

CONSTITUTION & RULES OF MY PLACE AUSTRALIA ASSOCIATION



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CONSTITUTION & RULES OF MY PLACE AUSTRALIA ASSOCIATION

An Unincorporated, Not-For-Profit, Community Services Organisation based Private Members Association.

Preamble

This constitution was developed via a free, open, consultative, and constructive process among free peoples with an open heart and mind for the creation of this Not-For-Profit, Community Service Organisation for the sole benefit of its members.

This constitution has been adopted by the My Place Australia Association as decided upon a majority of votes on [26/01/2026].

1. Definitions and Interpretations

1.1 Definitions

In these Rules, unless the context requires otherwise, the following terms have the meanings indicated:

AGM means annual **general meeting**.

association means the unincorporated **association** described in rule 2.

Business Day means a day on which banks are open for business in Victoria or any other place where, at the relevant time, the Association conducts its business, other than a Saturday, Sunday, or public holiday in Victoria or, at the relevant time, that place.

Chair means the Chairperson, but if the Chairperson is unavailable to attend a meeting of the Committee or General Meeting, the Chair is the person appointed under these Rules to the position of chair to preside at a particular Committee meeting or at a particular General Meeting.

committee and **committee member(s)** mean the **association's committee** of management and the members of the **committee** of management respectively (see rule 14.1).

Complaints Committee means a subcommittee of the committee consisting of non-bias members who can hear and deal with any complaints that may arise.

general meeting means the meetings of members of the **association** as described in rule 17, consisting of AGMs and special **general meetings**.

Member means a member of the **association**.

Month means a calendar month.

Objectives means the objectives of the association that are carried out in pursuance of the principal **purpose** of the **association** as described in rule 5.2.

Office bearer means the executive group of the **committee**.

Chairperson means the Chairperson of the Association.

purposes mean the not-for-profit **purposes** of the **association** as described in rule 5.1.

Rules means:

- (a) these rules;
- (b) any alteration to them under Rule 3;
- (c) the rights, powers, privileges, and obligations attaching from time to time to each category of membership of the Association;
- (d) any by-laws, regulations or other instruments passed by the Association in General Meeting or by the Committee; and
- (e) any resolution passed by the Association in General Meeting or by the Committee.

Secretary means the secretary of the Association.

Steward means a person who has nominated as a legal contact for the association

special resolution means a resolution of members:

- of which at least 21 days' notice of the meeting at which it will be considered has been given to members, and
- that is passed at a **general meeting** by 75% or more of the members voting (who are eligible to vote), voting in favour of it.

Sub Committee means a committee appointed under rule 14.3.

Treasurer means the treasurer of the Association.

1.2 Interpretations

In this Constitution, unless a contrary intention is expressed:

- (a) headings and italicised, highlighted, or bold type do not affect the interpretation of this Constitution;
- (b) the singular includes the plural, and the plural includes the singular;
- (c) a gender includes all other genders;
- (d) other parts of speech and grammatical forms of a word or phrase defined in this Constitution have a corresponding meaning;
- (e) the words 'include', 'including', 'for example', 'such as' or any form of those words or similar expressions in this Constitution do not limit what else is included and must be construed as if they are followed by the words 'without limitation', unless there is express wording to the contrary.

2. Preliminary

- 2.1 The name of the **association** is My Place Australia.
- 2.2 The **association** is unincorporated.
- 2.3 The **association** is established to be, and continue as, a not-for-profit, community service organisation based private members association.
- 2.4 These rules are intended to be binding on members of the **association** as agreed to by the acceptance and signing of the social compact agreement.

3. Alteration of rules

- 3.1 Subject to rule 3.2 below, these rules may be changed, added to, or replaced by **special resolution** of the **association's members** at a **general meeting**. This includes a change to the **association's** name.
- 3.2 The **members** must not pass a **special resolution** that amends these rules if passing it causes the **association** to no longer be a not-for-profit community service organisation.
- 3.3 Any altered constitution shall bind the Association and every Member, including Committee Members, to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all the provisions thereof.

4. Not-for-profit Clause

- 4.1 The assets and income of the organisation shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as genuine compensation for services rendered or expenses incurred on behalf of the organisation.
- 4.2 Rule 4.1 does not stop the **association** from doing the following things, provided they are done in good faith (fairly and honestly):
 - paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **association**, or
 - making a payment or providing a benefit to a member in carrying out the **association's** **purpose(s)** and **objectives**.

5. Purposes and Objectives

5.1 Principal Purpose

The Association's principal purpose is to identify, foster and grow unity in the community of its members for the benefit of its members through education and sharing of knowledge and skills, providing

opportunities for members to connect, and come together and by supporting its members to live a peaceful, free, and just life which is the unalienable right of all human beings.

5.2 Objectives

In pursuance of the principal purpose identified in Rule 5.1, the Association's main objectives are to:

- (a) deliver programs that assist members in the community;
- (b) educate members in the following areas of interest as determined by the members;
- (c) develop a self-funded model that localises the economic benefits of all members;

5.3 The **association** may do all things that help it to achieve these **purposes and objectives**, in accordance with these rules.

5.4 The **association** and its **committee** may only do things and use the income and assets of the **association** (including those held on trust for the **association** or its **purposes**) for the **purposes**.

5.5 The **association** must operate consistently within the framework of its creation as a not-for-profit community services organisation.

6. Indemnity

6.1 Definitions

In this rule 6:

- (a) Officer means a Committee Member or any other person who is concerned, or takes part, in the management of the affairs of the Association, and includes a former officer and Stewards;
- (b) Duties of the Officer includes, in any particular case, where the Committee Members consider it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an Officer by the Association or, where applicable, a subsidiary of the Association;
- (c) to the Relevant Extent means:
 - i. to the extent the Association is not precluded by law from doing so;
 - ii. to the extent and for the amount that the Officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including a subsidiary or an insurer under any insurance policy); and
 - iii. where the Liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the Duties of the Officer in relation to another corporation, to the extent and for the amount that the Officer is not entitled to be indemnified and is not actually, indemnified out of the assets of that corporation.

- (d) Liability means all costs, charges, losses, damages, expenses, penalties, and liabilities of any kind, including legal costs incurred in defending any proceedings (whether criminal, civil, administrative, or judicial) or appearing before any court, tribunal, government authority or other body.

6.2 Indemnity

- (a) To the extent possible under law, members (including **committee members**) are entitled to be indemnified out of the assets held for the **association** for any debts or liabilities incurred personally by a member when acting on behalf of the **association**, so long as the member was:
- i. authorised by the **association** to take that action, and
 - ii. acting in good faith (fairly and honestly) and in the best interests of the **association**.
- (b) This indemnity is a continuing obligation and is enforceable by a person even if that person is no longer a member of the **association**. This indemnity only applies to the extent that the person is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- (c) To the extent permitted by law, and if the **committee** considers it appropriate, the **association** may pay or agree to pay a premium for a contract insuring a person who is or has been a member of the **association** (including a **committee member**) against any liability incurred by that person as a member of the **association** (including as a **committee member**).

7. Funds and assets

- 7.1 The **committee** must establish policies about the holding and management of funds and assets on behalf of the **association** or its **purposes and objectives**, and that set out who oversees these funds and assets and who can make decisions about them.
- 7.2 The **association** must satisfy any obligations that apply to the use of assets over which a trust exists.
- 7.3 The **association** can receive funding from:
- i. joining and annual membership fees
 - ii. donations
 - iii. grants
 - iv. fundraising
 - v. interest, and
 - vi. any other lawful sources approved by the **committee** that are consistent with furthering the **association's purposes and objectives**.

8. Financial year

- 8.1 The financial year of the **association** is from the 1st of July to the 30th of June, unless the **committee** passes a resolution to change the financial year.

9. Record-keeping

- 9.1 The **association** must make and keep written financial records that:
- i. correctly record and explain the **association's** transactions and financial position and performance, and
 - ii. enable true and fair financial statements to be prepared and to be audited.
- 9.2 The **association** must also keep written records that correctly record its operations, and be able to produce these records if required by law.
- 9.3 The **association** must retain its records for at least seven years, or as otherwise required by investigation and determination by the committee.
- 9.4 The **committee members** must take reasonable steps to ensure that the **association's** records are kept safe.
- 9.5 **Appointment of auditor**
- (a) At each Annual Meeting, the Committee Members **may** resolve to appoint a person to be an auditor of the Association.
- (b) The auditor (if any) shall hold office until the next Annual Meeting and is eligible for re-appointment.

10. Contracts

- 10.1 As an unincorporated **association**, the **association** cannot enter into contracts in its own name but only in the collective names of three or more individuals appointed by the **committee**.
- 10.2 The individuals who enter into the contract under the previous rule may elect to re-execute a contract if one or more of the individuals is no longer a member of the **association**, in which case the **committee** shall appoint one or more individuals in their place.

11. Membership

11.1 Types

The association has the following categories of members:

- (a) General Member
- (b) Steward

- 11.2 Anyone who supports the **purposes** and **objectives** and agrees to be bound by these rules can apply to join the **association** as a member.
- 11.3 The **committee** decides the process for receiving and approving or rejecting membership applications.

- 11.4 After the **committee** has approved or rejected a membership application, the **committee** must write to the applicant as soon as possible to tell them whether their application was approved or rejected.
- 11.5 The **committee** can propose to set or change joining fees and membership fees for members from time to time.
- 11.6 Members must pay any membership fee and any unpaid joining fee (if applicable) within one month of being asked. If a member does not pay in time, their membership may be suspended by the **committee**. If the member does not pay all amounts owing within six months of their membership being suspended, their membership may be cancelled by the **committee**.
- 11.7 When membership is suspended, a member cannot exercise their members' rights such as voting at a **general meeting**.
- 11.8 A person immediately stops being a member if:
- i. their membership is cancelled under these rules;
 - ii. is expelled from the Association under Rule 11.12d
 - iii. they resign by writing to the **committee** under rule 11.10, or
 - iv. they die or
 - v. If a steward they have revoked that role in writing or have been removed by a vote of the other current stewards.
- 11.9 If a member resigns, the **association** is not required to refund any joining and membership fees already paid.
- 11.10 **Resignation**
- (a) A Member may resign from membership of the Association by first giving to the Secretary written notice of at least 1 month (or such other period as the Committee may determine) of the Member's intention to resign.
 - (b) On the expiration of the period of notice, the Member ceases to be a Member. In that case the Secretary must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.
 - (c) Any resigning Member remains liable for any outstanding subscriptions. Such outstanding subscriptions may be recovered by the Association from the Member as a debt due to the Association.
 - (d) A resigning Member is not entitled to a refund of any subscription fees paid to the Association.
- 11.11 **Dispute resolution process**
- (a) If there is a dispute between a member or **committee** member and:
 - i. one or more members, and
 - ii. one or more **committee** members

the parties (the people who disagree) involved must first attempt to resolve the dispute between themselves within a period of at least 14 days from the date the dispute is known to all parties involved.

- (b) If the dispute cannot be resolved between the people involved, the **committee** must be notified, and a dispute resolution process must be put in place by the **committee**. The **committee** may develop a policy regarding dispute resolution.
- (c) A dispute resolution process must allow each party a reasonable opportunity to be heard and/or submit arguments in writing and should first attempt to resolve the dispute by the party's reaching agreement. If agreement cannot be reached, the **committee** may appoint an unbiased person to decide the outcome of the dispute. The unbiased person may be a member, non-member or professional mediator who is not connected with the dispute, or the people involved in it.

11.12 Disciplining of members

- (a) Any person (including a Committee Member) may complain to the Complaints Committee that a Member or its Representative, or a member of the Management Committee has failed (whether intentionally or not) to comply with a provision or provisions of these Rules.
- (b) The Complaints Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature. In that case the Complaints Committee is not required to give the Member notice or details of the complaint.
- (c) If the Complaints Committee decides to deal with the complaint, the Committee must:
 - i. cause written notice of the complaint to be given to the Member concerned;
 - ii. give the Member at least 14 days from the time the notice is served within which to make written submissions to the Complaints Committee in connection with the complaint;
 - iii. take into consideration any submissions made by the Member in connection with the complaint; and
 - iv. distribute to the complainant and any other person who is directly affected by the complaint a copy of the complaint and any written response and documentation received from the Member or other relevant person but may withhold or edit such distribution if the Complaints Committee considers it appropriate to do so.
- (d) The Complaints Committee may, by resolution, take disciplinary action against a member of the **association** if it considers the member has breached these rules or if the member's behaviour is causing (or has caused) damage or harm to the **association**. The **committee** must follow a disciplinary process in accordance with this rule 11.12. Disciplinary action may include but is not limited to:
 - i. a written warning;
 - ii. expulsion of the Member from the Association;

- iii. suspension of the Member from membership of the Association for a period of not more than twelve (12) months; or
 - iv. impose conditions on the Member's continued membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion, suspension or conditional membership is warranted in the circumstances.
- (e) If the Complaints Committee expels or suspends a Member or imposes conditions on the Member's continued membership of the Association, the Secretary must, within 7 days after the action is taken, give written notice to the Member of:
- i. the action taken;
 - ii. the reasons given by the Complaints Committee for having taken that action; and
 - iii. the Member's right of appeal under Rule 11.13.
- (f) The expulsion, suspension or conditional membership does not take effect:
- i. until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or
 - ii. if within that period the Member exercises the right of appeal, unless and until the Association confirms or varies the resolution under Rule 11.13 whichever is the later.
- (g) If the Member does not appeal to the Association in accordance with Rule 11.13, the Member's membership is immediately terminated, suspended, or made conditional, as the case may be, on expiry of the period within which the Member is entitled to appeal.
- (h) If the Complaints Committee suspends a Member, during the period of the suspension the Member is not entitled to attend and vote at a General Meeting or at a Committee Meeting.
- (i) There will be no liability for any loss or injury suffered by a member as a result of any decision made in good faith (fairly and honestly) under this rule 11.12.

11.13 Right of appeal of disciplined Member

- (a) A Member may appeal to the Association against a resolution of the Complaints Committee under this Rule 11.13. The Member must do so within 14 days after notice of the resolution is served on the Member and by lodging with the Secretary a written notice to that effect.
- (b) The Member's notice must be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a Member under subparagraph (a), the Secretary must notify the Complaints Committee. The Complaints Committee must convene a General Meeting to be held within 28 days after the date on which the Secretary received the notice.

- (d) At a General Meeting convened under subparagraph (c):
 - i. no business other than the question of the appeal is to be transacted;
 - ii. the Complaints Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - iii. the Members present are to vote on the question of whether the resolution should be confirmed, revoked or varied.
- (e) The appeal is to be determined by a majority of votes cast by Members at that General Meeting.
- (f) If the resolution is confirmed or varied, the Member's membership is immediately terminated, suspended or made conditional in accordance with the resolution.
- (g) If the resolution is revoked, the complaint which was the subject of the resolution is taken to be dismissed.

11.14 Termination of Membership

- (a) If the subscription fees of a Member remain unpaid (whether wholly or partly) for a period of one Month after they become due then at any time after that period the Secretary may send a reminder to the Member that payment must be paid within the next 14 days.
- (b) If the subscription fees of the Member remain unpaid at the end of that 14 days, that person's membership automatically terminates. In that case:
 - i. the Secretary will inform the Member of the termination by notice, whether or not payment is received, before the notice is given; and
 - ii. the Committee may, at its absolute discretion, reinstate the Member on payment of all arrears and any administrative fee determined by the Committee.

12. Register of members

- 12.1 The **association** must maintain a register of members.
- 12.2 Members' names and contact details (an email address is sufficient instead of other contact details, if the **committee** approve this) must be entered in the register of members when membership is approved. A person becomes a member when their name is entered on the register.
- 12.3 The **committee** must record the date that a person stops being a member of the **association** in the register of members as soon as possible after the person stops being a member.
- 12.4 If a member requests that access to their details on the register of members be restricted, the **committee** may decide whether access will be restricted and will notify the member of this.

13. Members' access to documents

- 13.1 A member may make reasonable requests to inspect (at a reasonable time) the:
- i. rules of the **association**;
 - ii. **general meeting** minutes; and
 - iii. register of members.
- 13.2 A member may make reasonable requests for copies of the documents requested under rule 13.1. The **association** can charge a reasonable fee for providing copies.
- 13.3 Members may only use information that is accessed in accordance with rules 13.1 or 13.2 for lawful and proper **purposes** related to the **association**.
- 13.4 Subject to rule 13.5, the **association** must provide access to documents or copies requested under rules 13.1 and 13.2 within a reasonable time.
- 13.5 The **association** can refuse to provide access or copies, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or could cause damage or harm to the **association**, or if the request is otherwise unreasonable.
- 13.6 Members cannot inspect or get copies of **committee** meeting minutes or parts of the minutes, unless the **committee** specifically allows it.

14. The committee

- 14.1 The **association** is governed by the **committee** that is made up of **committee** members. The role of the **committee** is to ensure that the **association** is responsibly managed and pursues its **purpose/s** and **objectives**.
- 14.2 The **committee** can exercise all powers and functions of the **association** (consistently with these rules and relevant Australian and International laws), except for powers and functions that the members are required to exercise at a **general meeting** (under these rules and relevant Australian and International).
- 14.3 The **committee** can delegate any of its powers and functions to a **committee** member, a sub-**committee**, a staff member or a member, other than the power of delegation or a duty that applies to the **committee** or particular **committee** member under Australian laws.
- 14.4 All **Stewards** are automatically Members of the Committee
- 14.5 **Committee** members are elected by a ballot of members of the **association** at a **general meeting**.
- 14.6 The **committee** is to consist of:
- (a) the office-bearers and Stewards of the Association; and any other elected member.

- (b) a maximum of 3 Committee members (and various titles may be used to describe them)

each of whom is to be elected at an annual General Meeting under Rule 6.3.

- (b) The maximum number of Committee Members is to be 14 not including Stewards.

- (d) The office-bearers of the Association are as follows:

- i. the Chairperson;
- ii. the Deputy Chairperson;
- iii. the Treasurer;
- iv. the Secretary;
- v. the Registrar;
- vi. the Projects Officer;
- vii. the IT Officer;
- viii. the Social Media Manager;
- ix. the Marketing and Branding Manager; and
- x. the Office Manager.

- (e) A Committee Member may hold up to two offices.

- (f) Each Committee Member is, subject to these Rules, to hold office until the conclusion of the annual General Meeting following the date of the Member's election. Such Committee Member is eligible for re-election (in which case the Committee Member must deliver a written nomination to the Secretary at least 21 days before the date fixed for the holding of the annual General Meeting at which the election is to take place).

- (g) The Committee will appoint a Committee Member to be an office-bearer or an ordinary Committee Member and determine the procedure for doing so. The appointment will be on such terms as the Committee determines.

- (h) The Committee will determine and delegate to each Committee Member fulfilling the functions of an office-bearer such of the powers and functions exercisable under these Rules as the Committee thinks fit (provided they are not inconsistent with any duties imposed by the Act or by general law).

- (i) Every Committee Member fulfilling the functions of an office-bearer, is at all times, and in all respects subject to the control of the Committee.

14.7 At the first **committee** meeting after each **AGM**, the **committee** must appoint a **committee** member as Chair.

14.8 The **committee** may appoint and remove **committee** members to and from any positions (such as Chairperson, Deputy Chairperson, Treasurer and Secretary) and decide their responsibilities in those roles.

14.9 Each **committee** member finishes their time on the **committee** at the end of the next **AGM** after they were appointed, but they can be elected again.

- 14.10 A member can nominate to be on the **committee** by writing to the **committee** or at a **general meeting** where an election for the **committee** is held. Another member must support their nomination.
- 14.11 To be eligible to be a **committee** member, a person:
- i. must be nominated under rule 14.10.
 - ii. must give the **association** their signed consent to act as a **committee member** of the **association**, and
 - iii. must be a member of the **association** at the time of their nomination, appointment, and for the duration of their time on the **committee**.
- 14.12 If the number of eligible applicants nominated to be **committee** members is equal to the number of **committee** members required, the chair may declare the positions filled without holding a ballot.
- 14.13 A **committee** member stops being on the **committee** if they:
- i. resign, by writing to the **committee**
 - ii. stop being a member of the **association**
 - iii. are removed by a resolution of members of the **association**
 - iv. are absent without the consent of the **committee** from all meetings of the **committee** held during a period of six months. or
 - v. die.
- 14.14 If a **committee** member stops being on the **committee** before the next AGM, the **committee** can temporarily appoint a member of the **association** to fill the vacancy on the **committee** until the next AGM.
- 14.15 **Casual Vacancies**
- (a) If a casual vacancy occurs in the membership of the Committee, the Committee may appoint a Member to fill the vacancy. If, within 1 month after the vacancy occurs the Committee determines that no Member is willing to fill the vacancy, then the Committee may appoint a Member with appropriate skills or experience to fill the vacancy. The Member so appointed is to hold office, subject to these Rules, until the conclusion of the **AGM** next following the date of the appointment.
 - (b) A casual vacancy in the office of a Committee Member automatically occurs if the Member:
 - i. dies;
 - ii. ceases to be a Member for any reason;
 - iii. resigns office by notice in writing given to the Secretary;
 - iv. is removed from office under Rule 14.16;
 - v. becomes permanently incapacitated by ill health (whether mental or physical);
 - vi. is absent without the prior consent of the Committee from two consecutive meetings of the Committee;
 - vii. is absent without the consent of the Committee from four meetings of the Committee in any financial year;

- viii. is suspended from membership of the Association for a period during which at least three meetings of the Committee are held;
 - ix. is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
- (c) A Member appointed to fill a casual vacancy is eligible for re-election.
- (d) The Committee will determine whether a Member appointed to fill a casual vacancy is to be an office-bearer or an ordinary Committee Member.

14.16 Removal of Committee Members

- (a) The Association in General Meeting may by resolution:
- remove any Committee Member from that person's office before the expiration of that person's term of office. Such removal does not affect that Member's status as a Member of the Association; and
 - appoint another Member to be a Committee Member until the expiration of the term of office of the Committee Member so removed. The Committee will determine whether a Member appointed under this provision is to be an office-bearer or an ordinary Committee Member.

- (b)
- i. A Committee Member to whom a proposed resolution referred to in subparagraph (a) relates may make representations in writing to the Secretary (not exceeding a reasonable length) and request that the representations be notified to the Members.
 - ii. In that case, the Secretary may send a copy of the representations to each Member or, if the representations are not so sent, that Committee Member can read out the representations at the General Meeting at which the resolution is considered. If the representations are sent, such distribution is not taken to be an endorsement by the Secretary or the Committee of any matter in the representations.
 - iii. The Committee Member who makes representations must not include in the representations any matter that is defamatory, discriminatory, or otherwise offensive, or false or misleading, or in breach of any law.
 - iv. The Committee and the Association are not required to edit the content of any representations and are not liable to any person for loss or expense arising, as a consequence of, any matter contained in the representations.

14.17 The stewards will be responsible for the association until its first AGM and will conform to the requirements of section 14.19

14.18 A minimum of 3 Stewards are required if there is no current committee for the association to remain a valid association. If this is the case the remaining stewards must:

- a) find a replacement within 30 days of the resignation of the 3rd steward and that replacement must be note in the minutes or in a document in the associations file system with date of appointment, or have a committee in place via AGM within those 30 days or
 - b) Invoke Section 19.1, 19.2 and section 20
- 14.18 In the advent that an AGM can not be held for any reason the responsibility of the running of the association will be delegated to the **Stewards** who will
- a. Take control of the primary office bearers positions being Chairperson, Secretary and Treasurer which requires a minimum of 2 stewards
 - b. Arrange a new AGM as soon as practical and do so in a time frame that is not greater than 4 years from the required dated of the last AGM or from the start date of the Association first acceptance of this constitution.

15. Duties of the committee

- 15.1 Among its other responsibilities, the **committee** is responsible for making sure that:
- i. accurate minutes of **general meetings** and **committee** meetings are made and kept
 - ii. other records are kept in accordance with rules 9.1 to 9.4, and
 - iii. documents of the **association** are made available to members in accordance with rules 13.1 to 13.6.
- 15.2 **Committee** members must:
- i. comply with their legal duties under Australian laws and ensure that the **association** complies with its duties under Australian laws, and
 - ii. meet the requirements for responsible entities (**committee members**) of registered charities and comply with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:
 - a. to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a **committee** member of the **association**
 - b. to act in good faith (fairly and honestly) in the best interests of the **association** and to further the charitable **purpose(s)** of the **association** set out in rule 4,
 - c. not to misuse their position as a **committee** member
 - d. not to misuse information they gain in their role as a **committee** member
 - e. to disclose any perceived or actual material conflicts of interest
 - f. to ensure that the financial affairs of the **association** are managed responsibly, and
 - g. not to allow the **association** to operate while it is insolvent.

16. Committee meetings

- 16.1 A **committee** member can call a meeting by giving seven days' notice of a meeting to **committee** members unless the meeting is an urgent meeting (in which case reasonable notice must be given).

- 16.2 The **committee** can decide how often it meets, and the way in which it meets, including by allowing **committee** members to attend through technology, so long as it allows everyone to communicate.
- 16.3 The Chairperson will chair **committee** meetings. If the Chairperson does not attend, the **committee** members can choose who will chair that meeting.
- 16.4 A resolution is passed if more than half of the **committee** members voting at the **committee** meeting vote in favour of the resolution.
- 16.5 A majority (more than half) of **committee** members must be present (either in person or through the use of technology) for the meeting to be validly held (this is the quorum for **committee** meetings).
- 16.6 The **committee** can allow circular resolutions. To pass a circular resolution, each **committee** member must agree to it in writing, including by email or other electronic communication, and it is passed once the last **committee** member has agreed to it.

17. General meetings of members

- 17.1 **General meetings** of members can be called by the **committee**. The **committee** must call a **general meeting** if requested by a group of members making up at least 10% of members who are entitled to vote at **general meetings**. The members must state in the request any resolution to be proposed at the meeting.
- 17.2 If the **committee** does not call and hold a meeting where requested to do so under rule 17.1 within two months of the request, 50% or more of the members who made the request may call and arrange to hold a **general meeting**. The meeting must be held within three months from the time the request was made and as far as possible, should follow the procedures for calling **general meetings** set out in these rules. The members are entitled to claim any reasonable expenses that they incur in calling the meeting from the assets of the **association**.
- 17.3 At least 10% of the members that are entitled to vote at the meeting must be present at a **general meeting** (either in person or through technology that allows for clear and simultaneous (interactive) communication of all meeting participants, for the meeting to be held (this is the quorum for **general meetings**).
- 17.4 Written notice of **general meetings** must be provided to all members (and the **association's** auditor or reviewer, if one is appointed) at least 21 days before the meeting. Notice to members must be sent to the members' contact addresses listed on the register of members.
- 17.5 Any notice of **general meetings** must include the meeting details (including whether the meeting is to be held in two or more places and the technology that will be used to facilitate this), proposed issues to be discussed and resolutions to be moved at that meeting.
- 17.6 The **association** must hold its first **AGM** within 18 months of being formed. After that the **association** must hold an **AGM** at least once in every calendar year, at which it provides reports to members about the financial position and activities of the **association**.

- 17.7 The ordinary business of the **AGM** is to confirm the minutes of the previous **AGM**, receive reports and statements on the previous financial year, and elect **committee** members. The notice of the **AGM** must include any special business or resolutions to be considered.
- 17.8 A group of at least 10% of members who are eligible to vote at a **general meeting** can propose resolutions to be voted on at a **general meeting** by writing to the **committee** advising them of the proposed resolutions, so long as requirements to notify members of the resolutions prior to the **general meeting** can be met (which will depend on the type of resolution proposed).
- 17.9 Any resolution proposed under rule 17.8 must be considered at the next **general meeting** held no more than two months after the date the **committee** is notified of the request to present a resolution to members. This rule does not limit any other right that a member has to propose a resolution at a **general meeting**.
- 17.10 The Chairperson (see rule 14.7 and 14.8) will chair **general meetings**. If the Chairperson does not attend, the members at the meeting can choose another **committee** member to be the chair for that meeting. The Chair is responsible for the conduct of the **general meeting**, and for this **purpose** must give members a reasonable opportunity to make comments and ask questions (including to the auditor or reviewer (if any)).
- 17.11 Each member has one vote.
- 17.12 A resolution (other than a **special resolution**) is passed if more than half of the members present at a **general meeting** vote in favour of the resolution.
- 17.13 Votes may be held by a show of hands or written ballot, or another method that the chair decides is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member can request a vote be held again by written ballot. If a vote of the members is tied, the chair of the meeting does not have an additional, deciding vote and shall declare that the motion has failed.
- 17.14 The chair can adjourn the meeting if there are not enough members at the meeting (a quorum – see rule 17.3) within 30 minutes of the meeting start time, or if there is not enough time at a meeting to consider all business. A new notice must be sent to members for the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date). Only unfinished business may be dealt with at a resumed meeting. The chair must adjourn the meeting if a majority of members entitled to vote at the meeting direct the chair to do so.
- 17.15 On a show of hands, the chair's decision is conclusive evidence of the result of the vote.
- 17.16 The chair and the meeting minutes do not need to state the number or proportion of the votes in favour or against on a show of hands.

18. Bylaws

- 18.1 The Committee may from time to time, in their absolute discretion, make, amend, rescind, or replace by-laws concerning any aspect of the membership, governance, management, operation or activities of the **association** including:
- (i) any matter this Constitution envisages may be regulated by By-Laws; and
 - (ii) any other matter relevant to the **association** that the **committee members** choose to regulate.
- (b) To the extent of any conflict between this Constitution and any By-Law, this Constitution prevails.
- 18.2 Any By-Law made, and any amendment, rescission, or replacement:
- (i) has effect on and from the date it is made unless otherwise stated in the relevant instrument; and
 - (ii) must be promulgated to those affected, provided that, failure to bring it to the attention of any person does not render it or anything done in accordance with it void, voidable or ineffective.
- 18.3 Any By-Law:
- (i) is as valid and enforceable as if it was repeated in this Constitution; and
 - (ii) can be enforced by legal action.
- (e) A failure by a Director, other officer of the Society or Member to comply with a By-Law is deemed to be a failure by that Director, other officer of the Society or Member to comply with this Constitution.
- 18.4 The prevailing conformed version of the By-Laws must be available from the association's website.

19. Winding up

- 19.1 The **association** can be wound up by its members if the members pass a special resolution to wind up the **association** at a **general meeting**.
- 19.2 In making distributions upon winding up, the **association** must satisfy any obligations that apply to assets over which a trust exists.
- 19.3 The **association** will be wound up if there is no committee and not enough stewards as designated in section 14.18 and 14.18(b)

20. Dissolution Clause

- 20.1 In the event of the organisation being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is a not-for-profit community service organisation, and which has rules prohibiting the distribution of its assets and income to its members.