



CONSTITUTION

OF

Women's Legal Centre (ACT & Region) Incorporated

November 2020

CONSTITUTION OF WOMEN’S LEGAL CENTRE (ACT & REGION) INCORPORATED

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1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Constitution unless the contrary intention appears:

‘**AGM**’ means annual general meeting.

‘**Association**’ means Women’s Legal Centre (ACT & Region) Incorporated.

‘**Board**’ means the committee of the Association appointed pursuant to clause 8 in which lies the governance of the Association.

‘**Board Member**’ includes any person occupying the position of Board Member of the Association.

‘**Business Day**’ means a day which is not a Saturday, Sunday or public holiday in the Australian Capital Territory.

‘**Chair**’ means the Chair of the Association elected under clause 8.

‘Chief Executive Officer’ means the woman employed by the Association to manage the business of the Association.

‘Constitution’ means this constitution as amended.

‘Executive’ has the meaning given in clause 8.

‘Financial Year’ means the year from 1 July to 30 June the following year.

‘Life Member’ means an individual who has been granted life membership of the Association by the Board, in recognition of significant contribution to the Objects of the Association.

‘Member’ means a member of the Association, comprising Ordinary Members (which includes Life Members) and Affiliate Members.

‘Ordinary Member’ includes a Life Member unless stated otherwise and whether present in person or by proxy.

‘Registered Address’ means the last known address of a Member as noted in the Register.

‘The Act’ means the *Associations Incorporation Act 1991*.

‘The Regulation’ means the *Associations Incorporation Regulation 1991*.

‘Vice Chair’ means the Vice Chair of the Association elected under clause 8.

1.2 Interpretation

In this Constitution, unless the contrary intention appears:

- (a) unless the context provides otherwise, the singular includes the plural and vice versa and words importing a gender include other genders;
- (b) words and expressions defined in the Act have the same meaning in this Constitution; and
- (c) headings are for ease of reference only and do not affect the construction of this Constitution.

2 OBJECTS

2.1 Objects of the Association

The objects for which the Association is established are to promote and protect justice, equality and independence for all women. The Association will do this by:

- (a) providing professional, specialist legal services and associated support services to women;
- (b) supporting Aboriginal and Torres Strait Islander women’s access to justice through individual and systemic advocacy;
- (c) prioritising service for women who need our services the most, including women on low incomes, women experiencing violence, and women disadvantaged by pregnancy, breastfeeding or family responsibilities, race, culture or religion, disability, age, sexual orientation and/or gender identity.

- (d) providing information and education about the law and legal system as it affects women;
- (e) providing expert law and policy advice to the community, government and other stakeholders on aspects of the law and legal system that affect women; in particular on domestic and family violence, other forms of sex discrimination, and gender equality;
- (f) any other objects determined by the Board which are consistent with the Association being a public benevolent institution; and
- (g) to cooperate with any other organisation in furtherance of these objects.

2.2 Exercise of Powers

The Association may only exercise its powers to:

- (a) carry out the objects in clause 2.1; and
- (b) do all things incidental or convenient in relation to the exercise of power under clause 2.2(a).

3 FUNDS AND PROPERTY

- (a) The funds of the Association may be derived from grants, fees, subscription fees or levies from members, donations, gifts, and, subject to any resolution passed at a general meeting and section 114 of the Act, any other source that the Board decides.
- (b) The funds and property of the Association must only be used for the objects of the Association set out in clause 2.
- (c) All cheques and other negotiable instruments must be signed by any 2 members of the Board or employees authorised to do so by the Board.
- (d) No funds or property may be paid or transferred directly or indirectly to any Member except for bona fide compensation for services rendered or expenses incurred on behalf of the Association.

4 MEMBERSHIP

4.1 Ordinary Members

- (a) An Ordinary Member is any woman who supports the objects of the Association and who has been granted membership.
- (b) All Ordinary Members have the right to:
 - (i) receive notice of every general meeting of the Association and
 - (ii) attend and vote at each general meeting of the Association.

4.2 Life Members

- (a) The Board of the Association may award Life Membership to any woman who has made a significant contribution to the Objects of the Association.
- (b) Life Membership will ordinarily be awarded at a General Meeting of the Association.

- (c) Life Members have the same rights as Ordinary Members.

4.3 Affiliate Members

- (a) An Affiliate Member is any man, organisation or Association employee who supports the objects of the Association and who has been granted membership.
- (b) Affiliate Members have the right to:
 - (i) receive notice of every general meeting of the Association;
 - (ii) attend but not vote at each general meeting of the Association; and
 - (iii) appoint by written notice a person to act as their representative in all matters connected with the Association where they are an organisation.

4.4 Application for Membership

Applications for membership may be made in writing by completing the application form approved by the Board and accompanied by the appropriate membership fee.

4.5 Chief Executive Officer to Consider Application

- (a) An application for membership may be considered and accepted or rejected by the Chief Executive Officer when received.
- (b) When considering an application for membership, if the Chief Executive Officer:
 - (i) requires further information, determination of the application is deferred until the information has been supplied; or
 - (ii) rejects the application, the Chief Executive Officer may if requested provide reasons to the applicant who may seek a reconsideration of the application by the Board whose decision is final.

4.6 Acceptance of Application

As soon as practicable following the acceptance or rejection of an application, the Association will notify the applicant of the outcome.

4.7 Rights of Members are Personal

A right, privilege or obligation that a Member has:

- (a) cannot be transferred to another person; and
- (b) terminates on cessation of the Member's membership.

5 SUBSCRIPTION FEES OF MEMBERS

5.1 Fees

- (a) The Board may decide whether to impose a fee and/or levy on Members and, if so, the type of fee/or levy and amount.
- (b) A Member who is an employee of the Association will not be required to pay any fee/or levy whilst the Member remains an employee of the Association.

- (c) Life Members will not be required to pay any fee/or levy.

5.2 Collection and Payment of Fees

The Board may make rules relating to the collection and payment of any fees/or levy imposed in accordance with clause 5.1.

6 DISCIPLINING MEMBERS AND CEASING TO BE A MEMBER

6.1 DISCIPLINARY ACTION

- (a) Disciplinary action may be commenced in relation to a Member if the Chief Executive Officer, or any member of the Board (including the Chair):
 - (i) notifies the Chair of a concern that the conduct of the Member may be inconsistent with the values, policies or principles of the Association, or that it may be otherwise inappropriate, or prejudicial, for the Member to continue to be a Member; and
 - (ii) a majority of the members of the Executive resolve to commence disciplinary action for the purpose of considering the notification.
- (b) If the Executive resolves to commence disciplinary action it must appoint an Ordinary Member to be the decision-maker. A Board Member may be appointed as the decision-maker.
- (c) The Member must be notified in writing that the Executive has appointed the decision-maker to make a decision about disciplinary action against them.
- (d) The written notice must:
 - (i) be received by the Member at least 21 days before the decision-maker holds a meeting to consider the disciplinary action,
 - (ii) set out the details of the notification and grounds upon which the disciplinary action is being considered,
 - (iii) provide details of the name of the decision-maker and the date, time and place of a meeting at which the decision-maker will consider whether disciplinary action should be taken,
 - (iv) invite the Member to be heard in relation to the proposed disciplinary action by making a written submission, and/or participating in the meeting in person, by telephone, or other electronic means,
 - (v) set out an email address for the Member to send communications about the meeting, including any written submissions.

- (e) The decision-maker may inform herself in any way she thinks fit, including by obtaining relevant statements and reports, but must ensure that the Member has an opportunity to be heard on any matters that are, or may be, considered in the decision-making process before a decision is finalised.
- (f) The decision-maker may decide to:
 - (i) terminate the membership of the Member,
 - (ii) suspend the membership of the Member,
 - (iii) caution the Member about their membership, or
 - (iv) take no action in relation to the membership of the Member.
- (g) The decision-maker should finalise a decision as soon as reasonably practicable after the meeting and must notify the Member in writing of:
 - (i) the terms of the decision,
 - (ii) the reasons for the decision,
 - (iii) where relevant, the process for appealing the decision.

6.2 Appeal Request

- (a) A decision to terminate or suspend a membership may be appealed by requesting that the decision be reviewed by the Board, excluding any Board Member who was the decision-maker.
- (b) An appeal request must be made in writing within 7 days of the day the Member receives the notice of the decision, and must indicate whether the Member wishes to be heard on the appeal by making a written submission and/or participating in the appeal meeting.
- (c) The Board shall hold an appeal meeting for the sole purpose of considering the appeal request as soon as reasonably practicable.
- (d) The Member and the decision-maker may make oral and/ or written representations in relation to the appeal at the appeal meeting.
- (e) The decision-maker must not otherwise participate in the Board's deliberations about the appeal.
- (f) The Board must vote by secret ballot on the question of whether the decision should be confirmed or revoked.
- (g) The question will be decided by a majority with the Chair of the appeal meeting exercising an additional vote if there is no clear majority.
- (h) The Member must be notified of the decision as soon as reasonably practicable after the Board meeting.

6.3 CEASING TO BE A MEMBER

A Member's membership will cease:

- (a) if it is terminated following disciplinary action taken in accordance with this clause, 8 days after the decision of the decision-maker; or where an appeal has been requested, as soon as the decision is confirmed by the Board;
- (b) if the Member gives the Association written notice of resignation, on the date of receipt of the notice by the Association;
- (c) if the Member has not paid the membership fee for the financial year within the timeframe nominated by the Board;
- (d) if the Member lacks legal capacity, dies, or is convicted of an indictable offence; or
- (e) if the Member is disqualified from membership by reason of the Act or other legislation.

7 MEETINGS OF THE ASSOCIATION

7.1 Annual General Meetings

- (a) With the exception of the first Annual General Meeting (AGM) of the Association, the Association must, at least once in each calendar year and within 5 months after the end of each financial year of the Association, call an AGM of its members.
- (b) The Association must hold its first AGM:
 - (i) within 18 months after its incorporation under the Act; and
 - (ii) within 5 months after the end of the first financial year of the Association.

7.2 Calling AGMs

- (a) The AGM of the Association must be called on the date and at the place and time that the Board considers appropriate.
- (b) In addition to any other business that may be transacted at an AGM, the business of an AGM is:
 - (i) to confirm the minutes of the last AGM and of any general meeting held since that meeting;
 - (ii) to receive from the Chair reports on the activities of the Association during the last financial year;
 - (iii) to elect members of the Board ; and
 - (iv) to receive and consider the statement of accounts and the reports.

7.3 Calling general meetings

- (a) The Board may, whenever it considers appropriate, call a general meeting (a meeting) of the Association.
- (b) The Board must, on written request of at least 5% of all Ordinary Members, call a meeting of the Association.
- (c) A written Ordinary Members' request for a meeting:
 - (i) must state the purpose or purposes of the meeting;
 - (ii) must be signed by the requesting Ordinary Members;
 - (iii) must be lodged with the Board; and
 - (iv) may consist of several documents in a similar form, each signed by one or more of the requesting Ordinary Members.
- (d) If the Board fails to call a meeting within one month after an Ordinary Members' request for a meeting is lodged with the Board, one or more of the requesting Ordinary Members may call a meeting to be held within three months of that time.
- (e) A meeting called by an Ordinary Member must be called in accordance with this Constitution and any reasonable expense incurred in doing so must be reimbursed by the Association.

7.4 Notice of meetings

- (a) The Board must issue each Member with notice of a meeting of the Association (including an AGM) at least 14 days before the meeting.
- (b) Notice may be given by one or more of the following methods:
 - (i) personally;
 - (ii) by post to the address for the Member in the Register or the alternative address (if any) nominated by the Member;
 - (iii) by email to an address nominated by the Member; or
 - (iv) by publication:
 - (A) on the Association's website (if any);
 - (B) in the Association's newsletter (if any); or
 - (C) in a local newspaper;
- (c) Notice is deemed to be given:
 - (i) at the moment it is given personally;
 - (ii) three days after it is posted;
 - (iii) on the business day after it is emailed;
 - (iv) on the day on which it is published; or

- (v) if given by other electronic means, on the business day after the Member is informed that the notice is available.
- (d) The notice must specify:
 - (i) the place of the meeting;
 - (ii) the date of the meeting;
 - (iii) the time of the meeting; and
 - (iv) the nature of the business to be transacted at the meeting.
- (e) Only Members who owe no money to the Association can bring any business before a meeting by giving written notice of that business to the Board, who must include that business in the next notice of meeting.

7.5 Quorum

- (a) A quorum must be present before business may be transacted at a meeting.
- (b) Quorum of Members is three (3) Board Members and the lesser of
 - (i) 10 Ordinary Members; or
 - (ii) 10% of all the Ordinary Members of the Association.
- (c) If within 30 minutes after the time appointed for the meeting a quorum is not present, the meeting:
 - (i) is dissolved if called on the request of Ordinary Members; or
 - (ii) in any other case, is adjourned to the same place and time of the following week.
- (d) The Chair may specify another time and place to which the meeting is adjourned, either at the time of adjournment or by written notice.

7.6 Adjournment

- (a) The Chair of a meeting at which a quorum is present may, with the consent of the majority of Ordinary Members present, adjourn the meeting.
- (b) No business may be transacted at a resumed meeting other than the business left unfinished at an adjourned meeting.
- (c) If a meeting is adjourned for 14 days or more, the Board must give written or oral notice of the resumed meeting to each Member stating:
 - (i) the place of the resumed meeting;
 - (ii) the date of the resumed meeting;
 - (iii) the time of the resumed meeting; and
 - (iv) the nature of the business to be transacted at the resumed meeting.

7.7 Making of Decisions

- (a) A question, matter or resolution arising at a meeting will be decided by a majority of votes.
- (b) Where a decision has been made, a declaration by the Chair or minute to that effect is evidence of that fact.

7.8 Voting

- (a) Voting will be by a show of hands, unless the Ordinary Members present decide otherwise.
- (b) Members may only vote as long as they have paid all money owing to the Association.
- (c) Each Ordinary Member has only one vote on any question arising at a meeting.
- (d) An Ordinary Member may appoint a person as proxy in writing on a form approved by the Board and signed by that member.

8 BOARD

8.1 Nominations and election

- (a) Ballots for the election of Board Members will be conducted at an AGM in the way the Board decides.
- (b) Any Member may nominate a qualified person to be a Board Member.
- (c) Subject to 8.1(d), nominations must be:
 - (i) in writing, endorsed by the nominee, and seconded by another Member; and
 - (ii) delivered to the Secretary no later than 2 weeks prior to the AGM.
- (d) The Chair may allow nominations of qualified people from the floor at the AGM if she believes that it is appropriate to do so considering the Association's policies, plans and directions.
- (e) If insufficient nominations are received to fill available Board positions, the positions not filled will be deemed to be vacant.

8.2 Qualifications

To qualify for nomination and appointment as a Board member a person must:

- (a) be an Ordinary Member;
- (b) not have been employed by the Association in the 2 years preceding appointment to the Board
- (c) not be in breach of the requirements about terms of appointment set out in clause 8.4, and
- (d) not be disqualified from accepting or holding an appointment as a member of the Board under the Act or any other legislation.

8.3 Composition of Board

- (a) The Board will be composed of seven (7) people, each of whom will be called a Board Member.
- (b) The Board will have an Executive comprised of the following positions:
 - (i) Chair;
 - (ii) Vice Chair;
 - (iii) Secretary; and
 - (iv) Treasurer.
- (c) Subject to clause 8.3(d) the members of the Executive are elected by the Board Members from amongst their number, following each AGM.
- (d) A Board Member may be appointed by the Board to fill a vacancy in an Executive position at any time.

8.4 Term

- (a) Subject to clauses 8.4(b), and 10.2(b), Board Members serve for a term of three years and may not serve for more than two consecutive terms.
- (b) A Board Member appointed to fill a vacancy under clause 10.2 may serve their initial term of appointment pursuant to clause 10.2(b), in addition to two consecutive three year terms.
- (c) A person who has served as a Board Member for the maximum number of terms may be re-elected as a Board Member after a one year hiatus.

8.5 Expert Advisors

- (a) The Board may appoint expert advisors to assist its consideration of specific issues for a period it considers appropriate.
- (b) When appointing expert advisors the Board should consider planned activities, and the need to ensure the Board reflects the community it serves, particularly Aboriginal and Torres Strait Islander women.
- (c) Expert advisors are not voting members of the Board.

8.6 Attendance at Board Meetings

The Board may invite the following to attend meetings and assist the Board as required:

- (a) the Chief Executive Officer, or in her absence, another employee ;
- (b) someone appointed as an expert advisor;
- (c) any other person the Board deems appropriate.

9 BOARD MEMBERS' REMUNERATION

- (a) Board Members are not paid any remuneration.
- (b) Board Members may receive bona fide compensation for services rendered or expenses incurred on behalf of the Association.

10 VACATION OF OFFICE OF BOARD MEMBER

10.1 Vacancy

The office of a Board Member is immediately vacated if the Board Member:

- (a) becomes bankrupt or makes any general arrangement or composition with creditors;
- (b) is disqualified from holding office or acting as a member of the Board under the Act or other legislation;
- (c) cannot manage the Association because of mental incapacity and is a person whose estate or property has had a personal representative or trustee appointed to administer it;
- (d) resigns by notice in writing given to the Public Officer;
- (e) is removed by a resolution of the Association;
- (f) is absent from three consecutive Board meetings without leave of absence from the Board; or
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of the interest.

10.2 Filling Vacancy

- (a) (a) The Board may appoint an Ordinary Member to fill a vacancy on the Board.
- (b) An Ordinary Member appointed to fill a vacancy holds office initially until the next AGM held after their appointment.

11 POWERS AND DUTIES OF BOARD

11.1 Business of the Association

The business of the Association is managed by the Board who may exercise all powers of the Association that this Constitution does not require to be exercised by the Association in meeting.

11.2 Governance

The Board may from time to time determine policies and procedures for the Association's governance.

11.3 Operational Management

Without limiting clauses 11.1 or 11.2, the Board may provide for the business of the Association to be managed in accordance with this Constitution, and its policies, procedures, plans and directions, by:

- (a) appointing a Chief Executive Officer or other employees,
- (b) establishing subcommittees, or
- (c) using such other means as it thinks fit.

11.4 Duties of Board Members

A Board Member must exercise functions and discharge duties in accordance with

section 66A (Duty of care and diligence), section 66B (Duty of good faith and proper purpose), section 66C (Use of position), and section 66D (Use of information), of the Act.

12 BOARD MEETINGS

12.1 Chair

At meetings of the Board, and at general meetings –

- (a) the Chair, or if the Chair is absent, the Vice Chair presides; or
- (b) if the Chair and Vice Chair are absent – another Board Member may be chosen by the members present to preside.

12.2 Convening of Meetings

- (a) A Board meeting must be convened at least 6 times each year.
- (b) A Board Member may at any time convene a Board meeting.
- (c) A Board meeting must be convened on at least 48 hours' notice to each Board Member.

12.3 Venue and Mode of Meeting

- (a) A Board meeting may be held by any technological means by which the Board members are able to simultaneously participate in discussion.
- (b) Subject to clause 14, a Board Member who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.

12.4 Procedure at Board Meetings

The Board may meet together, adjourn and regulate their meetings as they think fit.

12.5 Quorum

A quorum of Board Members is a majority of Board Members for the time being.

12.6 Insufficient Board Members to Constitute Quorum

If the number of Board Members is not sufficient to constitute a quorum at a Board meeting, the Board may act only to:

- (a) appoint a Board Member; or
- (b) convene a meeting.

12.7 Notice

Notice of a Board meeting may be given in writing or using any technology consented to by all Board Members.

13 VOTING AT BOARD MEETINGS

13.1 Board Member has One Vote

Subject to clause 14, each Board Member has one vote.

13.2 Majority of Votes

Questions arising at a Board meeting are decided by a majority of votes of the Board Members present and voting.

13.3 Circulating Resolution

- (a) The Board may pass a resolution without holding a Board meeting if:
 - (i) all Board Members are sent an identical document containing the proposed resolution; and
 - (ii) the majority of Board Members record in writing or via any technology consented to by all the Board that they are in favour of the resolution set out in the document.

13.4 The resolution is passed when the last Board Member to constitute a majority of the Board consents.

14 BOARD MEMBERS' INTERESTS

14.1 Board Member must Disclose

A Board Member who has a direct or indirect interest (the interest) in a matter being considered or about to be considered at a Board meeting, must, disclose the nature and extent of the interest, and the relation of the interest to the activities of the Association:

- (a) to the Board as soon as the member becomes aware of the interest, and
- (b) if it is a material personal interest, at the next General Meeting of the Association.

14.2 Disclosure must be Recorded

The details of the disclosure must be recorded in the minutes of the Board meeting and, where relevant, in the minutes of the General Meeting, whether the disclosure was made at or before the meeting.

14.3 Board Member must not Participate

14.3.1 If the interest is a material personal interest, the Board Member must not:

- (a) be present while the matter is being considered by the Board,
- (b) vote on the matter,
- (c) receive any papers in relation to the matter after the Board Member has disclosed the interest.

14.3.2 If the interest is not a material personal interest, the Board may permit the member to be present while the matter is being considered, and take part in any decision of the Board, and receive papers in relation to the matter.

15 SUBCOMMITTEES

- (a) The Board may establish one or more subcommittees
- (b) The chair of a subcommittee must be a Board Member.

- (i) Subject to clause 15(a), the Board may appoint any member or other person to a subcommittee.
 - (ii) The Board may determine terms of reference and other policies, procedures, directions and plans relating to the formation and work of a subcommittee.
- (c) Meetings of a subcommittee will be governed by the provisions of this Constitution that deal with Board meetings as far as they are applicable and not inconsistent with any directions given, or policies or procedures determined, by the Board.

16 DELEGATION

- (a) The Board may delegate any of its powers to an individual Board member, a subcommittee, the Chief Executive Officer, or other employee.
- (b) The Board may determine conditions or limitations for the exercise of a delegated power.
- (c) A delegate may be authorised by the Board to sub-delegate any of the powers delegated to it or to her.
- (d) A delegate must exercise powers in accordance with any directions given, or policies and procedures or plans determined by the Board, and a power exercised in this way is taken to be exercised by the Board.
- (e) The Board may at any time revoke a delegation of power.

17 VALIDITY OF ACTS OF BOARD

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Board Member or member of a subcommittee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Board or the subcommittee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

18 CUSTODY AND INSPECTION OF BOOKS AND DOCUMENTS

- (a) The books of, and other documents relating to the Association, must be kept in the custody of, or under the control, of the Secretary or other Board member, in accordance with any direction of the Board.
- (b) Subject to the Act and the Regulation, the Board may determine whether and to what extent, and at what times and places and under what conditions, the books and other documents of the Association can be accessed, inspected or copied by a Member

- (c) A member does not have the right to access, inspect or copy the books and other documents of the Association, or any part of them, unless the Member is authorised to do so by a law, a court order or by resolution of the Board.

19 COMMON SEAL

- (a) The common seal of the Association must be kept in the custody of the Board.
- (b) The common seal must not be attached to any instruction except by the authority of the Board and the attaching of the common seal must be attested by the signatures of 2 members of the Board.

20 NOTICES

20.1 Mode of Service

Notice may be given by the Association to any person who is entitled to notice under this Constitution:

- (a) by serving it on the person; or
- (b) by sending it by post, or email to the person at the person's address shown in the Register or the address supplied by the person to the Association for sending notices to the person.

20.2 Post

A notice sent by post is taken to be served:

- (a) by properly addressing, prepaying and posting a letter containing the notice; and
- (b) three Business Days after the day on which it was posted.

20.3 Email

A properly addressed and transmitted notice sent by electronic notification is taken to be served on the Business Day after it is sent.

20.4 Evidence of Posting

A certificate in writing signed by a Board Member or other officer of the Association that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.

20.5 Signature to a Notice

The signature to a written notice given by the Association may be written or printed.

20.6 Notices Posted Outside Australia

All notices sent by post outside Australia must be sent by prepaid airmail post.

20.7 Persons Entitled to Notice of Meeting

Subject to a provision of the Act, the Regulation or this Constitution, no person is entitled to receive notice of a meeting except as follows:

- (a) notice of every general meeting, must be given to every member;
- (b) notice of every Board meeting must be given to every Board member;
- (c) notice of each subcommittee meeting must be given to each member of that subcommittee.

21 WINDING UP

21.1 Liability of Members

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the Member in relation to membership of the Association required by clause 5.1.

21.2 Surplus in Winding Up

If the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets must be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the Association;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; and
- (c) money received by the Association because of such gifts and contributions.

22 DISPUTE RESOLUTION

A dispute under the Act or this Constitution between –

- (a) the Association and any member; or
- (b) a member and any other member;

will be dealt with in accordance with the Association's Grievance Policy and Procedures, or such other relevant policies and procedures that are approved by the Board from time to time; modified to the extent necessary to ensure compliance with the rules of natural justice and the provisions of section 65B of the Act.