

**Botanic Gardens Australia and New Zealand
Incorporated**

Constitution

Lodged at:

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

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;

Electronic address means email address or any other available mode of conveying an electronic message or document;

Executive Committee consists of Officers identified in Clause 10.2 and is established under clause 10.4 of this Constitution. This Committee conducts the business of the organization between meetings of the Council;

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;

notice means a paper document in writing or a document in electronic form;

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 Associations 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 38 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 must be interpreted in accordance with 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 ease of reference 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 comply with the rules governing membership are eligible for membership of the Association.
- 5.2 There are four categories of membership:
- (a) 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
 - (b) 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.
 - (c) Individual membership, to which individuals that fit the description in sub-clause 5.1, may be admitted.
 - (d) Corporate membership, to which business organisations that fit the description in sub-clause 5.1, 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 must be addressed to the Secretary/Treasurer. A decision on an application for membership of the Association must be taken by the Council and the Council’s majority decision is final.
- 5.4 If an organisation or individual is admitted to membership of the Association under sub-clause 5.3, this membership commences 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 terminate upon cessation of membership of the Association.
- 5.6 Membership of the Association ceases 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).
- 5.6 A member may resign from the Association by giving notice in writing addressed to the Secretary/Treasurer and such resignation takes effect 14 days after receipt of such notice by the Secretary/Treasurer. Resignation from the Association shall not absolve a member from any financial obligations duly imposed under this Constitution and Rules.

- 5.7 A Register of Members must 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 must be deleted from the Register of Members.
- 5.8 The presence or absence of a member's name in the Register of Members is 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, Corporate or Associate member must designate a person to represent them in the affairs of the Association.
- 6.2 Representatives of such members have the right to attend and to speak at general meetings of the Association.
- 6.3 Representatives of Institutional members have the right to vote at general meetings of the Association.
- 6.4 Corporate members, individuals and representatives of Associate organizational members have the right to speak but not to vote in any meeting or decision of the Association, apart from voting in relation to appointment of a Councillor-at-Large in Clause 10.1 (e).

7. Membership fees

- 7.1 Annual fees for membership must 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) are suspended forthwith and 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 ceases to be a member of the Association and the member's name must 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 must-
- (a) make application as a new member;
 - (b) pay the outstanding fee for the year in which membership was terminated; and
 - (c) pay 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 must 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 evidence or argument.

- 8.2 Following the adoption of a resolution of the Council under sub-clause 8.1, the Secretary/Treasurer must, 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:
 - (e) appear themselves or
 - i. arrange for a representative to attend and speak on their behalf 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 is final and no further appeal is allowed. A member 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 All income and property of the Association must be applied solely towards the promotion of the objects of the Association and no portion thereof 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 prevents 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 conducts the affairs of the Association. The Council must have a maximum of 15 members and comprise:
 - (a) One regional representative from each Australian State and Territory nominated by the regional group or groups in those Australian States and Territories in which such groups exist.
 - (b) In any Australian State or Territory where there is no formal regional group, one regional representative nominated by institutional members located in the relevant State or Territory.
 - (c) Two representatives from New Zealand botanic gardens nominated by regional group or groups in New Zealand;
 - (d) A maximum of two members nominated by the Capital-city Gardens.
 - (e) A Councillor- at-Large nominated by the representatives of Associate members and Individual members
 - (f) The Immediate Past President.
- 10.2 The Officers shall be elected by and 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 Committee, which shall be entitled to conduct the business of the Association between meetings of the Council.

11. Term of Office

- 11.1 Council members must 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 If a casual vacancy occurs in the Council, the Council may co-opt a person to fill the vacancy and the person so appointed holds 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 the Council.

12. Public Officer

- 12.1 The Council must appoint a Public Officer from time to time in accordance with 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, if not already a member of the Council, is entitled to attend meetings of the Council, but if not a member of Council has no right to vote at Council Meetings.
- 12.3 If a vacancy arises 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 Committee must immediately appoint another person as Public Officer in accordance with the requirements of the Act.

13. Executive Officer

- 13.1 The Council must 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, duties and authorities and the performance of those duties by an Executive Officer must be in accordance with any directions of the Council.

14. Secretary/Treasurer

- 14.1 The Secretary/Treasurer must 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 Council may by resolution at a meeting of the Council, and 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 controls and manages the affairs of the Association and may exercise all its functions 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 may 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 the Executive Committee or to any other committee power to perform functions on its behalf, the Council retains responsibility for those functions, but must allow the maximum practicable freedom to such persons or to the Executive Committee 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 Committee Meetings and Quorum

- 18.1 The Council must 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 Committee may meet by telephonic or electronic means and may take decisions by email vote.
- 18.3 The quorum for a meeting of the Council or of the Executive Committee is respectively five members of Council and three members of the Executive Committee whether present personally or by proxy.
- 18.4 No business shall be transacted by the Council or the Executive Committee 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 Committee:
- (a) the President presides; or
 - (b) if the President is absent, the Council or Executive Committee members present must 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 must elect one of their number to preside.

19 Delegation to a Committee

- 19.1 The Council and Executive Committee may delegate in writing to a committee (consisting of such members of the Council or such other persons as the Council or Executive Committee thinks fit) the power to exercise such of the functions of the Council as are specified in the instrument, other than:
- (a) this power of delegation; and

- (b) any 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 may hold more than one such proxy. The appointment of a proxy under this sub-clause must 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 Committee or of any committee appointed by the Council must be determined by a majority of the votes of members of the Council or Executive Committee 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 Committee 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 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 Committee 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 Committee or committee.

21. Regional Groups

- 21.1 Members of the Association located in a particular geographic area may, with the prior approval of the Council, form themselves into a regional group of the Association. Any regional group so formed-
 - a) becomes an integral part of the Association and not an independent legal entity and
 - b) must include “BGANZ” as the first word in its title.
- 21.2 Membership of the Association is not a pre-requisite to membership of any regional group.
- 21.3 Regional groups must operate under Regulations approved by the Council.
- 21.4 Any Regulations under which a regional group operates may be amended by the Council at its discretion.
- 21.5 The Council must not approve Regulations which do not contain provision to the effect that the Regulations may be altered only with the approval of the Council.
- 21.6 The Association may, on the recommendation of the Council, resolve by simple majority in general meeting that a group cease to exist and the group ceases to exist from the date of the resolution.
- 21.7 Members of a regional area within an existing regional group area may apply to the Council to become a separate regional group.

- 21.8 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.
- 21.9 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.
- 21.10 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.

22. Annual General Meetings

- 22.1 The Association shall, once in each financial year and within five months after the expiration of each financial year of the Association, convene the annual general meeting of its members.
- 22.2 In addition to any other business which may be transacted at the annual general meeting, the business of the annual general meeting is:
 - (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.
- 22.3 The Association must 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.
- 22.4 Sub-clause 22.3 has effect subject to the powers of the Registrar-General under section 120 of the Act in relation to extensions of time.

23 General meetings

- 23.1 The Council may, whenever it thinks fit, convene a general meeting of the Association.
- 23.2 The Council must, on the requisition in writing [or by electronic means] of not less than ten members of the Association, convene a general meeting.
- 23.3 A requisition from members for a general meeting:
 - (a) must state the purpose or purposes of the meeting;
 - (b) must be signed by the members making the requisition;
 - (c) must be lodged with the Secretary/Treasurer; and
 - (d) may consist of several documents [including electronic messages or documents] in a similar form, each signed or otherwise endorsed by one or more of the members making the requisition.
- 23.4 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.

- 23.5 Any general meeting convened by members referred to in the preceding sub-clause must 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.

24. Notice

- 24.1 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 must, 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.
- 24.2 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 must, 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-clause 24.1 specifying, in addition to the matters required under that sub-clause, the intention to propose the resolution as a special resolution.
- 24.3 Late agenda items may be included for discussion at a general meeting if the person presiding at the commencement of the meeting seeks the permission of members present to include such items and assent to inclusion of such items is indicated by a majority of representatives present at the meeting.
- 24.4 A member desiring to bring any business before a general meeting must give notice of that business supported in writing by at least two other members to the Secretary/Treasurer, who must include that business on the agenda of the next general meeting held after receipt of the notice from the member.
- 24.5 No general meeting is invalid by reason of non-receipt of notice by a member whether proved by the member or otherwise.

25 Procedure and Quorum at General Meetings

- 25.1 No item of business is to 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.
- 25.2 Ten 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.
- 25.3 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, must be dissolved and in any other case stands 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 subsequently communicated by notice to the members.
- 25.4 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 at

least nine members and representatives entitled present in person under this Constitution to vote at a general meeting constitute a quorum.

26. Presiding Member

- 26.1 The President presides at each general meeting.
- 26.2 If the President is absent from a general meeting, the members and representatives present must elect one of the Vice-Presidents to preside at the meeting.
- 26.3 If the President and the Vice-Presidents are absent from the general meeting, the members and representatives present must elect one of their number to preside at the meeting.

27 Adjournment

- 27.1 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 may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 27.2 Where a general meeting is adjourned for 14 days or more, the Secretary/Treasurer must give 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.
- 27.3 Except as provided in sub-clauses 27.1 and 27.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting need not be given.

28. Voting and Decisions at General Meetings

- 28.1 Subject to sub-clauses 6.4 and 28.4, a member is entitled to one vote on any question arising at a general meeting of the Association.
- 28.2 All votes must be given personally by members or representatives; there is no voting by proxy.
- 28.3 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.
- 28.4 In the case of an equality of votes on a matter at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- 28.5 A question arising at a general meeting of the Association must be determined on a show of hands of those persons present and entitled to vote. 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.

- 28.6 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.
- 28.7 Where a poll is demanded at a general meeting, the poll must 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.

29

Finances of the Association

- 29.1 The finances of the Association comprises 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.
- 29.2 The Secretary/Treasurer must ensure that the Association maintains 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.
- 29.3 The Association is 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.
- 29.4 Payments made on behalf of the Association by cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must have two signatories, being two members of Council nominated by the Executive Committee, or one member of Council and one member of the staff of the Association nominated by the Executive Committee.

30. Audit of Accounts

- 30.1 The Association at its annual general meeting must appoint a person who-
- a) is not a member of the Council;
 - b) has not prepared or assisted with the preparation of the accounts; and
 - c) 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.
- 30.2 The Council must ensure that the audit is completed at least 14 days prior to the annual general meeting of the Association.
- 30.3 If a vacancy arises in the position of Auditor before the annual audit has been completed, the Council must appoint another person who meets the requirements of sub-clause 30.1 to carry out the audit.
- 30.4 A person who has completed an appointment as auditor is, subject to of the Act, eligible for re-appointment.

31. Staff

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

32. Alteration of Constitution and Rules

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

33. Common Seal

- 33.1 The Association must have a common seal, kept in the custody or control of the Secretary/Treasurer.
- 33.2 The common seal must not be affixed to any instrument except by the authority of the Council and the affixing of the common seal must be attested by the signatures of two members of the Council.

34. Custody of Books

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

35. Inspection of Books

- 35.1 The records, books and other documents of the Association must 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.

36. Service of Notices

- 36.1 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.

- 36.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, unless the contrary is proved, the document shall, 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.
- 36.3 Where a notice is sent by electronic means to a person at the person's last-advised electronic address, the notice 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 notice would have been delivered in the ordinary course of the electronic mode used

37. Regulations

- 37.1 The Council has 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 must be raised at a Council Meeting.
- 37.2 A Regulation proposed to be made under sub-clause 37.1 must be notified to all members of the Association as soon as is reasonably practicable.
- 37.3 A Regulation comes 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.
- 37.4 If such a request is received, the proposed Regulation must be reconsidered by the Council, which may confirm, amend or repeal the proposed Regulation. In the event that the Council decides to confirm or amend the Regulation, it must again notify all members and sub-rule 37.3 again apply.
- 37.5 If a Regulation, which has been reconsidered and confirmed by Council, is again the subject of a request for amendment or repeal, the matter must be referred to the next annual general meeting of the Association, which must decide the matter.

38. Winding Up of The Association

- 38.1 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 must be paid to, or distributed among, the members.
- 38.2 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.