

Constitution of Childbirth and Parenting Educators of Australia Incorporated

ARBN 093 635 815

Part 1 – Preliminary

1. Definitions

1.1 In these rules:

AHPRA Codes of Conduct means the Australian Health Practitioner Regulation Agency Shared Code of Conduct.

Association means CAPEA.

Associate Membership means the association membership class pursuant to clause 4.1.

CAPEA means Childbirth and Parenting Educators of Australia Incorporated ARBN 093 635 815.

CAPEA National Competency Standards for Childbirth and Parenting Education means the CAPEA code of as amended from time to time

Commissioner means the Commissioner of the Office of Fair Trading.

Corporate Membership means the corporate membership class pursuant to clause 4.1.

Formal Membership means the membership classes comprising of Full Membership, Associate Membership, Honorary Membership and Corporate Membership.

Full Membership means full membership class pursuant to clause 4.1.

Honorary Membership means the honorary membership class pursuant to clause 4.1.

Membership Fees means the fees payable by the Member to the Association upon submission of a membership application.

Secretary means:

- (a) the person holding office under these rules as secretary of the Association, or
- (b) if no such person holds that office - the public officer of the Association.

Special General Meeting means a general meeting of the Association other than the annual general meeting.

Subscriber Membership means the subscriber membership pursuant to clause 4.1.

Act means the *Associations Incorporation Act 2009* (NSW).

Regulations means the *Associations Incorporation Regulation 2016* (NSW).

1.2 In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes if the function is a duty, a reference to the performance of the duty.

1.3 The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

Part 2 – Objectives

2. Objectives

2.1 Educational Events and Professional development:

- (a) to design and deliver educational activities and professional development programs.
- (b) to deliver the Programs in the form of seminars, work-shops, study-days, conferences, webinars and content for inclusion in an undergraduate midwifery program, or in a delivery method as the Association determines from time to time.

2.2 Public Awareness and advocacy:

- (a) to engage in public relations activities;
- (b) collaborate with State Governments and Federal Governments for the purpose of furthering the Associations' objectives; and
- (c) to advocate for improved childbirth and parenting services for all Australian families.

2.3 Competency Standards and Certification:

- (a) to develop and publish the CAPEA National Competency Standards for Childbirth and Parenting Education in Australia to:
 - i. guide industry experts and various health departments;
 - ii. to maintain excellence in childbirth education; and
 - iii. provide certification services and programs for educators to ensure compliance with best practices.

2.4 Research and Evidence Based Learning:

- (a) to actively engage in research and contribute to the development of evidence-based educational materials and best practices for childbirth educators; and
- (b) to collaborate with academic institutions to integrate learning materials into university midwifery programs;
- (c) to advocate for ongoing research.

2.5 Public Access and Educator Registry

- (a) to maintain a public registry of certified childbirth and parenting educators to assist families in making informed decisions; and
- (b) to promote transparency and accessibility to qualified educators across Australia.

2.6 Sustainability and Partnerships

- (a) to ensure long-term sustainability through sponsorships and fundraising initiatives; and
- (b) to create partnerships with educational institutions, industry bodies, and research organisations that will further the Association's Objectives.

2.7 do anything that is ancillary to achieving the objectives.

Part 2 – Membership

3. Membership Eligibility

3.1 A person is eligible to be a member of the Association if:

- (a) the person is a natural person, who agrees for the period of membership to abide by the rules/philosophy of the Association;
- (b) complies with the responsibilities in rule 4.2; and
- (c) the person has an interest in childbirth and early parenting education, including midwives, childbirth educators, doulas, healthcare professionals, researchers and the general public.

4. Classes of Membership

4.1 The Association comprises of the following membership classes:

#	Membership Class	Description of Membership Eligibility	Powers
1.	Full Membership	Active professionals in childbirth and parenting education	<ul style="list-style-type: none">• The right to be elected and appointed to a position on the Executive Board.• The right to receive notices of meeting.• The right to participate and vote at meetings.• The right to be elected and appointed to subcommittees established by the Executive Board.
2.	Associate Membership	Students or individuals interested but not actively practising in childbirth and parenting education.	<ul style="list-style-type: none">• No right to be elected and appointed to a position on the Executive Board.• The right to receive notices of meeting.• Right to participate at meetings.• No right to vote at meetings.• No right to be elected and appointed to subcommittees established by the Executive Board

#	Membership Class	Description of Membership Eligibility	Powers
3.	Honorary Membership	Individuals with significant contributions to childbirth and parenting education	<ul style="list-style-type: none"> • The right to be elected and appointed to a position on the Executive Board. • Right to receive notices of meeting. • Right to participate and vote at meetings. • The right to be elected and appointed to subcommittees established by the Executive Board
4.	Corporate Membership	Corporations, organisations and associations that support the Associations' objectives	<ul style="list-style-type: none"> • No right to be elected and appointed to a position on the Executive Board. • Right to receive notices of meeting. • The right to have a representative participate in meetings. • The right to have a representative vote at meetings. • The right to have a representative elected and appointed to subcommittees established by the Executive Board

4.2 Each Member, for the duration of the membership, must:

- (a) comply with the CAPEA National Competency Standards for Childbirth and Parenting Education;
- (b) if the Member is a registered health professional, comply with the AHPRA Codes of Conduct; and
- (c) if the member is not a registered health professional, comply with all relevant authorities, including state and national laws and in particular, all codes of conduct for health care workers relevant to the state in which the non-registered health professional lives.

4.3 Membership is renewed on an annual basis upon payment of the Membership Fee. Members have the option to pay their membership fees on a two-yearly basis.

5. Nomination for Membership

5.1 A nomination of a person for Membership of the Association:

- (a) must be made by the person requesting membership, using the Association's current application form for membership;
- (b) allocate the class of Membership applicable; and
- (c) must be lodged in the form prescribed by the Secretary of the Association.

5.2 The Secretary and/or membership officer must, on payment by the nominee of the Membership Fee, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

6. Cessation of Membership

6.1 A member ceases to be a member of the Association if:

- (a) being a natural person dies; or
- (b) resigns or does not renew membership; or
- (c) is expelled from the Association for breach of CAPEA's professional standards, guidelines or code of conduct; or
- (d) fails to pay the Membership Fee within 3 months after the fee is due.

7. Membership Entitlements Not Transferable

7.1 A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

8. Resignation Of Membership

8.1 A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving to the secretary written notice of at least one month (or such other period as the Executive Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

8.2 If a member of the Association ceases to be a member under this rule 8.1, and in every other case where a member ceases to hold membership, the secretary or public officer must ensure the register of members reflects the date on which the member ceased to be a member.

9. Register Of Members

9.1 The public officer of the Association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.

9.2 The register of members must be kept in New South Wales:

- (a) at the main premises of the association, or
- (b) if the association has no premises, at the association's official address.

9.3 The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.

9.4 A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

9.5 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

9.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

10. Fees And Subscriptions

10.1 A member of the Association must, on admission to membership and on an annual basis, must pay to the Association the Membership Fee, as determined by the Executive Board from time to time.

11. Members Liabilities

11.1 The liability of a member of the Association 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 respect of membership of the Association as required by rule 10.

12. Resolution Of Internal Disputes

12.1 Disputes between members, in their capacity as members, of the Association and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983* (NSW).

At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

13. Disciplining of Members

13.1 A complaint may be made to the committee by any person that a member of the association:

- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.

13.2 On receiving such a complaint, the committee:

- (a) must cause notice of the complaint to be served on the member concerned; and
- (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint; and

(c) must take into consideration any submissions made by the member in connection with the complaint.

13.3 The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

13.4 If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 13.

13.5 The expulsion or suspension does not take effect:

(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or

(b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 13.5 whichever is the later.

14. Right Of Appeal Of Disciplined Member

14.1 A member may appeal to the association in a general meeting against a resolution of the National Committee under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

14.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

14.3 On receipt of a notice from a member under 13.1, the secretary must notify the National Committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.

14.4 At a general meeting of the association convened under rule 13.3:

(a) no business other than the question of the appeal is to be transacted; and

(b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and

(c) the members present are to vote by secret ballot on the question of whether the resolution of the National Committee to expel the member, should be confirmed or revoked.

14.5 If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution of the National Committee to expel the member, the resolution is confirmed.

Part 3 - The Executive Board

15. Powers Of the Executive Board

15.1 The committee is to be called the Executive Board of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in a general meeting:

- (a) is to control and manage the affairs of the Association; and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these rules to be exercised by a general meeting of members of the Association; and
- (c) has power to perform all such acts and do all such things as appear to the Executive Board to be necessary or desirable for the proper management of the affairs of the Association.

16. Constitution And Membership

16.1 The Executive Board is to consist of:

- (a) the office-bearers of the Association each of whom is to be elected at the annual general meeting of the Association; and

16.2 The office-bearers of the Association are to be:

- (a) the president;
- (b) the vice-president;
- (c) the treasurer;
- (d) the public officer; and
- (e) the secretary.

16.3 Each member of the Executive Board is, subject to these rules, to hold office until the conclusion of the annual general meeting of the Association, following the date of the member's election or coming to membership, but is eligible for re-election.

16.4 In the event of a casual vacancy occurring in the membership of the Executive Board, the remaining members of this board may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

17. Election Of Office Bearers

17.1 Only a Full Member of the Association may be elected as an office bearer of the association or serve on the Executive Board.

17.2 Nominations of candidates for election as office-bearers of the Association:

- (a) must be made in writing, signed by 2 members who have Full Membership in the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

(b) must be delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

17.3 If insufficient nominations are received to fill all vacancies on the Executive Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

17.4 If insufficient further nominations are received, any vacant positions remaining on the Executive Board are taken to be casual vacancies.

17.5 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

17.6 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held, in which only full members of the Association may vote.

17.7 The ballot for the election of office-bearers of the Executive Board is to be conducted at the annual general meeting in such usual and proper manner as the Executive Board may direct.

17.8 A nomination of a candidate for election under this rule is not valid if such candidate has been nominated for election to another office at the same election.

18. Secretary

18.1 The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.

18.2 It is the duty of the secretary to keep minutes of:

- (a) all appointments of office-bearers and members of the Executive Board;
- (b) the names of members of the Executive Board present at an Executive Board meeting or a general meeting; and
- (c) all proceedings at Executive Board meetings and general meetings.

18.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

19. Treasurer

19.1 It is the duty of the treasurer of the Association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditures connected with the activities of the Association; and

- (c) all books are submitted to an appropriately trained person for the purpose of review at the end of each financial year.

20. Casual Vacancies

20.1 For the purposes of these rules, a casual vacancy in the office of a member of the Executive Board occurs if the member of the Executive Board:

- (a) dies; or
- (b) ceases to be a member of the Association; or
- (c) resigns office by notice in writing given to the secretary; or
- (d) is removed from office under rule 21; or
- (e) becomes a mentally incapacitated person; or
- (f) is absent without the consent of the Executive Board from all meetings of the Executive Board held during a period of 6 months.

21. Removal Of Member

21.1 The Association in a general meeting may by resolution remove any member of the Executive Board from the office of the Executive Board before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

21.2 If a member of the Executive Board makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

22. Meetings And Quorum

22.1 The Executive Board must meet at least 3 times in each period of 12 months at such place and time as the Executive Board may determine.

22.2 Additional meetings of the Executive Board may be convened by the president or by any member of the Executive Board.

22.3 Oral or written notice of a meeting of the Executive Board must be given by the secretary to each member of the Executive Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Executive Board) before the time appointed for the holding of the meeting.

22.4 Notice of a meeting given under rule 22.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the majority of Executive Board members present at the meeting agree to treat as urgent business.

22.5 Executive Board meetings may be held by telephone, audio-visual link or other technology with all or some persons present, in different locations. An Executive Board member is taken to be present at an Executive Board meeting where the meeting is conducted by telephone, audiovisual link or other technology.

22.6 Any 3 members of the Executive Board constitute a quorum for the transaction of the business of a meeting of the Executive Board.

22.7 No business is to be transacted by the Executive Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

22.8 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

22.9 At a meeting of the Executive Board:

- (a) the president or, in the president's absence, the vice-president is to preside; or
- (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the Executive Board, as may be chosen by the members present at the meeting, is to preside.

23. Delegation By Executive Board To Subcommittee

23.1 The Executive Board may, by instrument in writing, delegate to one or more sub-committees (each consisting of such member or members of the Association as the Executive Board thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function which is a duty imposed on the committee by the Act or by any other law.

23.2 A function the exercise of which has been delegated to a sub-committee under this rule 23 may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation and any direction given by the Executive Board.

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

23.4 Despite any delegation under this rule, the Executive Board may continue to exercise any function delegated.

23.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Executive Board.

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

23.7 A sub-committee may meet and adjourn as it thinks proper.

23.8 All members of subcommittees must be members of the Association however, a subcommittee may from time to time request the attendance of non-members at committee meetings and those persons are entitled to speak, but not vote at those committee meetings.

24. Voting And Decisions

24.1 Questions arising at a meeting of the Executive Board or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the Executive Board or of any sub-committee present at the meeting.

24.2 Each member present at a meeting of Executive Board or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote, but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

24.3 Subject to rule 24.1, and any determination of a lesser or greater number by way of quorum by the Executive Board or of any sub-committee may act despite any vacancy on the Executive Board, subcommittee.

24.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Board or by a sub-committee appointed by the Executive Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Board or sub-committee.

Part 4 - General Meetings

25. Annual General Meetings - Holding Of

25.1 The Association must meet, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, to convene an annual general meeting of its members.

25.2 Rule 25.1 has effect subject to any extension or permission granted by the Commissioner under section 26 (3) of the Act.

26. Annual General Meetings – Calling Of And Business At

26.1 The Annual General Meeting of the Association is, subject to the Act and to rule 25, to be convened on such date and at such place and time as the Executive Board thinks fit.

26.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:

- (a) to confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting;
- (b) to receive from the Executive Board reports on the activities of the Association during the preceding financial year;
- (c) to elect office-bearers of the Association and Ordinary Members of Executive Board;

(d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.

26.3 An Annual General Meeting must be specified as such in the notice convening it.

26.4 An Annual General Meeting may be held by telephone, audio-visual link or other technology with all or some persons present, in different locations. A member is taken to be present at an Executive Board meeting where the meeting is conducted by telephone, audiovisual link or other technology.

27. Special General Meetings – Calling Of

27.1 The Executive Board may, whenever it thinks fit, convene a special general meeting of the Association.

27.2 The Executive Board must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Association.

27.3 A requisition of members for a special general meeting:

(a) must state the purpose or purposes of the meeting; and

(b) must be signed by the members making the requisition; and

(c) must be lodged with the secretary; and

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

27.4 If the Executive Board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

27.5 A special general meeting convened by a member or members as referred to in rule 27.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive Board and any member who consequently incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

28. Notice

28.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting in accordance with rule 28.

28.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under rule 28.1, the intention to propose the resolution as a special resolution.

28.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under rule 26.2.

28.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29. Procedure

29.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

29.2 Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

29.3 If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting:

(a) if convened on the requisition of members, is to be dissolved; and

(b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the 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) at the same place.

29.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

30. Presiding Member

30.1 The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.

30.2 If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

31. Adjournment

31.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

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

31.3 Except as provided in rules 31.1 and 31.2, 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.

32. Making Of Decisions

32.1 A question arising at a general meeting of the Association is to be determined 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 chairperson 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.

32.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.

32.3 If a poll is demanded at a general meeting, the poll must be taken:

- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

33. Special Resolution

33.1 A resolution of the association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) in such other manner as the Commissioner may direct.

34. Voting

34.1 On any question arising at a general meeting of the Association only a full member may vote and each such member has one vote only.

34.2 All votes must be given personally or by proxy but no member other than an office bearer may hold more than 5 proxies.

34.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

34.4 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 in respect of the then current year.

35. Appointment Of Proxies

- 35.1 Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 35.2 The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

Part 6 – Grievance Procedure

36. Grievance Procedure

- 36.1 This rule sets out a grievance procedure for dealing with a dispute under the rules between parties.
- 36.2 To remove any doubt, it is declared that the grievance procedure cannot be used by a person whose membership has been terminated if the rules otherwise provide for an appeal process against termination.
- 36.3 A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute:
- (a) to the other party; and
 - (b) if the other party is not the Executive Board, to the Executive Board.
- 36.4 If 2 or more members initiate a grievance procedure in relation to the same subject matter, the Board may deal with the disputes in a single process and the members must choose 1 of the members (also the aggrieved party) to represent the members in the grievance procedure.
- 36.5 Subject to rule 37.1, the parties to the dispute must, in good faith, attempt to resolve the dispute.
- 36.6 If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the association's secretary to refer the dispute to mediation.
- 36.7 Subject to rule 37.1, if the aggrieved party asks the association's secretary to refer the dispute to mediation under subrule (6), the Executive Board must refer the dispute within 14 days after the request.

37. Grievance procedure not continued in particular circumstances

- 37.1 This rule applies if:
- (a) a member initiates a grievance procedure in relation to a dispute and the association or association's Executive Board is the other party to the dispute; or
 - (b) the aggrieved party asks the association's secretary to refer the dispute to mediation under rule 36.6.
- 37.2 The Executive Board does not have to act under rule 36.5 or 36.7 if—

- (a) the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the Executive Board grounds for taking disciplinary action under the rules against the aggrieved party in relation to the matter the subject of the grievance procedure; or
- (b) before the grievance procedure was initiated, a process had started to take action under the rules against the aggrieved party or terminate the aggrieved party's membership, as provided for under the rules, and the dispute relates to that process or to a matter relevant to that process; or
- (c) the dispute relates to an obligation under *the Liquor Act 1992* (Qld) or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the association, or to refuse to serve liquor to the aggrieved party at the premises; or
- (d) the dispute could reasonably be considered frivolous, vexatious, misconceived, or lacking in substance or the dispute relates to a matter that has already been subject of the grievance procedure.

38. Appointment of mediator

38.1 If a dispute under rule 36 is referred to mediation:

- (a) the parties to the dispute must choose a mediator to conduct the mediation; or
- (b) if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be:
 - i. for a dispute between a member and another member-a person appointed by the Executive Board; or
 - ii. for a dispute between a member and the Executive Board or the association-an accredited mediator or a mediator appointed by the director of the dispute resolution centre.

38.2 An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.

38.3 If subrule (2) applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

39. Conduct of mediation

39.1 If a mediator is appointed in accordance with this rule 40, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.

39.2 Rule 39.1 does not apply if the mediator is the director of a dispute resolution centre.

39.3 The mediator:

- (a) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and
- (b) must comply with natural justice; and
- (c) must not act as an adjudicator or arbitrator; and
- (d) during the mediation, may see the parties, with or without their representatives, together or separately.

39.4 The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the time required under rule 39.1.

39.5 The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.

39.6 If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

40. Representation for grievance procedure

40.1 A party to a dispute may appoint any person to act on behalf of the party in the grievance procedure.

40.2 If a party appoints a person under rule 40.1 to be the party's representative, the party must give written notice of the appointment to each of the following entities:

- (a) the other party to the dispute;
- (b) the Executive Board; and
- (c) if a mediator has been appointed before the party appoints the representative - the mediator.

40.3 A representative who acts for a party at a mediation must:

- (a) have sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
- (b) be authorised to negotiate an agreement for the party.

41. Electronic communication for grievance procedure

41.1 Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agrees.

Part 7 – Miscellaneous

42. Insurance

42.1 The Association may effect and maintain insurance pursuant to section 44 of the Act.

43. Funds Source

- 43.1 The funds of the association are to be derived from annual subscriptions of members, donations and/or any grants and sponsorships, subject to any resolution passed by the Association in general meeting, such other sources as the Executive Board determines.
- 43.2 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.
- 43.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 43.4 The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Executive Board.

44. Funds Management

- 44.1 Subject to any resolution passed by the Association in a general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Executive Board determines.
- 44.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Executive Board or employees of the Association, being members or employees authorised to do so by the Executive Board.
- 44.3 The financial accounts shall be closed annually on 30 June and a balance sheet at that date and Income and Expenditure Account in respect of the preceding twelve months shall be prepared for presentation at the Annual General Meeting next following. Before such presentation, the accounts of the association shall be reviewed by an appropriately trained person.

45. Not For Profit

- 45.1 The assets and income of the Association shall be applied solely in furtherance of its abovementioned objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fine compensation for services rendered or expenses incurred on behalf of the Association.

46. Alteration Of Objects Of Rules

- 46.1 The Association may resolve to amend this Constitution by a resolution passed by a majority of its members present at an annual general meeting or special meeting of the Association.
- 46.2 The Association must also have regard to the Act and the Regulation prior to amending this Constitution.
- 46.3 The president should notify their supervisor of any approved amendments.
- 46.4 Amendments to this Constitution are effective from the date of approval by the Commissioner and such amendments will have no effect unless and until approved by the Commissioner.

47. Common Seal

- 47.1 The common seal of the Association must be kept in the custody of the public officer.
- 47.2 The common seal must not be affixed to any instrument except by the authority of the Executive Board and the affixing of the common seal must be attested by the signatures either of 2 members of the Executive Board or 1 member of the Executive Board and of the public officer or secretary.

48. Custody Of Books

- 48.1 Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

49. Inspection Of Books

- 49.1 The records, books and other documents of the association must be open to inspection, free of charge, by a member of the Association at any reasonable hour.

50. Service Of Notices

- 50.1 For the purpose of these rules, a notice may be served on or given to a person:

- (a) by delivering it to the person personally; or
- (b) by sending it by pre-paid post to the address of the person; or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice;
- (d) by publication in the Association's national journal or the website notified in that journal.

- 50.2 For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee;
- (b) in the case of a notice sent by post, on the date when it would have been delivered in the ordinary course of post;
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date; or
- (d) in the case of publication in the Association's national journal or notified website, on or after the 7th day such publication takes place or such other date as is specified in the publication.

51. Surplus Property on winding up

51.1 At the inaugural annual general meeting of the Association after the adoption of this Constitution the Association must pass a special resolution nominating:

- (a) an incorporated Association for the purpose of section 65 of the Act; or
- (b) a fund, authority or institution for the purpose of section 65 of the Act, in which it is to vest its surplus property in the event of the dissolution or winding up of the Association.

51.2 An Association fund authority or institution nominated under paragraphs (1) (a) and (b) must fulfil the requirements specified in section 65(2) of the Act.

51.3 Surplus assets not to be distributed to members

If the Association is wound up, any surplus assets must not be distributed to a member or a former member of the Association, unless that member or former member is a charity described in this rule 51.

51.4 Winding up

- (a) If upon the winding up or dissolution of the Association any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the members but must be given or transferred to some other institution or institutions determined by the Board at or before the time of dissolution which has similar objects to the Association and which is approved by the Commissioner of Taxation as a charitable institution for the purposes of any Tax Act.
- (b) If the members do not make the necessary determination under rule 51.4(a), the Association may apply to the Supreme Court to determine the institution or institutions.

51.5 DGR Status – Endorsement as a whole

If the Association is endorsed as an income tax deductible gift recipient, and it is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation 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 organisation; and
- (c) money received by the organisation because of such gifts and contributions.

51.6 Application to the Supreme Court

If the Members do not make the necessary determination(s) under this rule 51, the Association may apply to the Supreme Court to determine the institution or institutions to which the surplus assets shall be transferred.

52. Dissolution

52.1 The Association is dissolved if:

- (a) the number of members of the Association is two or less, or
- (b) the question of dissolution is put and resolved in the affirmative on a three-fourths (75%) majority vote of its members present and entitled to vote at a special meeting of the Association called to consider the question.

52.2 On dissolution of the Association, the Executive board, must deal with all property in the name of the Association and the Association's funds, after payment of any expenses lawfully incurred by the Association.