

CONSTITUTION

of



Victoria Police Legacy Scheme Incorporated

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PART I - PRELIMINARY

Principal Purpose

The **Victoria Police Legacy Scheme Incorporated** is an incorporated association Founded by Victoria Police members in 1980 as a not – for-profit organisation to provide ongoing support service for Victoria Police families who have suffered the loss of a loved one. We are dedicated to enhancing the lives and opportunities of Victoria Police legatees. Ultimately, we strive to ensure that every surviving spouse, partner or child of a deceased Victoria Police officer always feels supported.

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Constitution, except in so far as the context or subject matter otherwise indicates or requires:

“ACNC” means the *Australian Charities and Not-for-Profits Commission*.

“ACNC Legislation” means the *Australian Charities and Not-for-Profits Commission Act 2012 (Cth)* and the *Australian Charities and Not-for-Profits Commission (Consequential and Transitional) Act 2012 (Cth)*.

“Act” means the *Associations Incorporation Reform Act 2012 (Vic)*.
Application of the Associations Incorporation Reform Act 2012 (Vic): *In this Constitution unless the contrary intention appears an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Associations Incorporation Reform Act 2012 (Vic), the same meaning as in that provision of the Associations Incorporation Reform Act 2012 (Vic); and “section” (abbreviated as s.) means a section of the Associations Incorporation Reform Act 2012 (Vic). This Constitution shall comply with the subscribed matters specified in the relevant sections of the Associations Incorporation Reform Act 2012 (Vic) and such matters that may be prescribed*

“advertisement” means, in relation to causing a notice to be given to members:

- (a) the placement of a public notice in a daily newspaper published throughout Victoria; and/or
- (b) the placement of a notice in an official newspaper, website or similar publication or local or restricted communications network that the Victoria Police might produce (e.g. Gazette or intranet or similar); and/or
- (c) such other means as the Board may, from time to time, determine pursuant to [rule 47](#).

“Ambassador” means a member or former member of the Association, or other person, appointed by the Board in accordance with the Ambassador Policy of the Association, and whose role is to:

- (a) champion the Association in order to increase awareness across Victoria Police and the wider community
- (b) represent the Association when required
- (c) undertake activities to positively reflect the Principal Purpose of the Association

“Annual General Meeting” means a meeting held annually pursuant to [rule 27](#) and [rule 28](#).

“Association” means the *Victoria Police Legacy Scheme Incorporated*, being the Association constituted by this document and shall be the Association's name for the purposes of the Act s.22 and which may for the purposes of this document and the internal purposes of the Association be referred to as **"Victoria Police Legacy"** or in the abbreviated form as **"VPL"**.

“Attendee” means a person or persons permitted, at the discretion of the Board, to attend any part of the Association’s Board meetings but with no status as a ‘director’ under the meaning of such in this Constitution or the law, and only in a non-voting capacity. Attendees permitted to attend Board meetings may speak on agenda items to provide advice, counsel and information on matters or answer questions as requested by directors through the presiding chair of the meeting. For the sake of clarity, attendees in this capacity, should be cognisant they have no role or authority in either making, or participating in making, decisions that affect the whole, or a substantial part, of the business of the Association; or be understood to have the capacity to affect significantly the Association’s financial standing; or be understood to be issuing instructions or wishes in accordance which the directors of the Association are accustomed to act; or in any other way be deemed to be a ‘director’ of the Association under the meaning of such in this Constitution or the law. An attendee includes a person or persons giving advice in the proper performance of functions attaching to their professional capacity or their business relationship with the Association.

“Attorney” is a person who exercises power under the terms of a **power of attorney**.

[A **power of attorney** is an authorisation to act on another person’s behalf and in their name in a legal or business matter. The person granting the **power of attorney** is known as the grantor and the person authorised to act is the agent or attorney-in-fact. The power granted may be very wide in scope and may include the power to sign documents on behalf of the grantor, deal with their financial affairs and property, vote in the capacity of a shareholder (member), etc. This is distinct from a **proxy which** commonly refers only to authorisation to vote on another’s behalf and is therefore more limited in scope than a **power of attorney**. For example, a Member entitled to attend and vote at a company meeting may appoint a **proxy** to attend and vote in their place noting that a **proxy** is also the person to whom authorisation is granted.]

“Auditor” means a person appointed for the purpose of and as required to audit the Association's accounts pursuant to the Act s.99.

“Board” means the governing body of directors of the Association in office for the time being however described or any number of directors assembled at a meeting of the Board transacting business in accordance with this Constitution, being not less than a quorum, and as set out in [Part III](#) and who may, for the internal purposes of the Association, be cited (collectively) as the **“Directors”** who shall be construed as referencing the Board unless the context requires otherwise. The Board shall have the same meaning as **“committee”** pursuant to the Act s.3.

“Business Day” means a day except a Saturday, Sunday or public holiday in the state or territory in which the Association is taken to be registered for the purposes of the Act.

“Chair” " means any person appointed to the office of Chair pursuant to [rule 22](#) and who is to preside as Chair at each General and Board meeting of the Association pursuant [rules 17.8 and 31](#) and to the authorities, powers and functions described in this Constitution and any formally delegated policies, protocols, practices or processes as determined by the Board from time to time pursuant to [rule 47](#) that give effect to the authorities, powers and functions described in this Constitution.

“Chief Executive Officer” means the title given to any person so appointed by, and responsible and reporting to the Board as **the Association's principal corporate executive** to act within written Board-delegated authorities, limits and exclusions and accountable for the overall day-to-day operations of the Association; and who may for the internal purposes of the Association be cited as the **“CEO”** or any other title the Board may so determine from time to time.

“child or children” includes a step-child, adopted child or child of a spouse, any such child or children being a dependent of a Member or retired Member or resigned Member or a deceased Member or deceased retired Member or deceased resigned member.

"Committee" means a committee constituted by and accountable to the Board pursuant to [rule 24](#) and are governance advisory bodies for the purpose of assisting and advising the Board in areas fundamental to the Association's objects and otherwise providing the Board with recommendations relevant to select *governance* matters of the Association and consisting of one or more directors and/or other persons as the directors from time to time think fit.

“Constitution” means the registered Constitution of the Association, as amended from time to time, which binds the Association and its members, directors and officers to the same extent as if it were a contract between them under which they each agree to observe its provisions and may for the purposes of this document and the internal purposes of the Association be referred to as the **“Rules”**. A reference to a particular **"rule"** in the Constitution refers to a

numbered clause, section, phrase, paragraph or segment that relates to a particular point in the Constitution.

“Consumer Affairs Victoria” means the Victorian Government regulatory body serving the Victorian community, industry and government who register, licence and oversee compliance of incorporated association's activities against relevant legislation and administer the Act and Regulations and may for the purposes of this document and the internal purposes of the Association be abbreviated as the **“CAV”**

“Director” means an eligible natural person pursuant to [rule 16.2](#) duly appointed or elected to the Board pursuant to [rules 19 and 16.6](#); and may for the purposes of this document and the internal purposes of the Association be referred to (individually) as a **“member of the Board”** or a **“Board member”**. A director shall have the same meaning as “member of the committee” and is deemed an "office holder" of the Association pursuant to the Act s.82(a). For the avoidance of doubt a reference to a director includes an office bearer, unless otherwise expressly stated.

“disciplinary committee” means a committee formed pursuant to [rules 13.2, 13.3 and 20.3.2 and 20.3.4](#) to determine an allegation made pursuant to [rules 13.2 and 20.3](#) composed of at least:

- (a) three members of the Association; and
 - (b) one director, and
 - (c) (at the Board's discretion) one external person;
- all of whom shall be appointed by the Board who, in the opinion of the Board are not biased against, or in favour of, the Member concerned.

“disciplinary meeting” means a meeting of the disciplinary subcommittee convened for the purposes of [rules 13.2 and 20.3](#).

“electronic address” means a multi-part address typed in lower-case without any spaces separating the different parts where the first part (the user name) identifies a unique user. The '@' separates the user name from the host name which uniquely identifies the mail server. The three-letter suffix following a period (dot) identifies the kind of organization operating the mail server. Addresses outside the US use another (two-letter) suffix that identifies the country where the mail server is located.

"electronic means" means, in relation to the methods of giving or sending certain notices, documents produced, etc., the same as that in the Corporations Act s.600G and includes telephone, fax, electronic mail and other forms of electronic transmission (including websites) or technology consented to by the Board.

“Financial Year” means the 12 month period commencing on 1 July and ending on 30 June in any year or any such other period as the Board may determine from time to time.

“Friends of Police Legacy”

- (a) The parent or guardian of a child who is a legatee
- (b) The parents of deceased members of Victoria Police where the deceased member was not married and/or in a current relationship;
- (c) A member who, through death, loses a child where the child is 21 years of age or under, and;
- (d) Any other person(s) as deemed appropriate by the Board of VPL in its absolute discretion, having regard to the length of service with Victoria Police; the support of VPL or others connected with Victoria Police; their circumstances of separation from Victoria Police and other relevant matters

“General Meeting” means a meeting of Members duly called and held (and any adjourned holding of it) pursuant to [Part IV](#) or as otherwise prescribed by the Act at which all Members are entitled to attend and otherwise participate and vote at in accordance with this Constitution. A general meeting can [pursuant to the definition of "general meeting" in the Act s.3] be either an *Annual General Meeting* of the members of the Association pursuant to the Act s.63 or a *Special General Meeting* at which a *special resolution* is proposed pursuant to the Act s.64.

“Governance Charter” means a Board established document pursuant to [rule 47.2](#) that details the Association’s internal control policy framework of Board-determined governing policies that give effect to the powers delegated to the Board pursuant to this Constitution and that guide how everyone in the organisation is expected to act and behave and articulates who is responsible for what, who they are accountable to and the authorities and constraints each person must work within and as such, implies a range of *values* that will apply to the Association and its people.

“governing policy or policies” - see **“policy”** or **“policies”** below.

"leave of absence" means long service leave, extended leave, recreation leave, annual leave, sick leave or any other form of leave of absence from service.

“Legal Costs” of a person means legal costs incurred by that person in defending or resisting any proceedings (whether criminal, civil, administrative or judicial), appearing before or responding to actions taken by any court, tribunal, government authority or agency, other body or commission, a liquidator, an administrator, a trustee in bankruptcy or other authorised

official, where that proceeding, appearance or response relates to a Liability of that person.

“legatee” is a person who is deemed by the Board eligible for services and/or support of the Association pursuant to [rule 2.1](#) as deemed reasonable and just in the circumstances and /or deemed by the Board to be special and/or extraordinary and may include (but may not necessarily be limited to):

- (a) A spouse or child of a deceased member or a deceased retired member; or
- (b) A member or retired member or the child of a member or retired member, if his or her spouse dies.
- (c) A member, retired member, or the spouse or child of a member or retired member where the need for that support is deemed by the Board of VPL to be special circumstances
- (d) Any other person(s) as deemed appropriate by the Board of VPL in its absolute discretion, having regard to the length of service with Victoria Police; the support of VPL or others connected with Victoria Police; their circumstances of separation from Victoria Police and other relevant matters

“Liability” of a person means any liability (except a liability for legal costs) incurred by that person in or arising out of the discharge of duties as an Officer of the Association or in or arising out of the conduct of the business of the Association, including as result of appointment or nomination by the Association as a trustee or as a Director, Officer or employee of another body corporate.

“Member” means a person eligible pursuant to [rule 3.2](#) and whose name is entered on the register of members having been accepted as a Member of the Association and as generally set out in Part II and who:

- (a) **is** employed by Victoria Police and has been sworn in as a Constable, Reservist or Protective Services Officer or is in training as a Victoria Police or Protective Services Officer recruit; and
- (b) **was** employed by Victoria Police and was sworn in as a Constable, Reservist or Protective Services Officer and who either:
 - (i) has served at least 20 years prior to retirement or resignation, or
 - (ii) who otherwise retired due to ill-health or age,

and who may for the purposes of this document and the internal purposes of the Association be referred to as a **“member of the Association”** or a **“member of Victoria Police Legacy”**.

“Non-Profit Organisation” means (as defined by the Australian Taxation Office) *“a non-profit organisation which is not operating for the profit or gain of its individual members, whether these gains would have been direct or indirect. This applies both while the organisation is operating and when it winds up. Any*

profit made by the organisation goes back into the operation of the organisation to carry out its purposes and is not distributed to any of its members. The Australian Tax Office accepts an organisation as non-profit where its constituent or governing documents prevent it from distributing profits or assets for the benefit of particular people - both while it is operating and when it winds up. These documents should contain acceptable clauses showing the organisation's non-profit character. The organisation's actions must be consistent with this requirement".

"Notice" means a notice given pursuant to, or for the purposes of, this Constitution or the Act.

"Objects" of the Association means the objects set out in [rule 2](#) that define the purpose of the Association.

"Office Bearer" of the Association means a director who holds a Board appointed or delegated position (with corresponding delegated authority) in addition to their director role on the Board pursuant to [rule 21.1](#).

[Note: An **office bearer** is first and foremost a director, who also holds an additional delegated Board position (with corresponding delegated authority) as well as their director role, e.g. the Chair. So at [rule 16.1.1](#) - the "Office Bearer" is the Chair and the Vice-Chair but is also a director - so in the Constitution, a reference to a *Director* includes the Chair and the Vice-Chair (i.e. an office bearer). A reference to an *office bearer* is to that position and that position ONLY. A reference to a Director is to ALL directors (office bearers included).]

"office holder" shall have the same meaning given to that term in the Act s.82. **[Office holder"** is defined in the Act at the time of adoption of these Rules as: a Member of the committee; the secretary; a person, including an employee of the association, who makes, or participates in making, decisions that affect the whole, or a substantial part, of the operations of the association; a person who has the capacity to significantly affect the association's financial standing; a person in accordance with whose instructions or wishes the committee of the association are accustomed to act (but excluding a person who gives advice to the association in the proper performance of functions attaching to the person's professional capacity or to the person's business relationship with members of the committee or with the association).]

"Officer" of the Association means:

- (a) a director or office bearer (or pursuant to the Act s.82 - an "office holder") of the Association; or
- (b) the Secretary or Chief Executive Officer of the Association, the holder of any other office of the Association (however described) or a person occupying any of the abovementioned offices, whether validly appointed or not; or
- (c) any other person:
 - (i) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Association
 - (ii) who is concerned in or takes part in the management of the Association's affairs (but does not include a patron or holder of another honorary office of the association if the office does not give

its incumbent a right to participate in the management of the Association's affairs)

- (iii) who has the capacity to affect significantly the Association's financial standing; or
- (iv) in accordance with whose instructions or wishes the directors of the association are accustomed to act (excluding persons who give advice in the proper performance of functions attaching to the person's professional capacity or their business relationship with the directors or the Association).

"Organisation" means a body corporate including without limitation any incorporated entity with the legal capacity and powers of a natural person including any government corporate entity be it a company, statutory corporation or authority or otherwise a government non-corporate entity (e.g. department, agency, commission, advisory Board or council, etc) that is legally and financially connected to, or part of a Commonwealth, State or Territory government 'body politic', and which may be used interchangeably with the word '**institution**' as it relates to non-profit or public benevolent bodies.

"Patron" means a person described in [rule 42](#).

"policy" or **"policies"** means any Board-made rules, regulations, procedures, protocols or processes prescribing matters required or permitted by this Constitution to be prescribed or necessary or convenient to be prescribed with respect to any matter relating to the general courses of action that the Board deem necessary for the effective and prudent internal control, administration and management of the Association and its affairs, interests and property and to competently regulate the business of the Association as created and amended from time to time by the Board pursuant to [rules 15.1, 15.3.2 and 47](#). The policies will regulate the actions and behaviours of Association members, directors and officers in their role within, and representation of the Association and will define how everyone in the Association (Board, directors, office bearers, officers, employees, delegated persons, committees and/or agents, volunteers, etc of the Association) is expected to exercise their delegated powers, the performance of their assigned role and the discharge their obligatory duties and which may for the internal purposes of the Association be cited as a **"governing policy"** or **"governing policies"** or any other title the Board may so prescribe from time to time.

"Poll" is a form of casting votes by **ballot** in writing on behalf of the members present referred to at [rule 34](#). A ballot shall be a slip or sheet of paper, or the like, (or using electronic means to either aid or take care of the chores of casting and counting votes) on or by which a voter marks his or her vote.

"principal place of business" means the the current address of the Association's registered office as notified to the Registrar under the Act being the primary location where the Association's business is performed and where

the Association's books and records are kept and has the same meaning as "**registered office**" or "**principal place of administration**."

"Public Benevolent Institution" means a Public Benevolent Institution as defined by the Australian Taxation Office as *"a non-profit institution organised for the direct relief of poverty, sickness, suffering, distress, misfortune, disability or helplessness. The characteristics of a PBI are:*

- (a) *it is set up for needs that require benevolent relief*
- (b) *it relieves those needs by directly providing services to people suffering from them*
- (c) *it is carried on for the public benefit*
- (d) *it is non-profit*
- (e) *it is an institution, and*
- (f) *its dominant purpose is providing benevolent relief".*

"Public Statement" and **"Statement"** means statements, whether verbal, written, in electronic form or any other form whatsoever that could or would be seen, heard or by any other means communicated to a person not a Member of the Association.

"real or personal property" means the basic types of property in common law, roughly corresponding to the division between immovables and movables in civil law. Real property consists of land, buildings, crops, and other resources, improvements, or fixtures still attached to the land. Personal property is essentially all property other than real property, including goods, animals, money, and vehicles.

"Register" or **"Register of Members"** means the register of members to be kept pursuant to the Act s.56 and [rule 8](#) and may contain additional information related to the membership as the Board shall determine from time to time.

"Registrar" means the "Registrar of Incorporated Associations" pursuant to the Act s.187 that recognises the Registrar as a statutory appointment and the function of the Registrar has been incorporated into Consumer Affairs Victoria. The Registrar is responsible for administration of the Act, including incorporating associations and keeping the register of incorporated associations.

"Regulation" means the *Victorian Associations Incorporation Reform Regulations 2012* made under the *Associations Incorporation Reform Act 2012* s.222 and its successors.

"Resolution" means a resolution passed at a (general or Board) meeting of which **more than 50% of the total eligible votes cast on the resolution** (i.e. those votes cast by persons eligible to vote who are present at the meeting in person or by proxy as the Constitution allows) are in favour of the resolution.

“Rules” means the registered Constitution of the Association, as amended from time to time, which binds the Association and its members, directors and officers to the same extent as if it were a contract between them under which they each agree to observe its provisions and may for the purposes of this document and the internal purposes of the Association be referred to as the **“Constitution”**. A reference to a particular **“rule”** in the Constitution refers to a numbered clause, section, phrase, paragraph or segment that relates to a particular point in the Constitution;

“Seal” means the common seal of the Association (as required pursuant to the Act s.29(b)) and includes any official seal of the Association [noting that the Act s.38 allows the Association to authenticate a document or proceeding requiring authentication by the signature of either 2 members of the Board or if the secretary of the Association is not a Member of the Board - by a Member of the Board and the secretary without using a seal in which case the Association must act pursuant to the Act s.38 or otherwise].

“Secretary” means the person appointed to hold the office of Secretary of the Association under this Constitution (pursuant to [rules 21.5.1 and 25](#)) and pursuant to the Act ss.72-76 and who agrees to be named or appointed Secretary, is at least 18 years old and lives in Australia. The statutory role of secretary includes:

- lodging an annual statement with CAV, or the appropriate regulatory authority at the time, within a month after the Annual General Meeting
- applying to CAV, or the appropriate regulatory authority at the time, to change the Association's name or rules
- notifying CAV, or the appropriate regulatory authority at the time, of:
 - a change to the Association's registered address
 - their appointment as secretary or any changes to their details
 - a special resolution to wind up the Association or distribute its assets
- dealing with requests to restrict access to information in the Association's register of members
- adding or removing delegates of the Association

“Special Business” is business of a general meeting (other than ordinary business requiring a simple majority) that the Act requires to be passed as a "special resolution" by at least three-quarters ($\frac{3}{4}$) of the votes of those members of the association who, being entitled to vote, vote in person or, vote by proxy at the meeting.

“Special General Meeting” means a meeting of members (other than an Annual General Meeting) held pursuant to [rule 30](#);

“Special Resolution” means a resolution at a general meeting of the Association that has the meaning given to it in [rule 34](#) and pursuant to the Act s.64, i.e. that at least twenty-one days' notice of the meeting must be given to

the members of the Association together with a notice of intention to propose the resolution as a special resolution. At the meeting, the special resolution must be passed **by at least three-quarters ($\frac{3}{4}$) of Association members who, are entitled to vote, either in person at the meeting or by proxy**. It is not required that three-quarters ($\frac{3}{4}$) of the total membership pass the resolution, only those that attend the meeting or vote by proxy. Special resolutions are usually ones that changes something fundamental about the Association, for example:

- altering the Association's rules, objects or purposes;
- changing the Association's name;
- amalgamating with another Association;
- winding up the Association

or as otherwise a matter that specifically requires a special resolution as stated in the Constitution.

“spouse” means the person married to or in a legally recognised partnership with a member, retired member or a resigned member at the time of death

“Strategic Direction” means and is restricted to, matters encapsulating the purpose and aspirations of the enterprise and pertaining to the outcomes and result priorities the Association is to accomplish as determined by the Board from time to time but excludes, without limitation, business and operational plans, policies and decisions.

Vice-Chair” means any person appointed to the office of Vice-Chair pursuant to [rule 22](#) and who is to chair at any General and Board meeting of the Association in the absence or unwillingness of the Chair pursuant to the authorities, powers and functions described in this Constitution and any formally delegated policies, protocols, practices or processes determined by the Board from time to time that give effect to the authorities, powers and functions described in this Constitution. The "Vice-Chair" when representing the Association in certain external meetings, forums and public contexts, may be referred to as the **"Vice-President"** of the Association.

“Victoria Police Legacy” means the Association named in [rule 1.4](#) and may for the purposes of this document and the internal purposes of the Association be referred to in the abbreviated form as **"VPL"**.

“Volunteer” means a member or former member of the Association, or other person, who receives no remuneration, appointed by the Board in accordance with the Volunteer Policy of the Association to undertake a task, responsibility or a project, for the benefit of the Association.

1.2 Interpretation

Headings are for convenience only and do not affect interpretation. Reference to a *Rule* in this Constitution, refers to a section, phrase, paragraph, or segment that relates to a particular point.

Unless the context indicates a contrary intention, in this Constitution:

- (a) (**amendments and statutes**) all references to statutory provisions includes its delegated legislation and are construed as references to any statutory modification, consolidation, amendment, replacement or re-enactment for the time being in force
- (b) (**corresponding meaning**) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (c) (**currency**) a reference to “\$” or “dollars” is a reference to Australian currency;
- (d) (**exercise of a function**) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty;
- (e) (**from time to time**) a power, an authority or a discretion reposed in a director, the directors, the Company in general meeting or a Member of the Company may be exercised at any time and from time to time;
- (f) (**function**) a reference to a function includes a reference to a power, authority or duty;
- (g) (**gender**) a word indicating a gender includes every other gender;
- (h) (**meaning not limited**) a reference to the words "include", "including", "for example" or "such as", when introducing an example, does not limit the meaning of the words to which the example relates to that example or examples of a similar kind;
- (i) (**person**) words importing person includes a reference to:
 - a natural person (i.e. an individual, aka a human being) and
 - an "artificial" person (i.e. a body corporate, aka: a corporate entity and includes incorporated associations, co-operatives, companies and other body corporates and bodies politic whether incorporated by statute, Act of Parliament or otherwise);
- (j) (**regulations**) a reference to a statute, ordinance, code or other law includes regulations and instruments made under it and consolidations,

amendments, re-enactments or replacements of any of them (whether of the same or any other legislative authority having jurisdiction)

- (k) (**sending**) references to the sending of a document or written notice includes the sending of that document via electronic means, including, but not limited to, electronic mail.
- (l) (**signed**) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied or authenticated by any other manner permitted by the Corporations Act or any other law and in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the directors;
- (m) (**singular includes plural**) a word importing the singular includes the plural (and vice versa);
- (n) (**writing**) "in writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise;

Legal Entity

- 1.3 Subject to the provisions of the Act Part 2, Div 1, enabling by licence a non-profit unincorporated entity to be incorporated as a body corporate, this Association is an Incorporated Association (a legal entity, separate and distinct from that of the individual members, distinguishing the liability of the Association from that of its members) under the *Associations Incorporation Reform Act 2012* (VIC).

Name

- 1.4 The name of the Association shall be the ***Victoria Police Legacy Scheme Incorporated.*** and which may for the purposes of this document and the internal purposes of the Association be referred to as "**Victoria Police Legacy**" or in the abbreviated form as "**VPL**".

Constitution

- 1.5 This Constitution applies to the Association and reference to particular clauses has a corresponding meaning and which may for the purposes of this document and the internal purposes of the Association be cited as the "*Rules*" and reference to particular *Rules* has a corresponding meaning.
- 1.6 This Constitution shall comply with the subscribed matters specified in the relevant sections of the *Associations Incorporation Reform Act 2012* (VIC) [the Act] and such matters that may be otherwise prescribed. Any powers conferred under this Constitution must be exercised in such a way as to be

consistent with the Act and any other applicable laws. Where a Member resolution, governing policy, or other such rule, regulation is made that is inconsistent with this Constitution or any applicable law, the Member resolution, governing policy, or other such rule, regulation will be invalid to the extent of the inconsistency.

1.6.1 Unless the context indicates a contrary intention and except for the definitions and interpretations in [rule 1.2](#), in this Constitution:

- (i) a reference to the *Associations Incorporation Reform Act 2012* (VIC) is to the *Associations Incorporation Reform Act 2012* (VIC) in force in relation to the Association after taking into account any waiver, modification or exemption which is in force either generally or in relation to the Association; and
- (ii) a word, expression or phrase given a meaning in the *Associations Incorporation Reform Act 2012* (VIC) has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the *Associations Incorporation Reform Act 2012* (VIC), unless that word or phrase is otherwise defined in this Constitution.

This means the words used in this Constitution shall, unless the contrary intention appears, have the same meaning as they have in the Law

1.6.2 Unless the context indicates a contrary intention and except for the

1.7 The Constitution binds the Association and each Member and contains covenants on the part of each Member to observe all the provisions of the Constitution.

[Associations Incorporation Act 1991 s.46]

1.8 All members upon request may have a copy of this Constitution in either electronic 'read-only' format or 'hard copy'. A cost recovery fee, determined by the Board, may be charged for a (non-electronic) 'hard copy' of this Constitution. The Constitution must be provided within 21 days of the request.

1.9 The Model Rules referred to under the Act s. 49 do not apply to the Association, except insofar as this Constitution may be silent on the matters referred to.

Inadvertent omissions in, or ambiguity of interpretation of the Constitution

1.10 If some formality required by this *Constitution* is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the Board that the omission has directly and unfairly prejudiced any Member financially.

1.11 If there is any matter relating to the Association on which this *Constitution* is silent or where any ambiguity exists in the interpretation of any meaning, this Constitution shall be interpreted according to the *Associations Incorporation Reform Act 2012 (VIC)* and the *Associations Incorporation Reform Act 2012 (VIC)* and its successors, otherwise the directors shall, consistent with and in pursuance of this *Constitution*, have authority to interpret the meaning of this *Constitution* and act in relation to any matter relating to the Association on which this *Constitution* is silent. The decision of the Board is final and binding on all Members until such time as the Members in general meeting add to or amend the Constitution to clarify the omission, ambiguity or meaning.

Income and Property

1.12 The Association is a non-political body corporate and is established as a charitable Public Benevolent Institution.

1.13 The income, property and assets of the Association, however derived, shall be applied solely towards the promotion, and in furtherance of the objects in [rule 2.1](#) of the Association and no portion shall be paid, distributed or transferred, directly or indirectly, by dividend or bonus, to any Member of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association pursuant to [rule 1.14](#).

1.14 [Rule 1.13](#) does not prevent the payment in good faith, to any person or organisation on the basis that the payment is:

1.14.1 remuneration in return for **services** actually provided to the Association;

1.14.2 consideration for **goods** supplied to the Association in the ordinary course of business;

1.14.3 **interest** at current bank overdraft rate on money lent;

1.14.4 a reasonable and proper sum by way of **rent** for premises let to the Association by the person or organisation; or

1.14.5 reimbursement of monies for **expenses** incurred on behalf of the Association;

or prohibit payment, in good faith, approved by the Board on the basis that the payment is for:

1.14.6 out of pocket expenses, incurred by a director in performing a duty as a director of the Association.

1.14.7 a service rendered to the Association by a director in a professional or

technical capacity, where:

- (a) the provision of the service has the prior approval of the directors; and
- (b) the amount payable is not more than an amount that commercially would be reasonable payment for the service.

2. OBJECTS AND POWERS OF THE ASSOCIATION

Objects

- 2.1 The purpose for which the Association is established is for a non-profit incorporated association to be established and operated as a charitable service for the **relief of grief and hardship** including relief of any associated **economic burden** that is experienced by members, **their partners**, their families and legatees caused by imminent or actual death or permanent (or prolonged) disability of a Member of the Association and for other related purposes.

The principal **objects** of the Association for which it is established are to:

- 2.1.1 **pursue an optional range of activities, programs and means** [commensurate with its powers pursuant to [rule 2.2](#)] through which to achieve its purpose which naturally may need to change as circumstances change. These outputs, provided by staff, Volunteers and other service providers, may include (but are not necessarily limited to):
- (a) *grief counselling and support*
 - (b) *direct financial support and assistance*
 - (c) *grants to children and young people for the advancement of education and careers*
 - (d) *assist with the expenses incurred when entering the workforce and direct assistance to cover costs of pre-school, primary, secondary, tertiary and other post-secondary education including tutoring, and other expenses relating to the education of children and young people*
 - (e) *camps for children and young people including those with special needs and providing financial assistance for children and young people to attend camps*
 - (f) *providing emergency or respite day-care and child-minding*
 - (g) *providing gifts for birthdays and Christmas and financial support and donations for gifts*
 - (h) *arranging personal visits and regular follow-up calls to all legatees, especially to the elderly or infirmed legatees*
 - (i) *provision of opportunities for fellowship through social activities and functions*
 - (j) *direct financial assistance for special circumstances or special needs*

- (k) *advocacy and referral to services to provide advice, counselling, financial planning and other services needed by the legatees which are available in the community*

...that may be considered desirable for the promotion of, or deemed necessary or convenient for the purpose of and with a view to achieving the purpose and the furtherance of the objects of the Association;

- 2.1.2 maintain a **Public Benevolent Institution** which will be a non-profit charitable entity organised for the direct relief of poverty, sickness, suffering, distress, misfortune, disability or helplessness among members, **their partners**, their families and legatees caused by imminent or actual death or permanent (or prolonged) disability of a Member of the Association which the Association serves and that, as a not-for-profit charitable entity, all its funds and revenue are directed at achieving the purpose and the furtherance of the objects of the Association;
- 2.1.3 establish a discretionary fund for grants given in special circumstances outside of the usual grants for 'Legatees, Friends of Police Legacy, member, or spouse or child of a member' with the grant to be provided at the absolute discretion of the Board upon application.

BUT AT ALL TIMES recognising that the Association may be constrained to pursue only some of those objects and outputs to exclusion of others from time to time or pursue some objects and outputs with differing priorities.

Powers

- 2.2 In addition to the **powers** conferred on the Association by the Act or Regulation, this Constitution and consistent with the assigned authorities in [rule 15](#), the Association has all such powers as are necessary or convenient to carry out its objects and, in particular, shall have the following powers solely for and consistent with the purpose of carrying out the aforesaid objects and not otherwise to:
- 2.2.1 **Employ, appoint and/or engage** and at its discretion **remove, dismiss or suspend** any employees, officers, staff, servants, agents, contractors, tradespersons or professional **persons**;
- 2.2.2 Determine **wages, salaries and gratuities** of appointees and employees;
- 2.2.3 Establish and support, or aid in the establishment and support, of services, institutions, funds, trusts, schemes and conveniences calculated to benefit employees or past employees of the Association and their dependants, and the granting of pensions, allowances or other **benefits to employees or past employees of the Association** and

their dependants, and the making of payments towards insurance or superannuation in relation to any of those purposes;

- 2.2.4 Print and publish by any technological means newsletters, periodicals, books, leaflets or other **documents**;
- 2.2.5 Receive or make **gifts, grants, devises, bequests, subscriptions or donations** from or to any person, fund, authority, organisation or institution and accept any gift whether subject to special trust or not and to act as trustee of money or other property vested in the association on trust;
- 2.2.6 Take any measures from time to time as the Association may deem expedient or appropriate for the purpose of facilitating **the raising of revenue and the procuring of contributions to the funds of the Association**, whether through fundraising or other events or by way of donations, subscriptions, grants or otherwise;
- 2.2.7 Draw, make, accept, endorse, discount and issue cheques, draft bills of exchange, promissory notes and other **negotiable instruments**;
- 2.2.8 Borrow or raise **money** in such manner and on such terms as the Association may think fit;
- 2.2.9 Secure the repayment of money raised or borrowed or the payment of a **debt or liability of the Association** by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association;
- 2.2.10 **Invest** in authorised trustee investments of any monies of the Association not immediately required for any of its objects or purposes in any manner in which trustees are authorised by law to administer money held on trust;
- 2.2.11 Enter into **contracts**;
- 2.2.12 Establish and support or aid in the establishment or support of, any **other service** formed for any of the objects, consistent with any of the aforesaid objects of the Association;
- 2.2.13 Establish, maintain and manage any **building or works** and arrange for the construction maintenance and alteration of buildings or works and expend money and do any other thing necessary, convenient or advisable in relation to any building or works to achieve the aims of the Association;

- 2.2.14 Purchase, take on lease or in exchange and the hiring or otherwise acquiring of any **real or personal property** that may be deemed necessary or convenient to achieve the aims of the Association;
- 2.2.15 Buy, sell and supply of and deal in, **goods or services** of any kind to achieve the objects of the Association;
- 2.2.16 To **co-operate** with any person or organisation on matters relating to the objects of the Association;
- 2.2.17 Form a solely owned **incorporated entity** or participate in the formation of an incorporated entity with any other persons or bodies whose objects are similar to those of the Association;
- 2.2.18 Subscribe to, become a Member of, form or participate in the formation of or enter into a **partnership or joint venture** with or co-operate with or amalgamate with any other persons or bodies whose objects are similar to those of the Association;

In relation to (xvii) and (xviii), *provided* that the Association shall not subscribe to or participate or support with its funds or amalgamate with any corporate entity which allows the distribution of its income and property among its individual Members as provided for this Association in Article 6 of this *Constitution*;

- 2.2.19 establish and support, or aid in the establishment and support of such internal 'business' **units** of the Association that function as logical elements or segments of the Association representing a specific internal organisational function including but not limited to branches, divisions, departments, societies, colleges, interest groups, panels, chapters or other practical or similar associated constituent body or by whichever other name is deemed suitable;
- 2.2.20 undertake **exhibitions, seminars and consultative forums or similar** in Australia and overseas deemed necessary or convenient to achieve the objects of the Association;
- 2.2.21 prepare and make **submissions or representations** to State and Federal governmental departments and agencies deemed necessary or convenient to achieve the objects of the Association.
- 2.2.22. Appoint an **Auditor** as required pursuant to the Act s.99;
- 2.2.23 Appoint a **Secretary** as required pursuant to s.73(1) of the Act.
- 2.2.16 **Do any other lawful act** as may be necessary, incidental or conducive to the achievement of the aforesaid objects of the Association.

PROVIDED ALWAYS THAT the Association shall **not** support with its funds any object, or endeavour to impose on or procure to be observed by its Members or others any regulation or condition which being an object of the Association would **make it a trade union.**

PART II - MEMBERSHIP

3. MEMBERSHIP - QUALIFICATIONS

- 3.1 A person is qualified to be a Member of the Association if they agree to:
- 3.1.1 support and to act in a manner consistent with the objects of the Association;
 - 3.1.2 be bound by the policies of the Association and all the provisions of this Constitution;
 - 3.1.3 not make public statements on behalf of the Association unless prior to making such statements the Board has approved the making of such statements;
- 3.2 A Member of the Association is a person who:
- 3.2.1 **is** employed by Victoria Police and has been sworn in as a Constable, Reservist or Protective Services Officer or is in training as a Victoria Police or Protective Services Officer recruit;
 - 3.2.2 **was** employed by Victoria Police and was sworn in as a Constable, Reservist or Protective Services Officer and who either:
 - (a) has served at least 25 years prior to retirement or resignation,
or
 - (b) who otherwise retired or resigned due to ill-health or age;
- 3.3 A Life Member of the Association is:
- (a) Any person who the Board, by resolution, declares to have rendered outstanding service to Police Legacy.
 - (b) Every nomination for life membership shall be submitted by the Board for a poll at an Annual General Meeting of Police Legacy.
 - (c) A Life Member and a Life Member's spouse or child, will be entitled to support as would be the case if they were a member or retired member or the spouse or child of a member or a retired member.
 - (d) whose name is entered on the register of members pursuant to rule 8.
- 3.4 A person may be denied membership, at the absolute discretion of the Board, on the following grounds:

- 3.4.1 The person does not have the legal capacity to enter in to a contractual agreement;
- 3.4.2 Acceptance of the person as a Member would or could be deemed prejudicial or detrimental to the interests of the Association or contrary to the principles of the objects of the Association;

4. MEMBERSHIP - RIGHTS AND POWERS

- 4.1 In addition to those Member rights and powers that are permitted by this Constitution to benefit or otherwise be performed by members of the Association, all **Members pursuant to rule 3.2.1:**
 - 4.1.1 have a right to **submit items of business** (move resolutions) for consideration at, **receive notice** of and **attend and be heard at all the Association's General Meetings;**
 - 4.4.2 have **full voting rights** as members of the Association and are entitled to appoint a natural person to vote on their behalf by **proxy** at all the Association's General Meetings;
 - 4.4.3 may **countersign an eligible persons nomination** to stand as a candidate for election or appointment as a director of the Association pursuant to [rule 19.1.2](#);
 - 4.4.4 may nominate themselves to **stand as a candidate** for election or appointment as a director of the Association pursuant to [rule 19.1](#);
- 4.2 In addition to those Member **rights and powers** that are permitted by this Constitution to benefit or otherwise be performed by members of the Association, all **Members pursuant to rule 3.2.2:**
 - 4.1.1 have a right to **receive notice** of and **attend and be heard at all the Association's General Meetings;**
 - 4.4.2 may nominate themselves to **stand as a candidate** for election or appointment as a director of the Association pursuant to [rule 19.1](#);
- 4.3 All members, **their partners**, their families and legatees will be **entitled to support and services (being aid, benefit or assistance) of the Association and other benefits** pursuant to [rule 2.1](#).

5. MEMBERSHIP - CESSATION OF

- 5.1 A person ceases to be a Member of the Association if the person:
 - 5.1.1 resigns that membership pursuant to [rule 7](#); or

- 5.1.2 has that membership terminated pursuant to [rule 13](#);
- 5.1.3 dies; or
- 5.1.4 ceases to satisfy any criteria for admission to membership of the Association which may be established from time to time;
- 5.2 Cessation of membership does not entitle the person to any refund of any donations or contributions (if any).
- 5.3 A Member shall continue to be liable for any unpaid monies due by them to the Association at the date of their cessation.
- 5.4 The Secretary shall cause the members details to be removed from the register of members effective from the date of cessation of membership.

6. MEMBERSHIP - ENTITLEMENT NOT TRANSFERABLE

- 6.1 A right, privilege or obligation which a person has by reason of being a Member of the Association -
 - 6.1.1 is not capable of being transferred or transmitted to another person unless otherwise permitted under this Constitution;
 - 6.1.2 shall remain with that person; and
 - 6.1.3 expires upon cessation of the membership.

7. MEMBERSHIP - RESIGNATION OF

- 7.1 A Member of the Association is regarded as having resigned when they no longer qualify for membership under [rule 3.2](#)

8. MEMBERSHIP - REGISTER OF

- 8.1 The Secretary of the Association must keep and maintain a register of members pursuant to the Act s.56. The register of members of the Association must contain the following information about each person who is a Member of the Association
 - 8.1.1 the person's name and address or electronic address;
 - 8.1.2 the date on which the person became a Member of the Association and on which a person ceases to be a Member of the Association, and must be entered in the register of members within 14 days after that date;

- 8.1.4 any other information determined by the Board from time to time.
- 8.2 The Victoria Police record maintained by the Human Resource Department of Victoria Police (as regularly amended) of persons who are members pursuant to [rules 3.2.1](#) and [3.2.1](#), shall be used as the register for the purposes of [rule 8.1](#).
[It is noted that on account of the nature of the member's employment, privacy and security issues, the Association has received correspondence dated 3rd June 2014 from the Registrar, in response to the Association raising the issues of the impediments regarding the maintenance of and enabling Member access to the register of members, confirming that the "CAV, or the appropriate regulatory authority at the time, will take no action at this time to enforce the provisions of section 56 of the Associations Incorporation Reform Act 2012"]
- 8.3 The Association shall maintain a register of life members pursuant to [rule 3.2.3](#) which shall be held at the principal place of business.

9. MEMBERSHIP - FEES, SUBSCRIPTIONS, ETC. AND CONTRIBUTIONS

- 9.1 A Member of the Association shall not be liable for any fees, subscriptions or levies in respect of membership of the Association.
- 9.2 A Member may make voluntary **contributions** through a workplace giving scheme that shall be non-refundable donations to the Association.

10. MEMBERSHIP – MEMBER COMMUNICATION WITH THE BOARD

- 10.1 A Member may raise any matter *in relation to the direction, control and management of the affairs of the Association* with the Board that the Member sees fit to raise [but otherwise in relation to a *grievance or dispute of a decision made by the Association* see [rule 12](#)]. The Member shall adhere to the following procedure for raising a matter with the Board:
- 10.1.1 The matter must be stated in writing, addressed to the Secretary, clearly describing the matter and signed by the member;
- 10.1.2 The Secretary shall ensure the correspondence relating to the matter is placed on the agenda of the next Board meeting to be dealt with by the Board at that Board meeting, but no later than sixty (60) days from the date of receipt of the correspondence.
- 10.1.3 The Secretary, shall inform the Member in writing of the outcome of the Board's deliberation of the matter within fourteen (14) days of the meeting at which the matter was discussed.
- 10.1.4 Following receipt of notification of the outcome of any Board deliberation of the matter, the Member may, if they so choose,

pursue the matter further, by making a request, in writing, to be invited to attend and address the Board in person (or via telecommunications means) as an attendee at the next Board meeting, notwithstanding that the Board can accept or reject the request for invitation for the Member to address the Board at their absolute discretion pursuant to [rule 17.2](#).

10.1.5 Within fourteen (14) days of receipt of such a request the Secretary will notify the Member of the outcome of the request, and if accepted, shall notify the Member of the date and time that the Member may attend the next Board meeting to discuss the matter and be dealt with pursuant to [rule 17.2](#). The date of the meeting must be no more than sixty days (60) from the date of receipt of the request.

11. MEMBERSHIP – LIABILITIES OF MEMBERS

11.1 **The liability of the members is limited** only to the extent of the amount of any other outstanding monies due by any them to the Association (if any) if the Association is wound up at a time when that person is a Member, or within one year of the time that person ceased to be a Member, for:

11.1.2 payment of the Association’s debts and liabilities contracted before that person ceased to be a Member;

11.1.2 payment of the costs, charges and expenses of winding up the Association; and

11.1.2 adjustment of the rights of the contributories among themselves.

12. MEMBERSHIP - DISPUTE AND GRIEVANCE RESOLUTION PROCEDURE AND APPEAL

12.1 **If any Member has a grievance with, or disputes any decision made by the Association** which that Member (in their opinion) believes directly adversely affects them, the Member may write to the Secretary of the Association setting out the details and the basis of the grievance or dispute of the member.

12.1.1 The Secretary shall, within 21 days, acknowledge the Member’s communication and respond by setting out the decision made in respect of the grievance or dispute and the reasons for the decision.

12.1.2 If the Member is dissatisfied with that explanation, the Member may write to the Secretary of the Association requesting that the Board (at their discretion themselves or through a committee or delegate), mediate the grievance or dispute (in person or via telecommunication

means if thought most practical and appropriate), within a period of not more than two calendar months. Subject to the inherent jurisdiction of the judicial system, the decision of the Board shall be final and binding.

12.1.3 The Board may, at their discretion, but cognisant of the rules of natural justice and their duty to act in good faith, refuse to conciliate the matter if they believe the matter is of an irrelevant, frivolous or vexatious nature.

12.2 **Disputes between members (in their capacity as members) of the Association**, unable to be resolved by themselves (in the first instance) or subsequently the Board to the satisfaction of all concerned parties, are to be referred to the Dispute Settlement Centre of Victoria. [<http://www.disputes.vic.gov.au/>] or similar organisation, as otherwise mutually agreed by the parties, for mediation.

13. MEMBERSHIP - DISCIPLINING OF MEMBERS

13.1 The Board in its discretion may determine, by resolution of not less than a two-thirds majority (of the total number of directors), that there are sufficient grounds for **taking disciplinary action against a Member** where they deem a Member of the Association has:

13.1.1 wilfully refused or neglected to adhere to the governing policies of the Association or any provisions of this Constitution; or

13.1.2 wilfully acted in any way or manner that the Board determines is liable to bring, or has brought the Association into disrepute through their activities or inactivity or in any way or manner determined by the Board to be prejudicial or detrimental to the purpose of the Association or the interests or pursuit of the objects of the Association.

13.2 Where the Board passes a resolution under [rule 13.1](#), the Board must appoint a **disciplinary committee** to hear the matter and determine what action, if any, to take against the Member and adhere to the following process:

13.2.1 Where the Board passes a resolution under [rule 13.1](#), the Secretary shall, as soon as practicable, cause a **notice** in writing to be served on the Member:

(a) setting out the resolution of the Board and the grounds on which it is based;

(b) stating that the Member may address in person (with a person not being a legal practitioner or advocate for support) or make

written representations to the disciplinary committee, in respect of the notice referred to under [rule 13.2.1](#), at a meeting (“the disciplinary meeting”) to be held not earlier than 14 days and not later than 28 days after service of the notice;

- (c) stating the date, place and time of that disciplinary meeting; and
- (d) informing the Member that the Member may do either or both of the following:
 - (i) attend and speak at that disciplinary meeting;
 - (ii) submit to the disciplinary committee at or prior to the date of that disciplinary meeting written representations relating to the notice referred to under [rule 13.2.1](#);

for the purpose of showing cause why the resolution passed under [rule 13.1](#) should be revoked.

- 13.3 A meeting of the disciplinary committee (“the disciplinary meeting”) shall be convened at the time and place specified in the notice under [rule 13.2.1](#) or such other place as the Member and the disciplinary committee shall agree.
- 13.4 At the disciplinary meeting of the disciplinary committee held as referred to in [rule 13.3](#), the disciplinary committee shall:
 - 13.4.1 give to the Member an opportunity to make written representations or attend in person and make oral representations as referred to in [rule 13.2.1](#);
 - 13.4.2 give due consideration to any written or oral representations submitted to the disciplinary committee by the Member at or prior to the meeting; and
 - 13.4.3 by resolution determine whether to confirm or to revoke the resolution.
- 13.5 Where the disciplinary committee:
 - 13.5.1 **confirms** a resolution under [rule 13.4.3](#), the disciplinary subcommittee may:
 - (a) take no further action against the Member; or
 - (b) subject to [rule 13.5.1\(d\)](#):
 - (i) reprimand the member; or

- (ii) suspend the membership rights of the Member for a specified period
- (iii) expel the member
- (c) refer the matter to Victoria Police professional standards command or Independent Broad-based Anti-corruption Commission
- (d) The disciplinary subcommittee may NOT fine the member.
- (e) The suspension of membership rights or expulsion of a Member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

13.5.2 **revokes** a resolution under [rule 13.4.3](#),

13.5.3 Where the disciplinary committee:

- (a) **confirms** a resolution under [rule 13.4.3](#),
- (b) **revokes** a resolution under [rule 13.4.3](#),

the Secretary shall, within seven (7) days after that revocation, by notice in writing inform the Member of the fact.

14. MEMBERSHIP - RIGHT OF APPEAL OF DISCIPLINED MEMBER

14.1 **A Member does NOT have a right of appeal** against a resolution of the disciplinary committee which is confirmed under [rule 13.5.1](#).

PART III - THE BOARD

15. THE BOARD - POWERS OF

- 15.1 Subject to the Act, the Regulation and this Constitution, the Board:
- 15.1.1 shall direct, control and be responsible for the management of the affairs of, and the furtherance of the objects of the Association;
 - 15.1.2 may exercise all such functions as may be exercised by the Association other than those functions that are required by this Constitution to be exercised by a general meeting of Members of the Association; and
 - 15.1.3 has power to perform all such acts and do all such things and determine such policies as appear to the Board to be necessary or desirable for the proper management and conduct of the business and affairs of the Association for the furtherance of the objects of the Association.
- 15.2 Except in the case of a specific delegation of authority pursuant to [rule 24](#) or as permitted pursuant to [rule 47](#), the Board shall approve any and all **public statements** made on behalf of the Association by any member, duly authorised director, office bearer, officer, employee, delegated person, or committee and/or agent of the Association, prior to that person making such statement.
- 15.3 The Board's main general role, functions and activities are to:
- 15.3.1 Formulate the Association's strategic direction;
 - 15.3.2 Formulate the Association's governance policies (pursuant to [rule 47](#));
 - 15.3.3 Appoint and work with and through the Association's CEO;
 - 15.3.4 monitor and supervise the Association's CEO strategic, organisational and financial performance and risk and compliance management processes;
 - 15.3.5 Provide accountability to the members;
- in pursuit of the fore-mentioned objects of the Association described at [rule 2.1](#).

16. THE BOARD - COMPOSITION AND MEMBERSHIP

Board composition

16.1 There shall be a governing **Board** (which shall have the same meaning as the definition of "committee" in Act s.3) which shall be **the governing body** of the Association whose members shall consist of **not less than 6 and not more than 10 directors** and comprise:

16.1.1 **Seven Member elected/appointed directors** duly elected at the Annual General Meeting pursuant to [rule 19](#), one of whom shall be an **office bearer** as the:

16.1.2.1 **Chair**;

16.1.2.2 Vice-Chair;

who **shall be elected by the Board** pursuant to [rule 16.3.2](#) and [21.2](#) and who must have been or be a continuous Member of the Association for at least twelve (12) months, except where no person wishing to be an office bearer meets that criteria;

16.1.2 **One director (who must be a member) nominated by each of the:**

(a) **Chief Commissioner of Police**; and

(i) A director nominated pursuant to [rule 16.1.2.1](#) shall hold office for such time as the Chief Commissioner of Police decides, subject to [rules 16.4 rule 20.2](#);

(b) **Police Association of Victoria**;

(i) A director nominated pursuant to [rule 16.1.2.2](#) shall hold office for such time as the Police Association of Victoria decides, to [rules 16.4 rule 20.2](#);

16.1.3 **Two directors who may be appointed to the position of Director by, and at the discretion of the Board** and who may be or NOT be a Member of the Association. The directors appointed pursuant to [rule 16.1.3](#):

(a) holds office until the conclusion of the AGM next following their appointment, at which time they must retire but are eligible to be re-appointed by the Board;

(b) ceases to be director pursuant to [rule 16.4](#) or otherwise if they retire at the end of their term pursuant to [rule 16.1.3\(a\)](#) and are not re-appointed by the Board.

16.1.4 The Association intends that the Board to the extent possible, includes directors that have a mix of **skills and attributes**, as the Board may prescribe from time to time pursuant to [rule 47](#), that are commensurate with those expected of a person to adequately govern an entity of similar size and complexity and to fulfill the duties pursuant to [rule 16.7](#);

Director eligibility

16.2 Except for the independent director appointed pursuant to [16.1.3](#) at the discretion of the Board, only natural persons who are members of the Association shall be eligible to nominate for election or appointment as a director pursuant to [rules 16.1.1, 16.1.2, 16.1.3](#) noting that:

16.2.1 directors are elected as individuals and are not elected as representatives of any Member, person or organisation and pursuant to [rule 16.7.2](#) must act solely for the benefit of the Association as a whole, and not in the interests of other bodies or persons and not allow personal interests, or the interest of any associated persons or bodies, to conflict with the interests of the Association.

16.2.2 a person is prohibited from nominating or accepting a position on the Board if they:

- (a) have been convicted of offences in the promotion, formation or management of a body corporate; or
- (b) have been convicted of offences involving fraud or dishonesty punishable by imprisonment of three months or more; or
- (c) are insolvent under administration within the meaning of the Corporations Act; or
- (d) not disqualified from being a director by the ACNC Commissioner under the provisions of the ACNC Legislation unless an exemption is obtained from the ACNC Commissioner (if the Association is registered with the ACNC).

Persons convicted of these offences may be entitled to accept Board positions not earlier than five years after conviction or release from prison, or by the authority of the Supreme Court. Persons who are insolvent may also seek leave from the Supreme Court to accept such positions.

16.2.3 a or any

- (a) person who has not served a minimum period of 3 months as an Ambassador of the Association;
- (b) current employee of the Association;
- (c) Member who has been an employee of the Association (or any of its associated bodies corporate, affiliates or companies or body corporate under the auspice of the Association) within the immediate preceding one year period from the date of the forthcoming Annual General Meeting at which directors are to be elected;

is excluded from being a director or from being nominated as a director.

16.2.4 each newly elected or appointed director shall be responsible for ensuring their required particulars are provided to the Secretary of the Association.

Director tenure

16.3 Each **director** appointed pursuant to [rule 6.1.1](#) shall, hold office for a period of two (2) years until the conclusion of the second Annual General Meeting following the date of the director's election/appointment and shall be eligible for re-election.

16.3.1 At each Annual General Meeting directors who have held office for two years pursuant to [rule 16.3](#) (or who have been appointed to office pursuant to [rules 16.1.3 and 16.6](#)) must retire from office and are eligible for re-election.

16.3.2 A director's retirement under [rule 16.3.1](#) takes effect at the end of the relevant Annual General Meeting unless the director is re-elected or re-appointed.

16.3.2 **All office bearer positions fall vacant each year at the conclusion of each Annual General Meeting** and elections for office bearers pursuant to [rule 21.2](#) shall be held immediately following each Annual General Meeting in such manner as the Board may determine. A re-elected director who was office-bearer in their previous term may be re-elected to the same office-bearer position as previously held or another office-bearer position.

Board vacancies

- 16.4 For the purpose of this Constitution, and in addition to any circumstances prescribed by the Act, a director vacates his or her position on the Board when the director:
- 16.4.1 retires as a director pursuant to the requirements of [rule 16.3.1](#);
 - 16.4.2 resigns the office of director by notice in writing given to the Secretary;
 - 16.4.3 subject to [rule 16.1.3](#), ceases to be a Member of the Association;
 - 16.4.4 is absent without the consent of the Board from three (3) consecutive meetings of the Board;
 - 16.4.5 is removed from office pursuant to [rule 20](#);
 - 16.4.6 becomes bankrupt or insolvent under administration within the meaning of the Corporations Act or makes arrangement or composition with their creditors generally;
 - 16.4.7 is convicted on indictment of an offence in the promotion, formation or management of a body corporate or involving fraud or dishonesty;
 - 16.4.7 the director is prohibited by the Act from holding office or continuing as a director;
 - 16.4.8 the director has a direct or indirect conflict of interest with the Association and fails to declare the nature of the interest as required by the law, the Act or this Constitution;
 - 16.4.9 the director becomes a paid employee of the Association (whether full-time or part-time) or holds paid employment in any related body corporate of the Association (noting that acting as a volunteer worker, or employed in a voluntary capacity or position within the Association, does not disqualify a person from being a Director of the Association)
- Note: A vacating director pursuant to [rules 16.4.1 through to 16.4.10](#) shall be responsible for ensuring all documents in their possession, belonging to the Association, are delivered to the Secretary of the Association within 14 days after vacating office.
- 16.4.11 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

16.4.12 dies.

Any vacancy created pursuant to this [rule 16.4](#) shall be deemed a casual vacancy and shall be dealt with pursuant to [rule 16.6](#).

Director proxy, alternate, substitute or deputy

16.5 No director shall be entitled to appoint another director as their proxy nor be entitled to appoint any alternate, substitute or deputy person to act as a director in their place or role.

Casual vacancy

16.6 In the event of a **casual vacancy** occurring in the membership of the Board of:

16.6.1 directors appointed pursuant to [rules 16.1.1 and 16.1.3](#), the Board shall appoint a suitable and eligible person of the Association pursuant to [rule 16.2](#) to fill the vacancy who shall hold office until the conclusion of the next Annual General Meeting following the date of the director's appointment and shall be eligible for re-election pursuant to [rule 16.3](#);

16.6.2 directors appointed pursuant to [rule 16.1.2](#), a replacement director shall be appointed pursuant to that rule.

Director duties

16.7 Members of the Board are expected to understand and comply with the provisions of this Constitution, the provisions of the Act and relevant and applicable provisions of the ACNC legislation and to adhere to all common law fiduciary duties owed to the Association and in particular shall:

16.7.1 exercise their powers and discharge their duties with the degree of **care and diligence** that a reasonable person would be expected to exercise commensurate with the nature and complexity of the structure and operations of the Association;
[ACNC Regulation 2013 Reg.45.25(2)(a)]

16.7.2 **act in good faith and in the best interest of the Association** and for a **proper purpose** for which the entity was created and exercise delegated powers for the purposes for which they were originally conferred;
[ACNC Regulation 2013 Reg.45.25(2)(b)]

16.7.3 **disclose any material personal interest** in a matter that relates to the affairs of the company (and in particular, any direct or indirect pecuniary interest in a contract or proposed contract to which the Association is or may be a party) pursuant to s.65 of the Act and [rules 16.8 - 16.11](#);
[ACNC Regulation 2013 Reg.45.25(2)(e)]

- 16.7.4 not knowingly or recklessly make improper use of their **position** or use **information** acquired by virtue of their position so as to gain, directly or indirectly, any pecuniary benefit or material advantage for themselves or any other person or so as to cause detriment to the Association;
[ACNC Regulation 2013 Reg.45.25(2)(c) & (d)]
- 16.7.5 ensure that the Association does not incur **debts** that are not expected to be repaid;
[ACNC Regulation 2013 Reg.45.25(2)(f) & (g)]
- 16.7.6 do or cause to be done any duty, obligation or any other act that is required to fulfil the obligations of the Association under the Act, or required under Australian law;
- 16.7.7 comply with any additional duty set out in this Constitution and with the policies of the Association.

Conflict of Interest

- 16.8 A director must give the other directors notice of any actual, potential or perceived conflict of interest on any matter arising in relation to the Association and give details of the nature and extent of the interest; and the relation of the interest to the affairs of the Association; and be given at a Board meeting as soon as practicable after the director becomes aware of his or her interest in the matter.
[ACNC Regulation 2013 Reg.45.25(2)(e)]
- 16.9 For clarity, a conflict of interest does NOT apply in respect of a material personal interest that exists only because the director belongs to a class of persons for whose benefit the Association is established, or that the director has in common with all, or a substantial proportion of, the members of the Association;
- 16.10 Pursuant to the Act s.81, a director of the Association who has a material personal interest in a matter being considered at a Board meeting must not be present while the matter is being considered at the meeting; or vote on the matter.
- 16.11 The details of any conflict that is declared shall be recorded in the minutes of the meeting and registered on the 'Conflict of Interest Register'.

17. THE BOARD - MEETINGS AND QUORUM

Number, means, place and time of meeting

- 17.1 The Board shall meet as regularly as it deems necessary to adequately fulfil its duties under the Act and this Constitution but not less than at least two times in each period of 12 months either in person or via electronic

telecommunication means at such place, time and duration as the Board may determine.

- 17.1.1 Additional meetings of the Board may be convened by the Chair or by any three (3) directors.
- 17.2 The Board shall be entitled to hold all Board meetings as *in camera* sessions, but may invite, at their own discretion, any person or persons as an attendee to any part of the Board meeting who may be invited to raise a matter or speak on agenda items to provide reports, advice, counsel and information or answer questions on Association related matters as requested by Board members.
 - 17.2.1 In most instances the CEO shall attend all meetings of the Board for the full duration pursuant to [rule 21.8.2](#), unless excused or requested not to by the Board.
 - 17.2.2 In most instances the Secretary shall attend all meetings of the Board for the full duration to fulfil their delegated governance administrative functions pursuant to [rule 25.3](#), unless excused or requested not to by the Board.

Notice of meetings

- 17.3 Oral or written notice of a meeting of the Board shall be given by the Secretary to each director within 7 days, or such period as may be unanimously agreed upon by the members of the Board, before the time appointed for the holding of the meeting.
- 17.4 Notice of a meeting given under [rule 17.3](#) herein shall specify an agenda of the business (in a format as prescribed by the Board from time to time) to be transacted at the meeting.

Quorum

- 17.5 **Six (6) directors** being present either in person shall constitute a quorum for the purpose of passing a resolution and the transaction of the business of a meeting of the Board. A quorum for a Board meeting must be present at all times during the meeting. Each individual director present may only be counted once towards a quorum.
- 17.6 No resolution shall be passed or business transacted by the Board unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
 - 17.6.1 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

17.7 If the directors number is reduced below the number fixed as the necessary quorum of the Board pursuant to [rule 17.5](#), the continuing directors may act for the purpose of:

17.7.1 increasing the number of directors to fill casual vacancies pursuant to [rule 16.6](#) up to at least six (6) directors or otherwise pursuant to [rule 16.1](#); or

17.7.2 convening a general meeting of members of the Association pursuant to [rule 29.1](#) for the purpose of the election of additional directors until the number of directors is made up to at least six (6) directors;

but for no other purpose.

Presiding member

17.8 At a meeting of the Board:

17.8.1 the Chair or, in the Chair's absence, the Vice-Chair, shall preside; or

17.8.2 if the Chair and the Vice-Chair is absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the directors' present at the meeting shall preside.

Minutes

17.9 The directors must cause **minutes** to be made of:

17.9.1 the **names of the directors (and others) present** at all Board meetings;

17.9.2 all:

(a) **meeting validity matters** (time/place, attendance, apologies, quorum, etc)

(b) **statutory item approvals** (previous minutes, correspondence, use of seal, etc)

(c) **items noted, matters delegated, reports and documents tabled** at Board meetings;

17.9.3 all **formal decisions resolved** by the Board by the required voting margin pursuant to [rule 18](#) (and may include at any valid meeting participant's discretion - essential contextual information that provides background to the decision, risk issues considered, etc);

17.9.4 all **appointments of office bearers and officers**;

- 17.9.5 all **disclosures of interests** made under [rules 16.7.3 and 16.8](#); and
- 17.9.6 any **proceedings** of the meeting deemed as necessary to record by the Board.
- 17.10 Minutes of proceedings at a meeting shall be signed by the presiding Chair of the meeting or by the presiding Chair of the next succeeding meeting
- 17.11 The Association must keep all registers required by this Constitution and the Law.

18. THE BOARD - VOTING AND DECISIONS

Voting

- 18.1 Resolutions arising at a meeting of, and put to the Board shall be determined by a majority of the votes of the directors' present at the meeting (except a resolution pursuant to [rules 13.1 and 20.3](#)), with every vote being equal, a majority vote means more than half [i.e. 50% + 1].
- 18.1.1 A decision by the majority of directors is for all purposes a decision of the Board who, being accountable as a group, have a collective responsibility to the entity, act as a whole and make decisions as one.
- 18.2 In the event of an equality of votes on any resolution, the person presiding at that meeting pursuant to [rule 17.8](#), (and provided that person is entitled to vote on the resolution) has a deliberative vote in his or her capacity as a director in respect of that resolution but does **not** have any entitlement to a casting vote on that resolution and the resolution (not being in the majority) is decided in the negative

The Board may act notwithstanding any vacancy

- 18.3 Subject to a quorum being achieved pursuant to [rule 17.5](#), the Board may act notwithstanding any vacancy on the Board.

Written resolutions

- 18.4 A resolution in writing signed by all of the members of the Board shall be as valid and effectual as if passed at a meeting of the Board duly convened and held. The resolution is deemed carried at the date on which the last Board Member signs and if a majority of directors' vote in favour of the resolution. Any such resolution may consist of several documents in like form each signed by one or more members of the Board.

Validity of Acts

- 18.5 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Board person.

19. DIRECTORS - PROCEDURE FOR ELECTION OF

- 19.1 Nominations of candidates for election/appointment to the Board pursuant to [rule 16.1.1](#):
- 19.1.1 shall be made in writing on the form of nomination as determined by the Board from time to time;
- 19.1.2 shall be endorsed and signed by two other members of the Association pursuant to [rule 4.4.3](#) (not themselves being the nominated candidates) and who personally know and can vouch for the prerequisite qualification and competence of the applicant;
- 19.1.3 shall be delivered to the Secretary of the Association not fewer than thirty (30) days before the date fixed for the holding of the election; and
- 19.1.4 shall be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
- 19.1.5 may be accompanied by a written statement containing not more than one hundred words, signed by the candidate setting out the relevant skills and attributes, against those prescribed by the Board from time to time pursuant to [rule 16.1.4](#) which, in the opinion of the candidate, constitutes his or her qualifications for the position of director of the Association. This statement may be referred to as a “**qualification resume**”.
- 19.2 If the number of nominations received is *equal* to the vacancies to be filled, the persons nominated shall be deemed to be elected.
- 19.3 If the number of nominations received is *less* than the number of vacancies to be filled, the persons nominated shall be deemed to be elected and the Board may fill the remaining vacancy or vacancies pursuant to [rule 16.6](#).
- 19.4 If the number of nominations received *exceeds* the number of vacancies to be filled, a ballot of members shall be held. Any tie shall be broken by lot.

- 19.5 Other than for casual vacancies, ballots for the **election of members of the Board shall be conducted at the Annual General Meeting** in such usual and proper manner as the Board may direct, or as otherwise provided pursuant to [rule 47](#).

20. DIRECTORS – VACATION OF OFFICE AND REMOVAL OF

- 20.1 The office of a director immediately becomes vacant if a director vacates his or her position on the Board pursuant to [rule 16.4](#).
- 20.2 The **members may by resolution in a general meeting remove a director** appointed pursuant to [rule 16.1.1](#) from office and elect another person to replace that director at any time, at a general meeting convened pursuant to [rule 29](#). A resolution of the Association under this [rule 20.2](#) is of no effect unless:
- 20.2.1 the motion names the director or directors of the Board subject of the motion;
 - 20.2.1 the motion is signed by at least 100 members of the Association (including 6 members of the Board);
 - 20.2.1 notice of the general meeting is provided in accordance with the requirements of this Constitution to members of the Association, and to the director(s) affected by the proposed resolution;
 - 20.2.1 the director(s) affected by the proposed resolution are provided with an adequate opportunity to speak against the motion and to participate in debate concerning it; and
 - 20.2.1 no less than 20 ordinary members of the Association are present when the motion is voted on, pursuant to the relevant rules in Part IV of this Constitution.
- 20.3 The **Board may resolve to suspend a director appointed pursuant to [rule 16.1.1](#)** from office, by a two-thirds majority, if in their opinion they establish sufficient legitimate grounds for them to determine the conduct of a director is in breach of this Constitution or the policies of the Association or such that continuance in office would be prejudicial to the interests of the Association.
- 20.3.1 Should the Board so resolve to enact the suspension pursuant to [rule 20.3](#), the Board shall issue to the affected director a “Notice to Show Cause” why the director should not be removed as a director.

- (a) The affected director shall have twenty one (21) days from the date of the “Notice to Show Cause” to either:
 - (i) respond in writing to the Board; and/or
 - (ii) seek to address the Board personally;stating any reason why the director should not be removed.
- (b) The Board must, within fourteen (14) days of the receipt of any response pursuant to [rule 20.3.1.1](#), convene a meeting of the directors specifically called for that purpose and give seven (7) days notice to the affected director to either (as the case may be):
 - (i) review the written “Notice to Show Cause”; and/or
 - (ii) hear the personal address from the affected director;and shall upon such review and/or hearing, determine their response accordingly.

20.3.2 Should the Board accordingly resolve to confirm the suspension enacted pursuant to [rule 20.3](#), the Board shall, within twenty eight (28) days of the confirmation of suspension of the director, must appoint a **disciplinary committee** to hear the matter and determine what action, if any, to take against the director and adhere to the following process:

20.3.3 Where the Board passes a resolution under [rule 20.3](#), the Secretary shall, as soon as practicable, cause a **notice** in writing to be served on the director:

- (a) setting out the resolution of the Board and the grounds on which it is based;
- (b) stating that the director may address in person (with a person not being a legal practitioner or advocate for support) or make written representations to the disciplinary committee, in respect of the notice referred to under [rule 20.3.3](#), at a meeting (“the disciplinary meeting”) to be held not earlier than 14 days and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that disciplinary meeting; and
- (d) informing the director that the director may do either or both of the following:

- (i) attend and speak at that disciplinary meeting;
- (ii) submit to the disciplinary committee at or prior to the date of that disciplinary meeting written representations relating to the notice referred to under [rule 20.3.3](#);

for the purpose of showing cause why the resolution passed under [rule 20.3](#) should be revoked.

20.3.4 A meeting of the disciplinary committee (“the disciplinary meeting”) shall be convened at the time and place specified in the notice under [rule 20.3.3](#).

20.3.5 At the disciplinary meeting of the disciplinary committee held as referred to in [rule 20.3.4](#), the disciplinary committee shall:

- (a) give to the director an opportunity make written representations or attend in person and make oral representations as referred to in [rule 20.3.3](#);
- (b) give due consideration to any written or oral representations submitted to the disciplinary committee by the Member at or prior to the meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution.

20.3.6 Where the disciplinary committee:

- (a) **confirms** a resolution under [rule 20.3.5\(c\)](#), the director shall be removed as a director;
- (b) **revokes** a resolution under [rule 20.3.5\(c\)](#), the director shall be reinstated as a director;

and the Secretary shall, within seven (7) days after the disciplinary committee resolution, by notice in writing inform the Member of the fact.

20.3.7 The disciplinary committee may take no other action in the matter.

20.4 The Board may **suspend a director appointed pursuant to [rule 16.1.2](#)** from office, by a two-thirds majority, if in their opinion they establish sufficient legitimate grounds for them to determine the conduct of a director is in breach of this Constitution or the policies of the Association or such that continuance in office would be prejudicial to the interests of the Association

20.4.1 Should the Board so resolve to enact the suspension pursuant to [rule 20.4](#), the Board shall issue to the appointee of that director a notice outlining their concerns and reasons as to why they think the director should be removed. The relevant appointee persons or bodies may decide in consultation with both the Board and the affected director what action they shall take in relation to the notice.

20.5 The Board may **remove a director appointed pursuant to [rule 16.1.3](#)** from office at any time, by a two-thirds majority, if in their opinion they establish sufficient legitimate grounds for them to determine the conduct of a director is in breach of this Constitution or the policies of the Association or such that continuance in office would be prejudicial to the interests of the Association.

21. OFFICE BEARERS AND OTHER POSITIONS - ELECTION AND APPOINTMENT OF

Office Bearers

21.1 The office bearer of the Association shall be:

21.1.1 the **Chair**;

21.1.2 the **Vice-Chair**;

21.2 The office bearer of the Board shall be elected:

21.2.1 annually (from among the members of the Board appointed pursuant to [rule 16.1.1](#)) by the Board in such manner as the Board may determine. Such elections shall be held immediately following each Annual General Meeting; and

21.2.2 for no longer than 3 consecutive years, with an option of a maximum of a 1-year extension as determined by the Board.

21.3 In the event of a casual vacancy in a position of office bearer, the Board shall elect (from among the remaining members of the Board) a person to fill the vacancy.

21.4 A person shall cease to be an office bearer if:

21.4.1 that person ceases to be a director pursuant to [rule 16.4](#); or

21.4.2 the Board by resolution so determines at any time.

Other Board Appointed Positions

21.5 The following (non office bearer) positions (who may be either a Board member, an employee, a Member or another person) **shall** be appointed annually by the Board immediately following each Annual General Meeting in such manner as the Board may determine pursuant to [rule 25](#):

21.5.1 the **Secretary**.

21.8 The Board may appoint (and remove) a **Chief Executive Officer** of the Association. The Chief Executive Officer:

21.8.1 shall be responsible to the Board for the day-to-day management of the Association and shall undertake and fulfil any functions so delegated, and pursuant to the terms of the delegation as determined by the Board from time to time;

21.8.2 shall attend all meetings of the Board, unless excused or requested not to by the Board but does not have any right to vote at Board meetings;

21.8.2 may (subject to any other direction of the Board) delegate to an employee of the Association a function or power delegated to the Chief Executive Officer pursuant to [rule 21.8.1](#), but that power or function may not be further delegated. Any act or thing done or suffered by the delegated employee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Chief Executive Officer and noting that the exercise of the power by the delegate is as effective as if the Chief Executive Officer them self had exercised it.

22. CHAIR

22.1 The **Chair shall be elected annually by the Board** from among the members of the Board appointed pursuant to [rule 16.1.1](#). Such elections shall be held immediately following each Annual General Meeting in such manner as the Board may determine other than the following:

22.1.1 The directors appointed pursuant to [rule 16.1.2 and 16.1.3](#) may NOT stand as a candidate for the position of Chair but may vote in this process.

22.1.2 If only one person is nominated for a position, that person is declared the person elected to the position.

22.1.3 If more than one person is nominated for a position, a ballot must be held in such manner as the Board may determine.

22.2 The Chair is to **preside as Chair** at each general meeting of the Association and Board meeting at which the Chair is present.

- 22.3 The Chair shall be **responsible to the Board** to ensure that absolute discretion, confidentiality and appropriate governance protocols shall apply in all Board activities, meetings and dealings related to the governance of the Association according to any governing policy pursuant to [rule 47](#) the Board may determine from time to time.
- 22.4 The Chair shall **represent the Board** and shall be the spokesperson for the Association **to external parties**; and in this regard shall be professionally supported by the Chief Executive Officer pursuant to any policy in this regard the Board may determine from time to time.

Protocols when Chair (or their delegate) represent the Association in external meetings, forums and public contexts

- 22.4.1 The default arrangement where the Association is required to be represented in external meetings, forums and public contexts shall be that the Chair will represent the Association (especially on public policy issues) or in their stead, their delegate as the Chair may decide.
- 22.5 The **Chair may delegate** the responsibilities referred to in [rule 22.2, 22.3 and 22.4](#), but shall at all times be responsible for, and be kept fully informed of and receive reports from such delegated person.

23. VICE-CHAIR

- 23.1 The Vice-Chair shall be elected annually by the Board in such manner as the Board may determine. Such elections shall be held immediately following each Annual General Meeting;
- 23.2 The Vice-Chair shall, during a vacancy in the office of Chair or, when the Chair is unable to perform the duties of office, shall act as Chair undertaking the duties of the Chair as provided for in this Constitution.

24. DELEGATION

- 24.1 The Board may, by instrument in writing, delegate the exercise of the functions of the Board or any of its powers for any period and on any terms (including the power to further delegate), as the Board resolves, to:
- 24.1.1 a committee of the Board;
- 24.1.2 a director;
- 24.1.3 an employee of the company; or

24.1.4 any other person or persons considered reliable and competent to perform the functions;

as are specified in the instrument of delegation and/or any directions of the Board, other than:

24.1.5 this power of delegation; and

24.1.6 a function which is a duty imposed specifically on the Board by the Act or by any other law.

24.2 A function, the exercise of which has been delegated under this rule, may, while the delegation remains unrevoked, be exercised from time to time by the delegated person, persons, or committee in accordance with the terms of the delegation.

24.3 A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances as may be specified in the instrument of delegation.

24.4 Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.

24.5 Any act or thing done or suffered by the delegated person, persons, or committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board and noting that the exercise of the power by the delegate is as effective as if the directors themselves had exercised it.

24.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.

24.7 Any person, persons or committee appointed under this rule shall report in writing to the Board on the exercise of the delegated functions or powers as and when and by a method and at a frequency the Board shall from time to time determine.

25. SECRETARY

25.1 The Board *shall* appoint a **Secretary of the Association** (who may be either a Board member, an employee, a Member or another person and who may also concurrently hold any other office in the Association) who shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.

- 25.2 It is the duty of the Secretary pursuant to the Act s.72-76 to fulfil the statutory role of secretary which includes:
- 25.2.1 lodging an annual statement with CAV, or the appropriate regulatory authority at the time, within a month after the Annual General Meeting;
 - 25.2.2 applying to CAV, or the appropriate regulatory authority at the time, to change the Association's name or rules;
 - 25.2.3 notifying CAV, or the appropriate regulatory authority at the time, of:
 - (a) a change to the Association's registered address;
 - (b) their appointment as secretary or any changes to their details;
 - (c) a special resolution to wind up the Association or distribute its assets;
 - 25.2.4 dealing with requests to restrict access to information in the Association's register of members;
 - 25.2.5 adding or removing delegates of the Association;
 - 25.2.3 within 14 days after being appointed, give written notice to the Registrar of his or her appointment accompanied by the prescribed fee (if any).
- 25.3 It is the duty of the Secretary to undertake and fulfil any other functions delegated by, and in accordance with the terms of the delegation as determined by the Board from time to time, including (but not limited to) drafting and keeping **minutes** of:
- 25.3.1 all appointments of directors and office bearers;
 - 25.3.2 the proceedings of all Board meetings (pursuant to [rule 17.9](#)) and general meetings; and
 - 25.3.3 the names of the directors' present at all Board meetings and members present at all general meetings.
- 25.4 The Board may, by instrument in writing, delegate some or all of the above duties to another person pursuant to [rule 24](#) not acting formally as the Secretary of the Association.

26. PATRONS OF THE ASSOCIATION

- 26.1 One or more patrons may be appointed by the Board. Such appointment must be by unanimous vote of all directors.
- 26.2 A patron of the Association is a person who, having accepted an invitation from the Board, may act in a representative capacity on behalf of the Association at public functions and who willingly and publicly supports the objectives of the Association. A patron may make public statements on behalf of the Association at functions that have been pre-approved by the Board for the patron to attend.
- 26.3 The term of patronage will be determined by the Board. A term of patronage may be terminated without notice, by the Board.
- 26.4 The role of a patron is to increase the public profile of the Association in such a way as to promote the objectives and good standing of the Association.

PART IV - GENERAL MEETINGS

27. ANNUAL GENERAL MEETINGS - HOLDING OF

- 27.1 The Association shall, at least once in each calendar year and within the period of 5 months beginning at the end of the Association's most recently ended Financial Year, convene an Annual General Meeting of its members pursuant to the Act s.63.
- 27.2 [Rule 27.1](#) has effect subject to any extension and condition or permission granted by the Registrar General pursuant to the Act s.63(2)(b).

28. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

- 28.1 The Annual General Meeting of the Association shall, subject to the Act and to [rule 27](#), be convened on such date and at such place and time as the Board thinks fit.
- 28.2 **The business of an Annual General Meeting** shall be to:
- 28.2.1 confirm the **minutes** of the last Annual General Meeting and of any special general meeting held since that meeting;
- 28.2.2 receive and consider, pursuant to the Act and (if applicable) the requirements of the ACNC legislation,
- (a) the **financial statement of the Association's accounts** for the most recently ended financial year pursuant to the Act Part 7; and
 - (b) if required, a **report of the audit of its financial statements** pursuant to the Act s.99(3)(b) and a copy of the **auditor's report** for the accounts; and
- 28.2.3 receive and consider from the Board a **report** signed by two current directors stating:
- (a) **the name of each director** of the Association during the most recently ended financial year of the Association and, if different, at the date of the report; and
 - (b) **the principal activities** of the Association during the most recently ended financial year **and any significant change in the nature of those activities** that occurred during that financial year.

- (c) the **certification of the financial statements** pursuant (as the case may be) to the Act s.94(2)(b), 97(2)(b), 100(2)(b);
- 28.2.4 **elect directors** (pursuant to [rule 19](#));
- 28.2.5 appoint an **Auditor** if and as required pursuant to of the Act;
- 28.2.6 conduct **other (special) business** of which notice has been given to the members.
- 28.3 An Annual General Meeting shall be specified as such in the notice convening it.
- 28.4 The procedure for an Annual General Meeting shall be as set out in [rule 30](#).

29. SPECIAL GENERAL MEETINGS - CALLING OF

- 29.1 The **Board may**, whenever it thinks fit, **convene a Special General Meeting** of the Association.
- 29.2 The **Board shall convene a Special General Meeting of the Association on the requisition** in writing **of one hundred (100) members**.
- 29.3 A requisition of members for a Special General Meeting:
 - 29.3.1 shall state the purpose(s) of the meeting and shall clearly state any resolution(s) to be proposed at the meeting (and shall be the only business considered at the meeting);
 - 29.3.2 shall be signed by each of the members making the requisition;
 - 29.3.3 shall be lodged with the Secretary; and
 - 29.3.4 may consist of several documents in a similar form, each signed by one or more of each Member making the requisition.
- 29.4 If the Board fails to convene a Special General Meeting within twenty one (21) days after the date on which a requisition of members for the meeting was lodged with the Secretary, any one or more of the **members** who made the requisition **may convene a Special General Meeting** to be held not later than three months after the date on which the requisition was lodged.
- 29.5 A Special General Meeting convened by members as referred to in [rule 29.4](#) shall be convened to coincide with Annual General Meetings convened by the Board and any Member who thereby incurs expense associated with the Special General Meeting is entitled to be reimbursed by the Association for any expense so incurred.

29.5.1 A Special General Meeting convened by members as referred to in [rule 29.4](#) not convened to coincide with Annual General Meetings convened by the Board shall be liable for all costs associated with the Special General Meeting as reasonably determined by the Board and shall be payable on the issuing of an invoice by the Board to the member(s).

29.6 The procedure for a Special General Meeting shall be as set out in [rule 30](#).

30. GENERAL MEETINGS - PROCEDURE AT

30.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.

30.2 A **quorum** for the transaction of the business of a general meeting shall constitute twenty (20) members, entitled under this Constitution to vote at a general meeting being present in person or by proxy.

30.3 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 members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and at the same place (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by notice to members given before the day to which the meeting is adjourned).

30.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present, being not fewer than **ten (10)** shall constitute a quorum.

31. GENERAL MEETINGS - PRESIDING MEMBER

31.1 The Chair or, in the Chair's absence, the Vice-Chair, shall preside as Chair at each general meeting of the Association.

31.2 If the Chair and the Vice-Chair is absent from a general meeting or unwilling to act, the directors shall appoint a Chair from among their number and if any director is unwilling to act, the members present shall elect one of their number to preside as Chair at the meeting.

32. GENERAL MEETINGS - ADJOURNMENT

- 32.1 The Chair of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, **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.
- 32.2 Where a general meeting is adjourned for 14 days or more, the Secretary shall 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.
- 32.3 Except as provided in [rules 32.1 and 32.2](#) herein, 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.

33. GENERAL MEETINGS - MAKING OF DECISIONS

- 33.1 A question arising at a general meeting of the Association is to be decided on a **show of hands** 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 particular majority or lost, and an entry to that effect has been entered 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.
- 33.2 At a general meeting of the Association, **a poll may be demanded** by the person presiding or by not less than five (5) members or three (3) directors present in person or by proxy at the meeting. The poll shall be taken:
- 33.2.1 immediately in the case of a poll which relates to the election of the Chair of the meeting or to the question of an adjournment; or
- 33.2.2 in any other case, in such manner and at such time before the close of the meeting as the Chair directs,
- 33.3 The resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter, and on the declaration by the person presiding that a resolution has, in the case of a poll, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect has been entered 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.

34. GENERAL MEETINGS - VOTING

- 34.1 Upon any question arising at a general meeting of the Association, and on any motion at a general meeting, **each Member shall be entitled to one (1) vote**. All votes must be given personally or by proxy
- 34.1.1 A Member **may NOT** hold more than one (1) proxy at any time, i.e. a Member may not, subject to [rule 34.1.2](#), be appointed as proxy for more than one other member. This means that a Member may vote on their own behalf, and upon being duly authorised, exercise the vote of one (1) other Member and only one (1) other member, if appointed as proxy by that member;
- 34.1.2 Notwithstanding [rule 34.1.1](#), the Chair **may** hold more than one (1) proxy at any time and may be appointed as proxy for any number of members. This means that the Chair may vote on their own behalf, and upon being duly authorised, exercise the vote of any number of other members, if appointed as proxy by those members.
- 34.2 The register of members will be conclusive in determining membership and eligibility to vote.
- 34.3 A resolution, other than a special resolution, is deemed carried if more than half [50% + 1] of the eligible voting members vote in favour of the resolution;
- 34.4 In the case of an equality of votes on a question at a general meeting, the Chair of the meeting (and provided that person is entitled to vote on the resolution) has a deliberative vote in his or her capacity as a director in respect of that resolution, but does **not** have any entitlement to a casting vote on that resolution and the resolution is decided in the negative.

35. GENERAL MEETINGS - NOTICES

- 35.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least **14 days** before the date fixed for the holding of the general meeting, cause a notice to be given by **advertisement** to members specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 35.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association (or business in relation to [rule 29.2.6](#)), the Secretary shall, at least **21 days** before the date fixed for the holding of the general meeting, cause notice to be given by **advertisement** to members specifying in addition to the matters specified in [rule 35.1](#), the intention to propose the resolution as a special resolution.

- 35.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to [rule 29.2](#).
- 35.4 A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary, who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.
- 35.5 The accidental omission to give notice of a general meeting to, or the non-receipt of notice of the general meeting by, any person entitled to receive notice shall not invalidate proceedings of the general meeting.

36. GENERAL MEETINGS - SPECIAL RESOLUTIONS

- 36.1 A resolution of the Association is a special resolution if it is passed at a general meeting convened as required pursuant the Act and [rule 29](#) by a $\frac{3}{4}$ (75%) majority. A $\frac{3}{4}$ (75%) majority means not less than $\frac{3}{4}$ (75%) of the total votes of such members of the Association present and voting in person and/or by proxy at the meeting.

37. GENERAL MEETINGS - APPOINTMENT OF PROXIES

- 37.1 Each Member shall be entitled to appoint one (1) other eligible voting Member (who may be the Chair of the meeting or another member) as proxy by notice given to the Secretary no later than three (3) days before the time of the meeting in respect of which the proxy is appointed.
- 37.1.1 A Member appointing an eligible voting Member (or the Chair) as their proxy should take note of the restrictions relating to the holding of proxy's pursuant to [rule 35](#) and ensure that the appointed eligible voting Member can exercise the proxy's voting right.
- 37.2 A proxy appointment will be valid for only one (1) meeting of members.
- 37.3 The notice appointing the proxy may be in the form set out in Appendix 1 to this Constitution and shall be made available to members upon request.
- 37.3.1 The instrument appointing a proxy may be in any other form that makes it clear that a proxy has been appointed provided that it shall be signed by the Member making the appointment and contain at least the following information:
- (a) the member's name and address;
 - (b) the Association's name;

- (c) the proxy's name or the name and address;
- (d) the meeting at which the appointment may be used; and
- (e) if the Member wishes to make a specific direction to the proxy as to how the proxy must vote on a particular matter then the manner in which the vote must be exercised

37.4 A proxy form and an accompanying Statutory Declaration establishing the bona fide of the member's identification must be submitted to the Secretary of the Association at least three (3) days prior to a meeting of members. Upon authentication of current membership, the proxy form will be made available to the Member exercising the proxy immediately prior to the meeting at which the proxy is to be exercised.

38. GENERAL MEETINGS – OFFENSIVE MATERIAL AND CONDUCT AND OBSERVERS

38.1 The Chair, in his or her discretion, may refuse to admit a person, or require them to leave and not return to a general meeting, if the person:

38.1.1 refuses to permit examination of any article in the person's possession;
or

38.1.2 is in possession of any electronic or recording device; placard, banner or similar sign; or other inappropriate article;
or

38.1.3 acts, behaves or uses abusive language in a manner unbecoming of appropriate decorum;

which the Chair considers to be inappropriate, dangerous, offensive or liable to cause disruption or distress or that attempts to improperly influence or coerce viewpoints.

38.2 Interested persons attending a general meeting as approved by the Chair in clause 37.2 are permitted to observe the general meeting only and are not granted any rights of members including voting rights or the rights to raise or comment on matters of business

PART V – MISCELLANEOUS

39. **INSURANCE**

39.1 The Association may effect and maintain insurance.

40. **FUNDS - SOURCE**

40.1 The funds, revenue and income of the Association shall be derived from grants, donations and such other revenue and fund raising or financing activities, interest or other sources as the Board determines pursuant to the powers of the Association in [rule 2.2](#).

41. **FUNDS - MANAGEMENT**

41.1 All money received by the Association shall be **deposited** as soon as practicable and without deduction to the credit of the Association's bank account.

41.2 The Association shall, as soon as practicable after receiving any money, issue an appropriate **receipt**.

41.3 Subject to any resolution passed by the Association in general meeting, the **funds and assets of the Association shall be used in pursuance of the objectives of the Association** in such manner as the Board determines, provided such manner is pursuant to both [rules 1.14 and 2.1](#).

41.4 The Board may authorise the **expenditure of funds** on behalf of the Association without requiring approval from the Board for each item on which the funds are expended but must ensure that:

41.4.1 all cheques, drafts, bills of exchange, promissory notes and other financial, negotiable or transferable instruments; and

41.4.2 all payments (which may include electronic fund transfers, writing cheques, use of credit cards, payment of cash and any other lawful means of disbursement of funds) by the Association;

are specifically authorised by (and in the case where physical signatures are required, attested by the signatures of) at least two persons being either:

41.4.3 two (2) Board authorised directors one not being the Secretary; or

41.4.4 one (1) Board authorised director and a Board authorised employee being either the Chief Executive Officer, the Finance Officer/Manager (or their equivalent) or other person with senior delegated financial management responsibilities and authorities; or

41.4.5 two (2) persons as the Board may authorise for that purpose;

and in accordance and consistent with:

41.4.6 the delegated powers as are specified in the instrument of delegation;

41.4.7 any specific directions of the Board;

41.4.8 the policies of the Association as determined by the Board.

Nothing in this provision shall prevent the use of petty cash from time to time once funds have been disbursed for that purpose and all other provisions of this Constitution have been complied with.

42. FUNDS - ACCOUNTABILITY

42.5 The Board must keep or cause to be kept **accounting records** that correctly record and explain the transactions and the financial position of the Association; and keep its accounting records in such a way that:

42.5.1 true and fair accounts of the Association can be prepared from time to time; and

42.5.2 a statement of the accounts of the Association can conveniently and properly be audited pursuant to the Act s.89 and ss.96(3)(b)/99(4)(b); and

retain its accounting records for at least seven (7) years after the transactions to which they relate were completed.

42.6 The Association shall (if required pursuant to the Act Part 7) **appoint an Auditor** of the Association who shall audit the books and records of the Association annually.

42.6.1 The Auditor shall be nominated and accepted at an Annual General Meeting of the Association pursuant to [rule 2.2.22](#) and [28.2.5](#). The term of the Auditor shall be two (2) years unless terminated earlier by the members in general meeting pursuant to the Act s.106.

42.6.2 In the event of the position of the Auditor becomes vacant for any reason (including that under [rule 41.6.1](#)), that position for the

remaining period of the term shall be filled by appointment by the Board. At the end of the term of the replacement Auditor, the provisions under [rule 42.6.1](#) will take effect.

- 42.7 Immediately after the expiration of each financial year the **accounts** of the Association shall be **examined by** the Association appointed **Auditor** who shall prepare a report to ascertain the correctness of the balance sheet and statements of receipts and expenditure.
- 42.8 The **Auditors report** must state whether the Association has kept such financial records as are necessary to enable financial statements to be prepared in accordance with the Australian Accounting Standards and that they give a true and fair view of the Association's affairs.

43. ALTERATION OF OBJECTS AND CONSTITUTION

- 43.1 This Constitution, including the statement of objects in [rule 2](#), may be altered, amended, rescinded and/or added to only by a special resolution passed by the Association in general meeting and pursuant to the Act s.50.
[Associations Incorporation Reform Act 2012 s.50: "an incorporated association may, by special resolution, alter its rules. An alteration of the rules ...does not take effect unless and until the alteration is approved by the Registrar. An application for the approval of an alteration to the rules ...must be made by the Secretary ...in the approved form within 28 days after the alteration was passed by special resolution. The application must be accompanied by a copy of the notice of the special resolution setting out the particulars of the alteration; and a declaration signed by at least 2 members of the Board to the effect that the special resolution was passed in accordance with the Act and the rules of the association; and a consolidated copy of the rule that clearly shows the alteration; and the prescribed fee."]
- 43.1 This Constitution and any amendments pursuant to [rule 43.1](#) must be made available for all members to access (pursuant to [rule 47](#) or by electronic means) within fourteen (14) days of being approved by the Registrar.

44. EXECUTION OF DOCUMENTS (INCLUDING DEEDS)

- 44.1 Pursuant to the Act s.29(2)(b), the Association *may* have a **common seal** and shall only be used with the authority of the Board and in accordance with the Constitution of the Association.
- 44.1.1 If the Association has a common seal, the name *Victoria Police Legacy Scheme Incorporated* must appear in legible characters on the common seal.
- 44.1.2 The common seal (if any and/or used) must not be attached to any instrument, document or proceeding requiring authentication except by the authority of the Board and the attaching of the common seal and must be attested by two (2) Board authorised signatures

44.1.3 The seal (if any) shall remain in the custody of a person nominated by the Board for that purpose.

44.2 The Association *may* **execute any contract, instrument, document or proceeding** requiring authentication with the authority of the Board **without using a common seal** (pursuant to the Act s.38) provided the dealing or deed is signed and attested by the signatures either of:

441.1 two (2) directors (one of whom must be either the Chair or Vice Chair); or

44.1.2 if the Secretary of the Association is not a Member of the Board, by a director and the Secretary; or

44.1.3 two (2) persons as the Board may authorise for that purpose;

and that attestation shall be sufficient for all purposes that was affixed by those signatures by authority of the Board.

45. CUSTODY OF BOOKS ETC.

45.1 Except as otherwise provided by the Act, the regulations and this Constitution, the Secretary of the Association (or their delegate) shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association as directed by the Board.

45.2 The Board may, by instrument in writing, delegate the duty of the custody of all records, books, securities and other documents relating to the Association under this rule to another person pursuant to [rule 24](#).

46. INSPECTION OF BOOKS ETC.

46.1 The **records, books and other documents of the Association** (other than legal documents related to Court action or current litigation, personnel files and documents and other confidential, privileged or commercial-in-confidence information or material protected by the *Privacy Act 1988*) and including minutes of all Board meetings and general meetings of the Association shall be **open to inspection**, free of charge, at the principal place of business during business hours **by a Member of the Association**, at any reasonable hour, having first given the Association reasonable notice in writing to, and made prior arrangement with, the Secretary to inspect.

46.2 The inspection may be supervised by the Secretary (or their delegate) and undertaken at a time convenient to both parties.

- 46.3 The records, books and other documents of the Association and minutes of all Board meetings and general meetings of the Association are not to be photographically, electronically or manually copied and/or removed from the principal place of business of the Association and remains the property of the Association to be used solely for the purposes of the Association pursuant to the matters required as described in this Constitution and the Act and Regulations.

47. GOVERNING POLICIES

- 47.1 Pursuant to [rules 15.1 and 15.3.2](#), the Board shall have the power to establish **governing policies** relating to the effective and prudent internal administration and management of the Association that give effect to the Constitution, the achievement of the objects of the Association and to regulate the business of the Association. Such governance policies will be those deemed necessary, expedient or convenient for the proper regulation of the competent governance, management, conduct, control and direction of the Association and shall define how those with delegated powers in the Association (Board, directors, office bearers, officers, employees, delegated persons, committees and/or agents, volunteers, etc of the Association) are expected to act and behave in the exercise of their delegated powers and authorities, the performance of their assigned roles and functions and the discharge their obligatory duties. The Board may at any time rescind, modify, change or vary any of the governing policies and make others to replace them in accordance with the changing needs and requirements of the Association. The governing policies must not be contrary to this Constitution or the Act or the Law.
- 47.2 The Board shall set out its governing policies (rules, regulations, procedures, protocols or processes) in a **Governance Charter** or similar document.
- 47.3 The members, directors and office bearers, officers, employees, contractors and agents of the Association shall be bound by and must comply with any governing policies (rules, regulations, procedures, protocols or processes) in force from time to time.
- 47.4 Any governing policies (and Governance Charter or similar) established by the Board must be made available for all members to access (pursuant to [rule 47](#) or by electronic means) within fourteen (14) days of being made by the Board.

48. NOTICES - SERVICE OF

- 48.1 For the purpose of and subject to this Constitution, a notice may be served by or on behalf of the Association upon any Member of the Association by:

48.1.1 **advertisement**; or

48.1.2 **post** to the member's postal address (if any) shown in the register of members; or

48.1.3 **electronic mail transmission** to the member's email address (if any) shown in the register of members;

48.2 Where a document is sent to a person pursuant to [rule 48.1.2](#) and [48.1.3](#), by properly addressing, prepaying and posting to the person a letter (or sending by electronic mail transmission) containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served to the person at the time at which the letter (or the electronic mail transmission) would have been delivered in the ordinary course of post (or electronic mail transmission).

49. INDEMNITY

49.1 Every duly appointed officer being either a director, office bearer, employee, delegated person, persons, or committee and/or agent of the Association, shall be indemnified out of the property of the Association against any liability, including a liability for costs, expenses, damages or charges arising out of the execution of the duties of office, which is incurred by the abovementioned officers, (which does not arise out of conduct involving a breach of duty, trust or good faith or the result of negligent discharge of their duties in relation to the Association or a contravention of the Act) in defending any proceedings, whether civil or criminal, in which:

- (a) judgment is given in his or her favour; or
- (b) he or she is acquitted in connection with any application in relation to any such proceedings; or
- (c) relief is, under the Law, granted to him or her by the Court;

subject to the provisions of the Act, unless incurred or caused through his or her own negligence, default, breach of duty or trust or dishonesty.

50. DISSOLUTION

50.1 The Association may be wound up voluntarily if the Association by special resolution resolves that it be wound up voluntarily, and pursuant to the Act s.125, 149 and 151.

50.2 In the event of the Association being wound up, any surplus property of the Association that remains following the winding up, will not be paid to or distributed among the members of the Association, but may be vested in another organisation if the recipient organisation:

50.1.1 has objects that are substantially similar to the former Association;

Constitution - *Victoria Police Legacy Scheme Incorporated.*

50.1.2 does not operate for the purpose of trading or securing pecuniary gain for its members;

50.1.3 has provision in its rules requiring its surplus property to be passed to a similar organisation on dissolution or winding up;

50.1.4 is a body corporate;

such organisation or organisations to be determined by the members of the Association at or before the time of dissolution or in default thereof by the Supreme Court of Victoria.

SCHEDULE 1

PRINCIPAL PLACE OF BUSINESS

The principal place of administration of the Association shall be:

Address:

Street Address:

xxx

Postal Address:

xxx

or such other place as the Board may determine from time to time.

Telephone:

xxx

Email:

xxx

Facsimile:

xxx

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I
(full name of member)

of
(address)

being a Member of "the Association's name" hereby appoint:

.....
(full name of appointed proxy)

of
(address)

being a Member of *Victoria Police Legacy Scheme Incorporated*, as my proxy to vote on my behalf at the general meeting of the Association (Annual General Meeting or Special General Meeting, as the case may be) to be held on the:

..... day of 20

and at any adjournment of that meeting.

My proxy is authorised to vote *in favour of / against* (tick below as appropriate) of the resolution(s) below.

Resolution	For	Against
1. (insert details)		
2. (insert details)		

.....
(Signature of the Member appointing proxy)

Date

NOTE: A proxy vote may not be given to a person who is not a Member of the Association.