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**CORPORATIONS ACT
COMPANY LIMITED BY
GUARANTEE
CONSTITUTION OF THE

AUSTRALIAN LACTATION
CONSULTANTS ASSOCIATION
LTD**

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LAW FIRM



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**CORPORATIONS ACT
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AUSTRALIAN LACTATION CONSULTANTS ASSOCIATION LTD

1. NAME

The name of the association is the Australian Lactation Consultants' Association Limited ("the Association").

2. INTERPRETATION

2.1 In this Constitution, unless otherwise stated:

“**Act**” means the Corporations Act 2001 as amended from time to time.

"**Board**" means the board of directors elected pursuant to Rule 14.

"**Branch**" means a group of ALCA members based in a particular geographic area.

“**By-Law**” means a regulation of the Association made pursuant to these Rules.

"**Director**" means a member of the Board,

“**Executive Officer**” means the Executive Officer appointed by the Board to carry out administrative duties and includes any person appointed by the Board to act in that role from time to time

"**Financial year**" means the year ending on 30th June.

"**General Meeting**" means a general meeting of members convened in accordance with these Rules.

"**Member**" means an ordinary member of the Association.

“**Objects**” means the objects of the Association under Rule 3.

"**Qualification**" means the qualification accepted by the Board as the qualification necessary for Lactation Consultant.

“**State**” means a State of the Commonwealth of Australia.

"**Subscriber**" means a person, not a member, who has paid the required annual fee to receive the Association's Journal.

“**Territory**” means a Territory of the Commonwealth of Australia.

"**The Regulations**" means regulations under the Corporations Act.

2.2 In these Rules a reference to the Secretary of the Association is a reference to the person who holds that office under these Rules or in the event that no person holds such office, it is a reference to the Public Officer.

- 2.3 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958* and the Act as amended or replaced from time to time.
- 2.4 In these Rules, a Lactation Consultant means a person who has successfully passed the International Board of Lactation Consultant Examiners Inc, (IBLCE) certification examination or any future equivalent examination or assessment or certification process approved by the Association.

3. OBJECTS

- 3.1 The purpose for which the Association is established is to foster better maternal and child health by protecting, promoting and supporting breastfeeding and the use of human milk for infants, by:
- (a) Promoting the Profession of Lactation Consultant as a specialist profession;
 - (b) Providing facilities for research and education to foster better maternal and child health by protecting, promoting and supporting breastfeeding and the use of human milk for infants;
 - (c) Fostering an awareness in health professionals of human milk feeding as an important preventative health measure, and providing continuing professional education;
 - (d) Creating an awareness in the community of the importance of human milk and breastfeeding; and of the hazards of breastmilk substitutes;
 - (e) Encouraging, stimulating, establishing funds for, and aiding research and investigation into, all aspects of lactation and infant feeding;
 - (f) Supporting the International Code of Marketing of Breastmilk Substitutes as interpreted by the World Health Organisation;
 - (g) Providing mutual support and education for Australian Lactation Consultants;
 - (h) Providing a forum for discussion and regular communication between Lactation Consultants;
 - (i) Making representations to relevant authorities on issues of concern to Lactation Consultants and serving as an advisory body for such authorities;
 - (j) Producing written and audiovisual materials on issues of concern to Lactation Consultants and other health workers;
 - (k) Maintaining a directory of certified Lactation Consultants in Australia;
 - (l) Liaising with manufacturers/providers of goods and services used by breastfeeding women and evaluating such goods and services;

- (m) Liaising with human milk banking organisations internationally, and lobbying for the establishment and maintenance of human milk banks in Australia;
- (n) Evaluating and reporting on existing programs about lactation and infant nutrition in universities, colleges and other relevant institutions.
- (o) Doing all things necessary and consistent with the attainment of the foregoing objects.

4. POWERS

Solely for furthering the Objects, the Association has the legal capacity and powers set forth in Section 124 of the Act.

5. MEMBERSHIP

5.1 Categories

The Association shall consist of:

- (a) Ordinary Members: being persons who have qualified as Lactation Consultants as defined in Rule 2 (4); who support the Association and its Objects; and who are admitted to membership according to the provisions of these Rules;
- (b) Honorary members: being persons who have consistently promoted and supported the Objects and who are elected by a two-thirds majority of the Board;
- (c) Associate Members: to be offered to those who:
 - Do not have IBCLC qualifications, or
 - Who are non-recertifying IBCLCs

Associate members will not be entitled to nominate officers or members of The Board, shall not be entitled to serve as officers or members of The Board, and shall not be entitled to vote at meetings or in person or by postal vote.

5.2 Rights

- (a) Ordinary members shall be entitled to nominate officers or members of the Board, and shall be entitled to serve as officers or members of the Board, and shall be entitled to vote at general meetings either In person, or by postal ballot; and shall be entitled to receive such other benefits as shall be determined by the Board from time to time.
- (b) Honorary members shall be entitled to all the privileges of membership as set out In Rule 5.2(a) except: they shall not be entitled to serve as members of The Board.

5.3 Admission

- (a) An application by a person to become a member of the Association:
 - (i) shall be made in writing in a form determined by the Board;
 - (ii) shall be lodged with the Secretary;
 - (iii) shall be accompanied by proof of qualification as appropriate;
 - (iv) shall be accompanied by the entrance fee, signed declaration of support for the Association and its Objects, and annual subscription.
- (b) Membership applications which meet the criteria of the Association, will be processed and presented to the Board no later than its next meeting.
- (c) Any applications for membership may be rejected by the Board.
- (d) Upon an Application being approved or rejected, the Secretary, with as little delay as possible, shall notify the applicant in writing.
- (e) Once approved for admission as a member, the Secretary shall enter the applicant's name in the Register of Members, and upon the name being so entered, the applicant shall be deemed to have become a member.
- (f) A right, privilege, or obligation of a person by reason of membership of the Association:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death or resignation or otherwise.

6. FEES AND SUBSCRIPTIONS

- 6.1 The joining fee shall be such amount determined by the Board, from time to time.
- 6.2 An annual membership fee or subscription shall be such amount as is determined by the Board from time to time.
- 6.3 Fees and subscriptions are payable as determined by the Board from time to time.

7. REGISTER OF MEMBERS

The Secretary shall keep and maintain a Register of Members recording the full name, address, the date of qualification and details of that qualification, and the date of entry of the name of each member and the date of any resignation. The register shall be available for inspection on request by any member. A fee may be charged.

8. STANDARDS OF PRACTICE

- 8.1 Standards of practice determined by the Association shall be binding on all members.
- 8.2 Standards of practice may be amended or added to by special resolution of a general meeting properly convened for that purpose.

9. CESSATION OF MEMBERSHIP

9.1 Termination

- (a) A member shall cease to be a member if:
 - (i) the member notifies the Secretary in writing of the decision to resign.
 - (ii) the member has failed to remit the outstanding fees within seven calendar months of the fees becoming due and payable. This may be waived at the discretion of the Board.
 - (iii) the member has been expelled from the Association according to the provisions of these Rules.
- (b) The Secretary shall forthwith enter the date of resignation or expulsion of the member in the Register of Members.

9.2 Expulsion

- (a) Subject to the Rules, and with reference to the Association's Grievance Procedure (if any), the Board may, by resolution, expel a member from the Association if the Board is of the opinion that the member:
 - (i) has refused or neglected to comply with these Rules; or
 - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests or Objects of the Association.
- (b) No resolution contemplated by Rule 9.2 (a) shall be passed unless the member has first been given reasonable notice in writing:
 - (i) of the facts, matters and circumstances to be considered by the Board;
 - (ii) setting out the options available to Board;
 - (iii) stating that the member may attend and address or otherwise make written submissions to the Board;
 - (iv) stating the date, place, and time of that meeting;

- (v) informing the member that the member may do one or more of the following:
 - A. attend the meeting;
 - B. give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
 - C. not later than 24 hours before the date of the Board meeting, lodge with the Secretary a notice to the effect that the member wishes to appeal to the Association in general meeting against the resolution.
- (c) At a meeting of the Board held in accordance with Rule 9.2, the Board shall:
 - (i) give to the member an opportunity to be heard; and
 - (ii) give due consideration to any written statement submitted by the member.

10. ANNUAL GENERAL MEETING

10.1 The Annual General Meeting of members shall be held once in each calendar year at such time and place, as the Board shall determine.

10.2 The purpose of the Annual General Meeting shall be:

- (a) To confirm the minutes of the last preceding annual general meeting, and of any other general meeting held since that meeting;
- (b) To receive the report of the Board for the preceding year;
- (c) To receive the financial statements for the preceding year;
- (d) to elect the Directors;
- (e) To transact any special business of which notice is given in accordance with these Rules.

11. SPECIAL GENERAL MEETINGS

11.1 All general meetings other than the Annual General Meeting shall be called Special General Meetings.

11.2 A Special General Meeting may be called by the Board at any time; and may also be called by not less than 5 percent of the members, upon written request, to the Secretary.

11.3 The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary or Public Officer.

- 11.4 Should the Board not cause a Special General Meeting to be held within one calendar month after the date on which the requisition is received, the members making the requisition, or any of them, may convene a Special General Meeting, to be held not later than three calendar months after that date.
- 11.5 A Special General Meeting convened by members in pursuance of these Rules, shall be convened in the same manner, as nearly as possible, as that in which those meetings are convened by the Board, and all reasonable administrative expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

12. NOTICE OF GENERAL MEETING

- 12.1 Not less than 14 days or, if a special resolution is proposed, not less than 21 days notice of any general meeting shall be given to every member of the Association; except that not less than 28 days notice shall be given of the Annual General Meeting.
- 12.2 A notice or any other document may be served upon any member either personally or by pre-paid post at the address of the member appearing in the Register of Members. Accidental omission to give notice shall not invalidate the meeting in question.
- 12.3 The notice shall state the date, and the time and the place of the meeting and the nature of the business to be transacted at the meeting.
- 12.4 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 12.5 Where possible, the date for the next Annual General Meeting is to be determined at the previous Annual General Meeting, and due notice given to the membership.
- 12.6 Any member desiring to bring any business before the general meeting may give notice of that business, in writing, to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice, and, where that date for the meeting has already been fixed, notice shall be given to the Secretary not less than 35 days before the date of the meeting.

13. PROCEEDINGS AT MEETINGS

- 13.1 10 in number or 5% of the Association members, whichever is less, present in person, shall constitute a quorum for the transaction of the business of a general meeting.
- 13.2 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and at the same place unless another time and/or place is specified by the Chairperson at the time of the adjournment, except if the meeting is convened on the requisition of members, in which case the meeting shall lapse.
- 13.3 If, at the adjourned meeting, a quorum is not present within half an hour after the time for the commencement of the meeting, the members present, being not less than 4, shall be a quorum.

- 13.4 The President, or in the absence of the President, the Vice President, shall chair each general meeting of the Association.
- 13.5 If the President and the Vice President are both absent from a general meeting, the members present shall elect one of their number to chair the meeting.
- 13.6 The Chair of the general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time, and place to place, but no business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 13.7 No notice of an adjournment is necessary except where a meeting is adjourned for more than 21 days, in which case, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- 13.8 Each ordinary or honorary member shall be entitled to one vote only on each motion.
- 13.9 The Chair of the meeting will not be entitled to vote, except in the event of an equal division, in which case the Chair shall have a second or casting vote.
- 13.10 A question arising at a general meeting of the Association shall be determined on a show of hands unless before, or on, the declaration of the show of hands, a poll is demanded by not less than three members which shall be taken in such manner as the Chair may direct and the resolution of that show of hands or the poll as the case may be, shall be deemed to be a resolution of the meeting on that question.
- 13.11 If a poll is demanded, the Board will cause a postal ballot to be taken on any business of which due and proper notice has been given, provided that the manner in which the ballot is conducted maintains the confidentiality of the way in which the vote is exercised.
- 13.12 Where the Board determines to conduct a ballot a member may either vote in person or by post.
- 13.13 There shall be no proxy voting.
- 13.14 A member is not entitled to vote at any general meeting unless all moneys due and payable by the member to the Association have been paid.

14. THE BOARD

- 14.1 The Board shall manage the affairs of the Association.
- 14.2 The Board:
- (a) Shall administer the national business and affairs of the Association on behalf of the members;

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- (b) May delegate to branches of the Association the right to administer the business and affairs of that branch, subject to any directives or guidelines, which the Board shall from time to time determine;
 - (c) Subject to these Rules, the Regulations and the Act has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association;
 - (d) Shall have the power to establish subcommittees and to appoint members and other persons to such subcommittees and such subcommittees shall report to the Board and in such manner as the Board shall require;
 - (e) May delegate its powers to such other members or groups of members as it may from time to time determine, subject to the provisions of the Act and the Regulations, but shall not delegate the power to approve a person for membership, nor to make amend and rescind By-laws, nor to discipline any member according to these Rules, nor to alter in any way the qualification required for a Lactation Consultant.
- 14.3 The number of Board members, being not less than 6 and not more than 12, shall be determined by resolution of a general meeting of the Association from time to time.
- 14.4 Each member shall, subject to these Rules, hold office for 3 years after election, but is then eligible for re-election PROVIDED THAT except for the purpose of filling a casual vacancy, no member of the Board shall hold office continuously for longer than 3 consecutive terms.
- 14.5 One place on the Board shall be reserved for an officer elected by the members in each State/Territory, provided that the branch or branches within that state are capable of meeting financial obligations determined by the Board. Where two or more branches exist within a State/Territory, each shall nominate an endorsed candidate and the Board shall conduct a ballot of all members in that State/Territory to determine which of these or other candidates is to serve as a member of the Board. Such ballot shall be conducted in the same manner as the Board elections pursuant to Rule 15.
- 14.6 Other members of the Board shall be elected by, and from, the total membership of the Association.
- 14.7 If no representative is forthcoming from a State/Territory, a further member, or members, as the case may be, shall be elected from the total membership.
- 14.8 At the Annual General Meeting following the adoption of these Rules:
- (a) All but two members of the current Board to be selected by the Board shall retire. Those remaining Board members must step down at the end of 3 years (as per 14.4) and either stand for re-election or retire;

- (b) In the event of a casual vacancy occurring in the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the next Annual General Meeting following the date of the member's appointment, when the member shall be eligible for election in accordance with these Rules.

14.9 The Board shall at its first meeting elect by secret ballot, from its ranks the following officers:

- (a) President;
- (b) Vice President;
- (c) Secretary;
- (d) Treasurer.

14.10 Each member of the Board elected to office according to these Rules shall hold office for 1 year until the first meeting of the Board following the next Annual General Meeting, but being eligible, may seek re-election as set out in Rule 14.9.

14.11 No member shall be elected to more than one position, nor shall any member hold more than one position at any one time, unless they hold the position of Public Officer, or ALCA Journal Editor.

14.12 In the event of a casual vacancy in any office referred to in Rule 14.8, the Board may elect one of its members or a member of the Association to the vacant office and the member so appointed may continue in office as provided in Rules 14.9 and 14.10.

15. ELECTION OF THE BOARD AND VACANCY

15.1 Nominations of candidates for election as members of the Board:

- (a) Shall be made in writing, signed by two members of the Association and accompanied by written consent of the candidate (which may be endorsed on the form of nomination) and by a signed Declaration of Support for ALCA Ltd's Objects as determined by the Board;
- (b) Shall be delivered to the Secretary not less than 14 days before the date fixed for the holding of the Annual General Meeting.
- (c) If there are insufficient nominations to fill the vacancies on the Board, the candidates nominated shall be deemed to be elected and the Board may fill any vacant position in accordance with Rule 14.8(b).
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

- (e) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

15.2 For the purposes of these Rules, the office of a member of the Board shall become vacant if the member:

- (a) Ceases to be a member of the Association;
- (b) Becomes an insolvent under administration within the meaning of the Corporations law; or
- (c) Resigns the office by notice in writing given to the Secretary.

Any such vacancy shall be filled in accordance with Rule 14.8(b).

16. PROCEEDINGS OF THE BOARD

16.1 The Board shall meet at least twice in each year either in person, or by teleconference, at such place and such times as the Board may determine.

16.2 Special Meetings of the Board may be convened by the President or by any 4 members of the Board.

16.3 Notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

16.4 A majority of the Board shall constitute a quorum for the transaction of the business of a meeting of the Board.

16.5 No business shall be transacted unless a quorum is present and if, within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to such time and place as the Board shall determine, provided that such time shall be as soon as possible after the date of the adjourned meeting, unless the meeting was a special meeting in which case it shall lapse.

16.6 At meetings of the Board, the President, or in the absence of the President, the Vice President, shall preside; or if the President and Vice President are absent, such one of the remaining members of the Board as may be chosen by the members present shall preside.

16.7 Questions arising at a meeting of the Board or of any sub committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.

16.8 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 and in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- 16.9 A member of the Board shall be entitled to appoint in writing another member of the Board as proxy to vote on any motion at the meeting provided that written notice of the motion at the meeting has been served to each member of the Board.
- 16.10 Written notice of each Board meeting shall be served on each member of the Board by delivering it to the member in person or by other means to the last known address of the member at least 14 days before the date of the meeting.
- 16.11 The Board may act notwithstanding any vacancy on the Board.
- 16.12 Notwithstanding the foregoing provisions of this Rule 16, a resolution on any question submitted in writing to all members of the Board and approved in writing by a two thirds majority of them shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted

17. RESPONSIBILITIES OF DIRECTORS

Directors allocated specific responsibilities by the Board will fulfil those responsibilities lawfully and in accordance with the Policies and Procedures of the Association from time to time.

18. REMOVAL OF A MEMBER OF THE BOARD

- 18.1 The Association in general meeting may, by resolution, remove any member of the Board before the expiration of the member's term of office and appoint another member in the member's stead to hold office until the expiration of the term of the first mentioned member.
- 18.2 Where the member to whom a proposed resolution, referred to in Rule 18(1) makes representation in writing (not exceeding a reasonable length) to the Secretary or President and requests that this be circulated to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association.
- 18.3 The accounts and financial records of the Association shall be available on request for inspection by the members. A fee may be charged.
- 18.4 No subcommittee or member of the Board or any other person shall expend any moneys of the Association or incur any debt in the name of the Association except for such purpose and within such limits as has been previously authorised by the Board.

19. BRANCHES AND REGIONAL GROUPS

19.1 Establishment

The Board may establish Branches and Regional Groups of the Association in any State, Territory or other area considered to be appropriate.

19.2 Members

A Branch shall comprise Members of the Association residing for the time being in a State, Territory or other area for which the Association is constituted by the Board. Members of each Branch or Regional Group shall operate under the Constitution.

19.3 Procedures

Procedures for establishment of governance and management of each Branch or Regional Group will be in accordance with the By-Laws.

20. NO INDEMNITY

The Association shall not indemnify members in their professional practice as Lactation Consultants.

21. PUBLISHING

21.1 The Board shall, from time to time, publish a journal, which shall be sent to all members of the Association.

21.2 At its discretion, the Board may permit subscriptions to its journal on the payment of an annual fee to be determined by the Board. Subscribers shall not be entitled to vote, stand for office, or receive other privileges reserved for members. The Association shall maintain a Record of Subscribers detailing the full name, address and the date of entry as a subscriber.

22. COMMON SEAL

The Board shall provide for the safe custody of the common Seal of the Association which shall not be affixed to any instrument except by the authority of the Board, and every document to which the Common Seal is affixed shall be signed by a person(s) approved by the Board for that purpose.

23. ALTERATIONS TO CONSTITUTION

This Constitution may be altered, rescinded or repealed and new provisions shall be made by special resolution of a General Meeting of the Association.

24. DECISIONS ON THE MEANING OF CONSTITUTION

If any doubt arises as to the proper meaning of this Constitution, the decision of the Board shall be final and conclusive.

25. FUNDS

25.1 The funds of the Association shall be derived from joining and membership fees, annual subscriptions, donations, sales of publications, seminars, conferences and such other sources as the Board determines.

25.2 The funds of the Association shall be applied solely towards the promotion of the Objects, and no portion of the funds shall be paid or transferred directly or indirectly, by way of dividends, bonus or otherwise, by way of profit or gain to any member.

- 25.3 Nothing in these Rules shall prevent the payment, in good faith, of reasonable or proper remuneration to any officer or servant or to any member in return for any services actually rendered to the Association or prevent the payment for out of pocket expenses, interest on money lent or reasonable or proper rent for premises or equipment demised or let by any officer, servant or member.
- 25.4 The Board reserves the right to refuse funding from sources in contravention of the World Health Organisation International Code of Marketing of Breastmilk substitutes and relevant World Health Assembly Resolutions.

26. ACCOUNTS

- 26.1 The Board will cause proper accounts to be kept at all levels of the Association in accordance with the Corporations Act, this Constitution and By-Laws with regard to:
- (a) All sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place; and
 - (b) The assets and liabilities of the Association.
- 26.2 For the purposes of the Goods and Services Tax, the Association will operate as one legal entity with a single Australian Business Number.
- 26.3 At the National and, where appropriate, Branch levels of the Association, books of account, income and expenditure statements and balance sheets shall be audited each year by an auditor or auditors approved by the membership at the Annual General Meeting.
- 26.4 Financial Statements containing details of income and expenditure and a balance sheet containing a summary of the assets and liabilities of the Association in the preceding year will be presented at the Annual General Meeting and made available subsequently to all Members.
- 26.5 The accounts and financial records of the Association shall be available on request for inspection by the Members.
- 26.6 Two members of the Board, or the Executive Officer and one Board member, shall sign all cheques, drafts, bills of exchange, promissory notes and other instruments.
- 26.7 No subcommittee or member of the Board or any other person shall expend any moneys of the Association or incur any debt in the name of the Association except for such purpose and within such limits as has been previously authorised by the Board.

27. EXECUTIVE OFFICER

- 27.1 There may be an Executive Officer of the Association appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit.
- 27.2 The Board shall have power to suspend or remove the Executive Officer.
- 27.3 The Board may vest in the Executive Officer such powers and authority as it may from time to time determine. The Executive Officer shall exercise all such powers and authority subject, at all times, to the control of the Board.
- 27.4 The Executive Officer shall not be a member of the Board but shall attend meetings of the Board and at the discretion of the Board be heard on any matter. In no case shall they be entitled to vote.

28. WINDING UP OR CANCELLATION

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association remaining after the discharge of all debts and liabilities shall not be distributed among or paid to members, but shall be given or transferred to such other incorporated entity or company having objectives wholly or partly like those of the Association as shall be determined by a general meeting of those members entitled to vote at the time of winding up or cancellation, and in default thereof by such Judge of the Supreme Court of the Australian Capital Territory as may have or acquire jurisdiction in the matter, and such gift or transfer shall be made upon the condition that the association to which the gift or transfer is made shall not distribute the same to its own members.

29. BY-LAWS

29.1 The liability of the Members is limited.

29.2 Every Member undertakes to contribute to the assets of the Association in the event of being wound up whilst they are a Member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which they cease to be a Member and of the costs and charges and expenses of winding up and/or the adjustment of the rights of the contributions among themselves such an amount shall be required not exceeding (\$1.00).

29.3 The Board may make by-laws as it may deem appropriate for the proper conduct, control and management of the Association and in particular, may be any such by-law regulate:

- (a) The management and good governance of the Association;
- (b) The provision of services to or on behalf of the Association and its members;
- (c) The use by or supply to members of any of the property of the Association;
- (d) The commercial/professional conduct of members of the Association, and the conduct of its employees;
- (e) The setting apart of any part or parts of the Association's premises for particular purposes;
- (f) The procedure of meeting of the Association and its Board, Committees and Working Parties;
- (g) The admission of persons and their rights consequent upon membership of the Association;
- (h) The establishment, operation and dissolution of Branches and Regional Groups;
- (i) The formation of any committees including the composition, terms of reference, and other relevant matters;

- (j) All such matters as are commonly the subject matter of regulation for the proper conduct of associations, societies and bodies similar to the Association, and not otherwise expressly dealt with in this Constitution.

30. TRANSITION

- 30.1 All persons being a member or holding, or having held any office or position with the Association within the year prior to the adoption of this amended Constitution shall, subject to this Constitution and the continued existence of an office or position, or an equivalent office or position, continue to be a member and to hold or be deemed to have held, such office or position as though elected or appointed according to this Constitution.
- 30.2 Unless repealed or revoked, all By-laws or Regulations in force at the time this amended Constitution is adopted, shall so far as possible continue to apply until otherwise withdrawn, amended or confirmed.
- 30.3 Any question, issue or dispute relation to, or arising in consequence of the adoption of this amended Constitution shall be determined by resolution of the Board, whose decision shall be final.