appoint the Executive Officer of the Association.
- 13.2 The Council may suspend or remove an Executive Officer from that office.
- 13.3 An Executive Officer holds office on the terms and conditions (including as to any remuneration) and with the powers, duties and authorities as determined by the Council. The exercise of those powers and authorities and the performance of those duties by an Executive Officer are subject at all times to the control of the Council.

14. Secretary/Treasurer

- 14.1 The Secretary/Treasurer shall ensure that the Association:
 - (a) collects and receives all moneys due to the Association and makes all payments authorised by the Association; and
 - (b) keeps correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

15. Vacancies in Council Membership

- 15.1 For the purposes of this Constitution and Rules, a vacancy on the Council occurs if a member of the Council:
- (a) completes their term of membership of the Council;
 - (b) dies;
 - (c) ceases to be a member of the Association;
 - (d) resigns from the Council;
 - (e) is removed from the Council pursuant to sub-clause 16.1;
 - (f) is disqualified from office under sub-sections 63 (1) and 63 (2) of the Act;

16. Removal of Council Members

- 16.1 The Association may at a meeting of the Council by resolution, subject to section 50 of the Act, remove any member of the Council from office before the expiration of the member's term.

17. Powers of the Council

- 17.1 The Council shall control and manage the affairs of the Association and may exercise all such functions as may be exercised by the Association other than those functions that are required by the Act or this Constitution to be exercised at the annual general meeting.
- 17.2 The Council has power to perform all such acts and do all such things as are necessary or desirable for the proper management of the affairs of the Association.
- 17.3 In delegating to other persons, to a committee or to the Executive Council power to perform functions on its behalf, the Council shall not resile from responsibility for those activities and functions, but shall allow the maximum practicable freedom to such persons or to the Committee or to the Executive Council to perform those functions, consistent with the need to ensure proper control of funds and all matters within the purview of the Council.

18. Council and Executive Council Meetings and Quorum

- 18.1 The Council shall hold one face-to-face meeting in each calendar year and may meet at other times by telephonic or electronic means and may make decisions by email vote.
- 18.2 The Executive Council may meet by telephonic or electronic means and may take decisions by email vote.
- 18.3 The quorum for a meeting of the Council and the Executive Council shall be respectively five members of Council and three members of the Executive Council, whether present personally or by proxy.
- 18.4 No business shall be transacted by the Council or the Executive Council unless a quorum is present and if within half an hour after the

time appointed for the meeting a quorum is not present the meeting shall be adjourned to a place and at a time to be fixed by the person presiding.

- 18.5 At meetings of the Council or Executive Council:
- (a) the President shall preside; or
 - (b) if the President is absent, the Council or Executive Council members present shall elect one of the Vice-Presidents to preside;
 - (c) for Council meetings only, if the President and the Vice-Presidents are absent, the Council members present shall elect one of their number to preside.

19. Delegation to a Committee

- 19.1 The Council and Executive Council may delegate in writing to a committee (consisting of such members of the Council or such other persons as the Council or Executive Council thinks fit) the exercise of such of the functions of the Council as are specified in the instrument, other than:
- (a) this power of delegation; and
 - (b) a function, which is a function imposed on the Council by the Act, by any other law of the Australian Capital Territory, or by resolution of the Association in general meeting;
- 19.2 A committee may meet and adjourn as it thinks proper.

20. Voting and Decisions at Meetings of Council

- 20.1 A member of the Council may appoint another member of the Association as a proxy for a particular meeting of the Council, but no person shall hold more than one such proxy. The appointment of a proxy under this sub-clause shall be in writing and delivered to the Secretary/Treasurer prior to the meeting to which it relates.
- 20.2 Questions arising at a meeting of the Council or the Executive Council or of any committee appointed by the Council shall be determined by a majority of the votes of members of the Council or Executive Council or committee present at the meeting personally or by proxy.
- 20.3 Each Council member present at a meeting of the Council (whether personally or by proxy) or of the Executive Council or a committee (including the person presiding at the meeting) is entitled to one vote, but in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 20.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or the Executive Council or a committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Council, Executive Council or committee.

20A. Regional Groups

- 20A.1** Members of the Association located in a particular geographic area may, only with the approval of the Council, form themselves into a regional group of the Association. Any regional group so formed shall be part of the Association and not an independent legal entity and will include “BGANZ” as the first word in the title of the regional group.
- 20A.2** Membership of the Association shall not be a pre-requisite to membership of any regional group.
- 20A.3** Regional groups shall only operate under Regulations approved by the Council.
- 20A.4** Any Regulations under which a regional group operates may be amended by the Council at its discretion.
- 20A.5** The Council shall not approve Regulations which do not contain provision to the effect that the Regulations may be altered only with the approval of the Council.
- 20A.6** The Association may, on the recommendation of the Council, resolve by simple majority in general meeting that a group cease to exist. If such a resolution is passed the group shall cease to exist from the date of the resolution.
- 20A.7** Members of a regional area within an existing regional group area may apply to the Council to become a separate regional group.
- 20A.8** Each regional group must, at the end of each financial year of the Association, submit its annual financial accounts to the Association for inclusion in the annual financial accounts of the Association.
- 20A.9** A regional group may, with the approval of the Council, charge an annual subscription fee from its Members to be used for the purposes or benefit of that regional group.
- 20A.10** Each regional group may only acquire assets on behalf of the Association. All income and assets received or held by or on behalf of a regional group are beneficially the property of the Association.

21. Annual General Meetings

- 21.1** The Association shall, once in each financial year and within the period of five months after the expiration of each financial year of the Association, convene the annual general meeting of its members.
- 21.2** In addition to any other business which may be transacted at the annual general meeting, the business of the annual general meeting shall be:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Council a report on the activities of the Association during the last preceding financial year;
 - (c) to receive from the Council and consider the statement of accounts and the reports that are required to be submitted to members pursuant to sub-section 73(1) of the Act;

- (d) to appoint an Auditor.
- 21.3 The Association shall hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of five months after the expiration of the first financial year of the Association.
- 21.4 Sub-clause 21.3 has effect subject to the powers of the Registrar-General under section 120 of the Act in relation to extensions of time.

22. General meetings

- 22.1 The Council may, whenever it thinks fit, convene a general meeting of the Association.
- 22.2 The Council shall, on the requisition in writing of not less than ten members of the Association, convene a general meeting.
- 22.3 A requisition from members for a general meeting:
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the Secretary/Treasurer; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 22.4 If the Council fails to convene a general meeting within one month after the date on which a valid requisition for the meeting is lodged with the Secretary/Treasurer, any one or more of the members that made the requisition may convene a general meeting to be held not later than three months after that date.
- 22.5 The general meeting convened by members referred to in the preceding sub-clause shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Council and any member that thereby incurs reasonable expense is entitled to be reimbursed by the Association.

23. Notice

- 23.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association (including but not limited to a proposed change of name of the Association and any proposed alteration of the rules governing membership), the Secretary/Treasurer shall, at least 28 days before the date fixed for the holding of the general meeting, cause to be sent to each member at the member's address as advised to the Secretary/Treasurer notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 23.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the

Secretary/Treasurer shall, at least 28 days prior to the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in sub-rule 23.1 specifying, in addition to the matters required under that sub-rule, the intention to propose the resolution as a special resolution.

- 23.3 Late agenda items may be included for discussion at a general meeting if permission to include such items is sought by the person presiding at the commencement of the meeting and assent to inclusion of such items is indicated by a majority of representatives present at the meeting.
- 23.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary/Treasurer, who shall include that business on the agenda of the next general meeting held after receipt of the notice from the member, provided the proposal is supported in writing by at least two other members.
- 23.5 No general meeting shall be invalid by reason of non-receipt of notice by a member.

24. Procedure and Quorum at General Meetings

- 24.1 No item of business shall be transacted at a general meeting unless a quorum of members or representatives entitled under these rules to vote is present during the time the meeting is considering that item.
- 24.2 Ten such members and representatives present in person (being members or representatives entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of business at a general meeting.
- 24.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of the members, shall be dissolved and in any other case shall stand adjourned to a date and time and to a place specified at the time of the adjournment by the person presiding at the meeting, or communicated by written notice to the members.
- 24.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the general meeting, those present in person being at least nine members and representatives entitled under this Constitution to vote at a general meeting shall constitute a quorum.

25. Presiding Member

- 25.1 The President shall preside at each general meeting.
- 25.2 If the President is absent from a general meeting, the members and representatives present shall elect one of the Vice-Presidents to preside at the meeting.
- 25.3 If the President and the Vice-Presidents are absent from the general meeting, the members and representatives present shall elect one of their number to preside at the meeting.

26. Adjournment

- 26.1 The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of the members and representatives present, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 26.2 Where a general meeting is adjourned for 14 days or more, the Secretary/Treasurer shall give written notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 26.3 Except as provided in sub-clauses 26.1 and 26.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

27. Voting and Decisions at General Meetings

- 27.1 Subject to sub-clauses 6.4 and 27.4, a member is entitled to one vote on any question arising at a general meeting of the Association.
- 27.2 All votes shall be given personally by members or representatives; there is no voting by proxy.
- 27.3 A member or representative is not entitled to vote at any general meeting of the Association unless all monies due and payable by the member to the Association have been paid, except for the current year's annual subscription subject to the provisions of sub-clause 7.3.
- 27.4 In the case of an equality of votes on a matter at a general meeting, the person presiding shall be entitled to exercise a second or casting vote.
- 27.5 A question arising at a general meeting of the Association shall be determined on a show of hands of those persons present and entitled to vote and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a simple majority or lost, an entry to that effect in the minute book of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 27.6 At a general meeting of the Association a poll may be demanded by the person presiding or by not less than five members or representatives present in person at the meeting.
- 27.7 Where a poll is demanded at a general meeting, the poll shall be taken –
 - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the result of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

28. Finances of the Association

- 28.1 The finances of the Association shall comprise the membership fees, the income and assets of regional groups, profits from the holding of events and conferences or from the sale of publications and other goods, grants, donations and, subject to any resolution passed by the Association in general meeting and subject to section 114 of the Act, such other sources as the Council determines.
- 28.2 The Secretary/Treasurer shall ensure that the Association shall maintain proper accounting records and that all monies received by the Association are deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 28.3 The Association shall be responsible for meeting the cost of activities that are carried on in the name of the Association provided that the Council has approved the conduct of such activities and has agreed to meet the costs of them.
- 28.4 Payments made on behalf of the Association by cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall have two signatories, being two members of Council nominated by the Executive Council, or one member of Council and one member of the staff of the Association nominated by the Executive Council.

29. Audit of Accounts

- 29.1 The Association shall at its annual general meeting appoint a person who is not a member of the Council and who has not prepared or assisted with the preparation of the accounts and who meets the requirements of the Act, to carry out an annual audit of its financial records and issue a certificate as to the correctness of such records.
- 29.2 The Council shall take reasonable steps to ensure that the audit is completed at least 14 days prior to the annual general meeting of the Association.
- 29.3 If a vacancy arises in the position of Auditor before the annual audit has been completed, the Council shall appoint another person who meets the requirements of sub-clause 29.1 to carry out the audit.
- 29.4 A person who has completed an appointment as auditor is, subject to the provisions of the Act, eligible for re-appointment.

30. Staff

- 30.1 The Association may employ such staff as it considers necessary and under such conditions as are approved by the Council and in accordance with any relevant laws governing employment in the State or Territory concerned, and in accordance with any agreement that may be entered into between the Association and the Government of the State or Territory concerned.

31. Alteration of Constitution and Rules

- 31.1 Amendments to the Constitution and Rules shall not be made except in accordance with provisions of the Act.
- 31.2 Proposed amendments to the Constitution and Rules must be made by at least two members and notified to the Secretary/Treasurer in writing, who shall be responsible for circulating any proposed amendments to the other members as soon as practicable after they have been received.
- 31.3 Any proposed amendment shall be discussed and may be decided at a general meeting of the Association.
- 31.4 Amendments to the Constitution and Rules shall require the affirmative vote of at least three quarters of the members and representatives present and voting at a general meeting.

32. Common Seal

- 32.1 The Association shall have a common seal, which shall be kept in the custody of the Secretary/Treasurer.
- 32.2 The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures of two members of the Council.

33. Custody of Books

- 33.1 Subject to the Act and Regulations, and to this Constitution and Rules, the Secretary/Treasurer shall keep in their custody or under their control all records, books, and other documents relating to the Association.

34. Inspection of Books

- 34.1 The records, books and other documents of the Association shall be open to inspection at the Registered Office of the Association, free of charge, by a member at any reasonable hour, upon reasonable notice being given by the member to the Secretary/Treasurer.

35. Service of Notices

- 35.1 For the purpose of this Constitution and Rules, a notice may be served by or on behalf of the Association upon any member at the member's address last advised to the Secretary/Treasurer.
- 35.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of this constitution to have been served on the person at the

time at which the letter would have been delivered in the ordinary course of post.

36. Regulations

- 36.1 The Council shall have power to make such Regulations as it thinks fit in relation to the affairs of the Association not otherwise provided for in this Constitution and Rules. Any proposed Regulations shall be raised at a Council Meeting, which shall be conducted in accordance with clauses 18 and 20.
- 36.2 A Regulation proposed to be made under sub-clause 36.1 shall be notified to all members of the Association as soon as is reasonably practicable.
- 36.3 A Regulation shall come into force one month after it has been notified to members, unless before that date the Secretary/Treasurer receives a request from at least ten members that the proposed Regulation should be amended or repealed.
- 36.4 If such a request is received, the proposed Regulation shall be reconsidered by the Council, which may confirm, amend or repeal the proposed Regulation. In the event that Council decided to confirm or amend the Regulation, it shall again notify all members and the provisions of sub-rule 36.3 shall again apply.
- 36.5 If a Regulation, which has been reconsidered and confirmed by Council, is again the subject of a request for amendment or repeal, the matter shall be referred to the next annual general meeting of the Association, which shall decide the matter.

37. Winding Up of The Association

- 37.1 If upon the winding up or dissolution of the Association there remain after the satisfaction of its debts and liabilities any monies in accounts, those monies shall be paid to, or distributed among, the members.
- 37.2 The liability of a member to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by sub-rule 7.3 of this Constitution and Rules.