

CANBERRA RAPE CRISIS CENTRE

CONSTITUTION

Part 1.1

Preliminary

1. Preamble

Canberra Rape Crisis Centre was established in 1976 as a feminist collective comprising all permanent staff and community members. This Constitution reflects the shift to a more formal governance model.

2. Name

The name of the Association is Canberra Rape Crisis Centre Incorporated (in this Constitution called the Association).

3. Definitions

In this Constitution the following terms are intended to take their defined meaning:

- **Board** means the governing board of the Association constituted in accordance with clause 19.
- **Conflict of Interest** arises when an individual could be influenced, or appear to be influenced, by private interests in carrying out their duties and responsibilities for the Association. Such a situation may also arise if a person has a position of authority in one organisation that conflicts with their interests in the Association. A Conflict of Interest can be pecuniary or non-pecuniary, and can arise from avoiding personal losses as well as gaining personal advantage, financial or otherwise.
- **Financial Year** means the year ending on 30 June.
- **Member** means a member, however described, of the Association and includes an associate member.
- **Secretary** means the person holding office under this Constitution as secretary of the Association or, if no such person holds that office, the Public Officer of the Association.
- **The Act** means the *Associations Incorporation Act 1991 (ACT)*.
- **The Regulation** means the *Associations Incorporation Regulation 1991 (ACT)*.

4. Application of Legislation Act 2001

The *Legislation Act 2001* applies to this Constitution in the same way as it would if they were an instrument made under the Act.

5. The Objects of the Association

1. The principal object of the Association is to provide direct relief through the provision of aid services to persons affected by sexual violence.
2. The Association works within a political, human rights and feminist context, to eliminate sexual violence against women, young people, children, families and men.

Part 1.2 Memberships

6. Membership qualifications

1. A person is qualified to be a Member if the person —
 - a) supports the objectives of the Association;
 - b) has applied for membership in accordance with clause 7; and
 - c) has been approved for membership by the Board.
2. A government, non-government or private for profit organisation is qualified to be an associate member if the organisation —
 - a) supports the objectives of the Association;
 - b) has applied for membership in accordance with clause- 7; and
 - c) has been approved for membership by the Board.
3. In the application, the person or organisation must disclose any Conflict of Interest.
4. The membership of the Association by men shall not exceed 25% of Members.

7. Application for membership

1. An application to become a Member—
 - a) must be made in writing in the form prescribed by the Board, and
 - b) must be lodged with the Association.
2. As soon as practicable after receiving an application for membership, the Association must refer the application to the Board, which must decide whether to approve or reject the application.
3. The Association must inform the applicant of a decision to approve or reject their application to become a Member as soon as practicable after the decision is made by the Board.
4. If the Board approves an application for membership, the applicant must pay within 28 days after the date of the notification from the Board any sum payable under this Constitution by a Member as the first year's annual subscription, unless the requirement to pay is waived by the Board in accordance with clause 13.
5. The Association must, on payment by the applicant of the amounts in accordance with subclause 7(4) or on the Board waiving the requirement to pay, ensure the applicant's name is entered in the register of Members and, on the name being so entered, the applicant becomes a Member.

8. Responsibilities of Members

A person is taken by virtue of their membership to agree to act in accordance with this Constitution.

9. Rights of Members

1. Subject to subclause 9(2), Members, other than associate members, have the right to attend and vote at the annual general meeting and all special meetings of the Association.

2. Associate members have the right to attend but not vote at the annual general meeting and all special meetings of the Association.

10. Membership entitlements not transferable

A right, privilege or obligation that arises from being a Member—

- a) cannot be transferred or transmitted to another person or entity; and
- b) terminates on cessation of the membership.

11. Cessation of membership

1. A person ceases to be a Member if the person—

- a) dies or, for an associate member, is wound up; or
- b) resigns from membership of the Association in accordance with clause 12; or
- c) is expelled from the Association;
- d) fails to renew membership of the Association; or
- e) where applicable, is an employee of the Association and their employment with the Association ceases or is a Board member and their membership on the Board ceases, unless otherwise agreed by the Board.

2. The Association will record the date that the person ceased to be a Member in the register of Members.

12. Resignation of membership

1. A Member may not resign from membership of the Association except in accordance with this clause 12.

2. A Member who has paid all amounts payable by the Member to the Association may resign from membership of the Association by first giving written notice to the Association (of not less than one month or, if the Board has determined a shorter period, that shorter period) of the Member's intention to resign and, at the end of the period of notice, the Member ceases to be a Member.

13. Membership Fees

1. The annual membership fee is nil or if any other amount has been determined by resolution of the Board, that amount.
2. The annual membership fee (if any) shall be paid on becoming a member. The Board may set a pro-rata subscription for Members joining the Association during the year.
3. Membership will be renewed at the beginning of each Financial Year by the payment of the membership fees if required; otherwise all membership will be carried forward at the end of the Financial Year unless a Member indicates they wish to withdraw their membership of the Association.
4. The annual membership fee (if any) shall be payable in such manner as the Board shall from time to time determine.
5. The Board may at its discretion waive any fees in a particular case.

14. Members' liabilities

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 as required by clause 13.

15. Disciplining of Members

1. If the Board is of the opinion that a Member—
 - a) has persistently refused or neglected to comply with this Constitution; or
 - b) has persistently and wilfully-acted in a manner prejudicial to the interests of the Association,the Board may—
 - i. warn the Member; or
 - ii. suspend the Member from membership of the Association for a specified period; or
 - iii. expel the Member from the Association.
2. A resolution of the Board under subclause 15(1) is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice under subclause 15(3), confirms the resolution in accordance with this clause 15.

3. If the Board passes a resolution under subclause 15(1), the Board must, as soon as practicable, serve a written notice on the Member setting out —

- a) the resolution of the Board and the grounds on which it is based;
- b) that the Member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- c) the date, place and time of that meeting; and
- d) that the Member may do any or all of the following:
 - i. attend and speak at that meeting;
 - ii. appoint any person (other than a member of the Board) to attend and act on behalf of the Member at that Meeting;
 - iii. submit to the Board at or before the date of that meeting written representations relating to the resolution.

4. Subject to the Act, section 50 (Rules of natural justice), at a meeting of the Board mentioned in subclause 15(2), the Board must—

- a) be represented only by those Board members who do not have a personal or other conflicting interest relating to the dispute;
- b) give to the Member (or the Member's representative) an opportunity to make oral representations; and
- c) give due consideration to any written representations submitted to the Board by that Member at or before the meeting; and
- d) confirm or revoke the resolution of the Board made under subclause 15(1).

5. If the Board confirms a resolution under subclause 15(4), the Board must, within seven days after that confirmation, by written notice inform the Member of that confirmation (including reasons) and of the Member's right of appeal under clause 17.

6. A resolution confirmed by the Board under subclause 15(4) does not take effect—

- a) until the end of the period within which the Member is entitled to appeal against the resolution, if the Member does not exercise the right of appeal within that period; or
- b) if within that period the Member exercises the right of appeal—unless and until the Association confirms the resolution in accordance with subclause 17(4).

16. Disputes

1. This clause 16 sets out the dispute resolution procedure for dealing with any dispute under this Constitution or the Act:

- a) between members; or
- b) between a member or members and the Association (other than disputes arising under clause 15).

2. If a Member notifies the Board of a dispute, the Board must, within seven days of receiving written consent of the notifying member, serve on each of the Members involved (including the notifying Member) a written notice setting out —

- c) details of the dispute as notified by the notifying Member;
- d) that each Member involved may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- e) the date, place and time of that meeting; and
- f) that each Member involved may do any or all of the following:
 - i. attend and speak at that meeting;
 - ii. appoint any person (other than a member of the Board) to attend and act on behalf of the Member at that Meeting;
 - iii. submit to the Board at or before the date of that meeting written representations relating to the dispute.

3. Subject to the Act, section 50 (Rules of natural justice), at the meeting mentioned in subclause 16(2)(b), the Board must—

- a) be represented only by those Board members who do not have a personal or other conflicting interest relating to the dispute;
- b) give to each Member (or Member representative) present an opportunity to make oral representations; and
- c) give due consideration to any written representations submitted to the Board in accordance with subclause 16(2)(d)(iii).

4. Within seven days of the meeting mentioned in subclause 16(2)(b), the Board must decide the outcomes of the dispute and by written notice inform the Members involved of those outcomes (including reasons) and of the right of appeal of each Member involved under clause 16.

5. A resolution made by the Board under subclause 16(4) does not take effect—

- a) until the end of the period within which each Member is entitled to appeal against the resolution, if no Member exercises the right of appeal within that period; or
- b) if within that period a Member involved exercises the right of appeal—unless and until the Association confirms the resolution in accordance with subclause 17(4).

17. Right of appeal of Member

1. A Member may appeal against a resolution of the Board that is confirmed under subclause 15(4) or made under subclause 16(4) within seven days after notice of the resolution is served on the Member, by lodging with the Public Officer a notice to that effect.

2. On receipt of a notice under subclause 17(1), the Public Officer must notify the Board, which must call a general meeting of the Association to be held within 21 days after the date when the Public Officer received the notice or as soon as possible after that date.

3. Subject to the Act, section 50 (Rules of natural justice), at a general meeting of the Association called under subclause 17(2)—

- a) no business other than the question of the appeal may be transacted;
- b) the Board and the Member (and/or the Member's representative) must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
- c) the Members present (other than the appealing Member) must vote by secret ballot on the question of whether the resolution made under subclause 15(4) or subclause 16(4) should be confirmed or revoked.

4. If the meeting passes a special resolution in favour of the confirmation of the resolution made under subclause 15(4) or subclause 16(4), that resolution is confirmed.

Part 1.3 Board

18. Powers of Board

The Board, subject to the Act, the Regulation, this Constitution and to any resolution passed by the Association in general meeting—

- a) controls and manages the affairs, property and funds of the Association;
- b) may exercise all functions that may be exercised by the Association other than those functions that are required by this Constitution to be exercised by the Association in general meeting; and
- c) has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

19. Eligibility for Election to the Board

1. Women who are full Members of the Association are eligible to become members of the Board.

2. Employees of the Association are not eligible to become members of the Board. Unless the Board decides otherwise, past employees are not eligible to become members of the Board for 12 months after their employment has ceased.

20. Constitution and membership

1. The Board consists of—

- a) the office-bearers of the Association; and
- b) no less than three and no more than five ordinary Board members;

each of whom must be elected under clause 21 or appointed in accordance with subclause 25(2).

2. The office-bearers of the Association are—

- a) the Chair;
- b) the Deputy Chair;
- c) the Treasurer; and
- d) the Secretary.

3. Each Board member holds office, subject to this Constitution, until the conclusion of the annual general meeting following the date of the member's election, but, subject to subclause 20(4), is eligible for re-election.

4. Unless the Board decides otherwise, Board members shall not be eligible to hold the same officer-bearer position for more than four consecutive terms, though they will remain eligible for election as a different office-bearer or as ordinary Board members.

5. The Chief Executive Officer shall be a non-voting Board member.

6. The Board can, by unanimous agreement of the full Board, invite people onto the Board for such periods and under such conditions as the Board sees fit. All such invited Board members must be Members of the Association or become so before taking up their appointment to the Board.

21. Election of Board members

1. Nominations of candidates for election as members of the Board must be—

- a) made in writing and signed by the member;
- b) given to the Public Officer not less than 14 days before the date fixed for the annual general meeting at which the election is to take place; and
- c) approved by the Board prior to the annual general meeting at which the election is to take place.

2. The ballot for the election of members of the Board must be conducted at the annual general meeting in the way the Board directs.

3. If insufficient nominations are received to fill all vacancies on the Board:

- a) any vacant positions remaining on the Board are taken to be vacancies; and
- b) further nominations for the remaining vacant positions may be received at or any time after the annual general meeting and the Board will consider them after the annual general meeting and may fill the vacant positions in accordance with subclause 25(2).

4. A person is not eligible to simultaneously hold more than one position on the Board.

22. The Chair and Deputy Chair

1. The Chair shall be responsible for the Board overseeing all aspects of Association business but has no power to direct the affairs of the Association other than through resolution of the Board, or, within the agreed policies of the Association as determined by the Board.

2. The Deputy Chair shall assist the Chair and act for them in their absence.

23. Secretary

1. The Secretary must, as soon as practicable after being appointed as Secretary, notify the Association of their address.

2. The Secretary must keep minutes of—

- a) all elections and appointments of members of the Board; and
- b) the names of members of the Board present at a Board meeting or a general meeting; and
- c) all proceedings at Board meetings and general meetings.

3. Minutes of proceedings at a meeting must be accepted by Resolution at the next succeeding meeting.

24. Treasurer

1. The Treasurer is responsible for overseeing the keeping of a proper and accurate record of all accounts and financial statements for ensuring the preparation of an audited annual report for the Board and annual general meeting.

2. The financial statements shall contain particulars of the Association's:

- a) income and expenditure for each Financial Year; and
- b) assets and liabilities, including all mortgages, charges and securities affecting the property of the Association at the close of that Financial Year.

25. Vacancies

1. For this Constitution, and in addition to subclause 21(3)(a), a vacancy in the office of a Board member happens if the member—

- a) dies;
- b) ceases to be a Member of the Association;
- c) resigns the office in accordance with subclause 26(3);
- d) is removed from office under clause 26 (Removal of Board members);
- e) suffers from mental or physical incapacity;
- f) is disqualified from office under the Act, section 63 (convictions or bankruptcy) or section 63B (disqualified under other legislation);
- g) is subject to a disqualification order under the Act, section 63A (noncompliance with Act); or
- h) is absent without the consent of the Board from all meetings of the Board held during a period of six months.

2. If there is a vacancy in the membership of the Board, the Board may appoint a Member of the Association (other than an associate member) to fill the vacancy and that person holds office, subject to this Constitution, until the conclusion of the next annual general meeting after the date of the appointment.

26. Removal and Resignation of Board members

1. The Association in general meeting may by resolution, subject to the Act, section 50 (Rules of natural justice), remove any member of the Board from office before the end of the member's term of office.
2. If a member of the Board fails to attend three consecutive meetings without the agreement of the Board, or fails to carry out their duties and obligations as a Board member, the Board shall seek an explanation and, if the Board declares that position vacant, shall advise the member, in writing, that their position is vacated.
3. A member of the Board may resign as a Board member by written notice given to the public officer.

27. Board meetings and quorum

1. The Board must meet at least eight times in each calendar year at the place and time that the Board may decide.
2. Additional meetings of the Board may be called by any three members of the Board.
3. Oral or written notice of a meeting of the Board must be given to each member of the Board at least seven days (or any other period that may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
4. Notice of a Board meeting must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Board members present at the meeting unanimously agree to treat as urgent business.
5. Any five members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
6. No business may be transacted by the Board unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, then the meeting shall be adjourned to another day, time and place as the Board may determine.
7. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
8. At meetings of the Board—
 - a) the Chair or, in the absence of the Chair, the Deputy Chair presides; or
 - b) if the Chair and the Deputy Chair are absent—one of the remaining members of the Board must be chosen by the members present to preside.

28. Delegation by Board to subcommittee

1. The Board may, in writing, delegate to one or more subcommittees (consisting of the member or members of the Association that the Board considers appropriate) the exercise of the functions of the Board that are specified in the instrument, other than—
 - a) this power of delegation; or
 - b) a function that is a function imposed on the Board by the Act, by any other Territory law, or by resolution of the Association in general meeting.
2. A function, the exercise of which has been delegated to a subcommittee may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation, provided that at each Board meeting following the subcommittee exercising a power pursuant to a delegation, the subcommittee provides the Board with a written report of the activities (including meetings) of the subcommittee.
3. A delegation may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances that may be specified in the instrument of delegation.
4. The Board may continue to exercise any delegated function.
5. Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation has the same force and effect as it would have if it had been done or suffered by the Board.
6. The Board may, in writing, revoke wholly or in part any delegation.
7. A subcommittee may meet and adjourn as it considers appropriate.

29. Voting and decisions

1. Unless otherwise specified by the Act, the Regulation or this Constitution, questions arising at a meeting of the Board or of any subcommittee appointed by the Board, or out-of-session under clause 30, are decided by a majority of the votes of members of the Board or subcommittee present at the meeting.
2. Each member present at a meeting of the Board or of any subcommittee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.
3. Members of the Board may attend and vote at meetings of the Board by telephone or video link if a majority of the other members of the Board present agree. Any person so attending will count as part of the quorum of the meeting.

4. Votes by proxy are not permitted unless this has previously been determined in policy by the Board.

30. Out-of-session decision making

1. The Board may make "out-of-session" decisions or recommendations as may be required from time to time. Such decisions may or may not involve all members in accordance with procedures agreed by the Board.

2. All out-of-session decisions shall be included in the minutes of the next scheduled Board meeting for record keeping purposes.

Part 1.4 General meetings

31. Annual general meetings—holding of

1. The annual general meeting shall be held within five months of the close of the Financial Year.
2. This clause 31 has effect subject to the powers of the registrar-general under the Act, section 120 (Extensions of time for applications etc).

32. Annual general meetings—calling of and business at

1. Subject to clause 31 and the Act, the annual general meeting of the Association must be held on the date and at the place and time that the Board considers appropriate.
2. In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is—
 - a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting;
 - b) to receive from the Board reports on the activities of the Association during the last Financial Year;
 - c) to elect members of the Board, including office-bearers; and
 - d) to receive and consider the statement of accounts and the reports that are required to be submitted to Members under the Act, section 73 (Presentation of statement to members).
3. An annual general meeting must be specified as such in the notice calling it in accordance with clause 34.
4. An annual general meeting must be conducted in accordance with the provisions of this part.

33. General meetings—calling of

1. The Board may, whenever it considers appropriate, call a general meeting of the Association.
2. The Board must, on the requisition in writing of not less than 5% of the total number of Members, call a general meeting of the Association.
3. A requisition of Members for a general meeting—
 - a) must state the purpose or purposes of the meeting;
 - b) must be signed by the Members making the requisition;
 - c) must be lodged with the Public Officer; and

d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

4. If the Board fails to call a general meeting within one month after the date when a requisition of Members for the meeting is lodged with the Public Officer, any one or more of the Members who made the requisition may call a general meeting to be held not later than three months after that date.

5. A general meeting called by Members in accordance with subclause 33(4) must be called as nearly as is practicable in the same way as general meetings are called by the Board.

34. Notice

1. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Association must, at least 14 days before the date fixed for the holding of the general meeting, send by prepaid post or emailed to each Member at the Member's address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

2. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Association must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each Member in the way provided in subclause 34(1) specifying, in addition to the matters required under that subclause, the intention to propose the resolution as a special resolution.

3. No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under subclause 32(2).

4. A Member desiring to bring any business before a general meeting must give written notice of that business to the Public Officer who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

35. General meetings—procedure and quorum

1. No item of business may 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.

2. Five Members present in person (who are entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

3. If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of Members is dissolved and in any

other case stands adjourned to the same day in the following week at the same time and place (unless another day, time or place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned).

4. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the Members present (being not less than three) constitute a quorum.

36. Presiding member

1. The Chair, or in the absence of the Chair, the Deputy Chair, presides at each general meeting of the Association.

2. If the Chair and the Deputy Chair are absent from a general meeting, the Members present must elect one of their number to preside at the meeting.

37. Adjournment

1. The person presiding at 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 may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

2. If a general meeting is adjourned for 14 days or more, the Association must give written or oral notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

3. Except as provided in subclauses 37(1) and 37(2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

38. Making of decisions

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, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

2. At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than three Members present in person or by proxy at the meeting.

3. If the poll is demanded at a general meeting, the poll must be taken—

- a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
- b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

39. Voting

1. Subject to subclause 39(3) and subclause 9(2), on any question arising at a general meeting of the Association a Member has one vote only.
2. Subject to subclause 39(3), all votes must be given personally.
3. Votes by proxy are not permitted unless agreed by the Board. If proxies are available, no Member may hold more than five proxies, and proxies must be appointed by notice given to the Public Officer no later than 24 hours before the time of the meeting for which the proxy is appointed.
4. The notice of appointing a proxy shall be in the form described by the Board.
5. Voting on any issue if so requested by any Member present shall be by secret ballot.
6. A motion or resolution will be seen as being carried if:
 - a) made in accordance with the Act, the Regulation or this Constitution;
 - b) declared by the person presiding as being carried; and
 - c) entered into the minutes of the Association.
7. If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
8. A Member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member or proxy to the Association has been paid, other than the amount of the annual subscription payable for the then current year.

Part 1.5 Miscellaneous

40. Funds—source

1. The funds of the Association must be derived from annual subscriptions of Members (if any), donations, grants, and fee for service, and, subject to any resolution passed by the Association in general meeting and subject to the Act, section 114 (Investment with Associations), any other sources that the Board decides.
2. All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
3. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

41. Funds—management

1. The Board shall determine and keep under review the annual budget and financial policies of the Association including reporting requirements, delegations and limitations.
2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Board or employees of the Association authorised in writing to do so by the Board.

42. Alteration of objects and Constitution

1. Neither the objects of the Association mentioned in the Act, section 29 (Objects) nor this Constitution may be altered except in accordance with the Act.
2. This Constitution may be amended, rescinded or added to, by a special resolution, carried by a three fourth majority of the Members voting in person or by proxy (if allowed) at any general meeting of which at least 21 days' written notice is given.

43. Common seal

1. The common seal of the Association (if any) must be kept in the custody of the Chief Executive Officer.
2. The common seal must not be attached to any instrument except by the authority of the Board and the attaching of the common seal must be attested by the signatures either of two members of the Board.

44. Custody of books and records

Except as otherwise provided in this Constitution, the Act and the Regulation, the Chief Executive Officer shall provide for the safe custody of all books, documents, instruments of title and securities of the Association.

45. Inspection of and access to books and records

1. Subject to the Act and subclauses 45(3) and 45(4), on the request of a Member in accordance with subclause 45(2), the Association must give the Member:

- a) access to inspect and/or a copy of a current statement of the objects of the Association; or
- b) access to inspect and/or a copy of the Constitution currently in force; or
- c) access to inspect and/or a copy of the deeds of any trust relevant to the Association; or
- d) access to inspect and/or a summary of the minutes of a meeting of the Board; or
- e) access to inspect the register of Members; or
- f) access to any other document as required under the Act.

2. A Member must make a request in writing to the Association with at least 14 days' notice and specifying the purpose for requiring access to or a copy of the document in question.

3. In addition to the circumstances where the Board may or must refuse access to inspect the register of Members or any other documents under the Act, the Board may refuse to give a Member access to and/or a copy of any document mentioned in subclause 45(1) if satisfied that disclosing the information in the document to the Member would be prejudicial to the interests of the Association or contravene a law of the ACT or the Commonwealth or any order of a court of competent jurisdiction.

4. The Association may charge a fee for each copy given to a Member, which must not exceed the fee determined under the Act.

5. Subject to the Act, Members are not entitled to access any other records, books or other documents of the Association.

46. Service of notice

For this Constitution, the Association may serve a notice on a Member by sending it by post or email to the Member at the Member's address shown in the register of Members.

Note For how documents may be served, see the *Legislation Act 2001*, pt 19.5 (Service of documents).

47. Dissolution

1. The Association shall be dissolved -

- a) if the membership is less than eight persons; or

b) a resolution to dissolve the Association is carried by three-quarter majority of the financial or registered Members present at a general meeting convened to consider the question. One month's notice in writing outlining the intention of the general meeting shall be given to all financial Members.

2. If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which is a fund, authority or institution endorsed by the Commissioner of Taxation under Division 30 of the *Income Tax Assessment Act 1997* as a fund, authority or institution to which income tax deductible gifts can be made.

3. An Association nominated under subclause 47(2) must fulfil the requirements specified in the Act, section 92(2) (Property of defunct association).