

Organisation number: IA31049

Constitution

Boutique Financial Planning Principals Association Inc

Date created	26 April 2002
Dates amended	6 October 2006 5 October 2007 9 September 2010 9 September 2011 10 September 2012 7 February 2014
Replaced	Moore's - January 2021
Review date	To be determined by the Executive Committee

Moore's

Level 1, 5 Burwood Road
HAWTHORN VIC 3122
Tel: (03) 9843 2100
Fax: (03) 9843 2102
Ref: JAW/200858
Moore's Legal Pty Ltd
ACN 005 412 868

Table of Contents

1. Interpretation and definitions	4
2. Name	5
3. Objects.....	5
4. Powers	5
5. Classes of Members	5
6. Voting rights.....	6
7. New membership	6
8. Membership fees.....	6
9. Admission and rejection of new Members.....	6
10. When membership ends.....	7
11. Appeal against termination of membership.....	8
12. Grievance procedure	9
13. Register	10
14. Prohibition on use of information on Register	10
15. Appointment or election of Secretary	10
16. Functions of Secretary	11
17. Membership of Executive Committee	11
18. Executive Committee term of office	11
19. Electing the Executive Committee.....	12
20. Office bearers.....	12
21. Vacation of office	13
22. Filling of Vacancies	13
23. Functions of Executive Committee	13
24. Meetings of Executive Committee	14
25. Use of technology at Executive Committee meetings	15
26. Quorum for, and adjournment of, Executive Committee meeting	15
27. Minutes of Executive Committee meetings	15
28. Appointment of subcommittees	16

29. Acts not affected by defects or disqualifications..... 16

30. Resolutions of Executive Committee without meeting..... 16

31. Annual general meetings 16

32. Business to be conducted at annual general meetings..... 16

33. Notice of general meeting 17

34. Quorum for, and adjournment of, general meeting..... 17

35. Procedure at general meeting..... 17

36. Voting at general meeting 18

37. Special general meeting 18

38. Proxies..... 19

39. Minutes of general meetings..... 19

40. By-laws 19

41. Alteration of rules 20

42. Common seal 20

43. Funds and accounts 20

44. General financial matters 20

45. Documents 21

46. Financial year..... 21

47. Distribution of surplus assets to another entity..... 21

48. Transitional provisions..... 21

1. Interpretation and definitions

(a) In these rules—

“**Act**” means the *Associations Incorporation Act 1981* (Qld).

“**AFCA**” means the Australian Financial Complaints Authority Ltd (ACN 620 494 340).

“**AFS Licence**” means an Australian Financial Services Licence, the licensing regime for financial sales, advice and dealings related to financial products as established under the *Corporations Act 2001* (Cth).

“**AFS Licensee**” means the holder of an AFS Licence.

“**ASIC**” means the Australian Securities and Investments Commission.

“**Association**” means Boutique Financial Planning Principals Association Inc.

“**Boutique Financial Planning Licensee**” means an AFS Licensee that:

- (a) is privately owned (according to any definition prescribed by the Executive Committee from time to time, or if no definition is prescribed, common usage);
- (b) provides professional tailored advice and services that are appropriate for, and in the best interest, of clients; and
- (c) has no more than 20 Financial Advisers operating under its AFS Licence (or such higher number as may be approved by the Executive Committee).

“**Chief Executive**” means the Chief Executive of the Office of Fair Trading Queensland.

“**Executive Committee**” means the body having management of the business of the Association. The Executive Committee is the Management Committee for the purposes of the Act.

“**Financial Adviser**” means an individual who is a Representative or Authorised Representative of an AFS Licensee.

“**FPA**” means the Financial Planning Association of Australia Limited (ACN 054 174 453).

“**Member**” means an individual whose name is entered in the Register.

“**Objects**” means the Objects set out in rule 3.

“**Principal**” means a person who is an owner or equity holder or has significant control over the operations of a Boutique Financial Planning Licensee.

“**Register**” means the Register of Members of the Association.

“**Special Resolution**” means a resolution passed by 75% or more of Members at a general meeting.

- (b) A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2. Name

The name of the incorporated association is Boutique Financial Planning Principals Association Inc.

3. Objects

The purpose of the Association is to support and promote the interests of Boutique Financial Planning Licensees, including:

- a) To foster fellowship amongst Members;
- b) To share ideas and information between Members;
- c) To communicate with relevant regulatory bodies, associations and government;
- d) To promote awareness and recognition of boutique financial planning businesses; and
- e) To enable collective commercial purchases.

4. Powers

Subject to the Act, the Association has the capacity and powers of an individual and may do all things incidental or conducive to achieve its Objects.

5. Classes of Members

- 1) The membership classes of the Association and their respective eligibility requirements are set out below:
 - a) **Principal Members**, who must be:
 - i) a Principal of a Boutique Financial Planning Licensee; and
 - ii) a member of the FPA or any other professional body as approved by the Executive Committee from time to time.
 - b) **Associate Members**, who must:
 - i) be a Representative or Authorised Representative of an AFS Licensee;
 - ii) intend to apply for an AFS Licence within 2 years of first becoming an Associate Member; and
 - iii) be a member of the FPA or any other professional body as approved by the Executive Committee from time to time.

- c) **Affiliate Members**, who must be a member of the FPA or any other professional body as approved by the Executive Committee from time to time.
 - d) **Retiree Members**, who must have previously been a Principal Member for a minimum period of 3 years.
- 2) In addition to the eligibility requirements set out above, all applicants for membership must support the Objects of the Association.
 - 3) The Executive Committee may determine the services provided to each membership class.
 - 4) Each membership class is unlimited.

6. Voting rights

Only Principal Members are entitled to vote.

7. New membership

- 1) An applicant for membership of the Association must be proposed by one Member (the proposer) and seconded by another Member (the seconder).
- 2) An application for membership must be:
 - a) in writing;
 - b) signed by the applicant and the applicants proposer and seconder; and
 - c) in the form decided by the Executive Committee.

8. Membership fees

The fee for each membership class (if any):

- a) is the amount decided by the Executive Committee from time to time in respect of each membership class; and
- b) is payable when, and in the way, the Executive Committee decides.

9. Admission and rejection of new Members

- 1) The Executive Committee must consider an application for membership at the next Executive Committee meeting held after it receives:
 - a) the application for membership; and
 - b) the appropriate fee (if any) for the application.
- 2) The application form may include an ongoing authority to allow the Association to obtain information from relevant organisations (such as ASIC, FPA and AFCA) about the registration, reputation and standing of the proposed Member, for the purposes of determining eligibility and appropriateness of membership.

- 3) The Executive Committee must ensure that, as soon as possible after the person applies to become a Member, and before the Executive Committee considers the person's application, the person is advised:
 - a) whether or not the Association has public liability insurance; and
 - b) if the Association has public liability insurance, the amount of the insurance.
- 4) The Executive Committee will consider the application at the next Executive Committee meeting. The Executive Committee must decide whether to accept, reject or hold over the application. Applications lapse if they are held over for more than 3 months after the first Executive Committee meeting considering the application.
- 5) If a majority of the Members of the Executive Committee present at the meeting vote to accept the applicant as a Member, the Association will notify all Members of the application and ask if they object to the applicant being accepted as a Member.
- 6) Members may object to the applicant being accepted as a Member by submitting a written objection to the Association at least five days prior to this meeting:
 - a) If no objections are received, the applicant must be accepted into the relevant membership.
 - b) If an objection is received, the Executive Committee will consider and discuss the objection, and vote to accept or reject the application.
- 7) The Association must, as soon as practicable after the Executive Committee decides to accept or reject an application, give the applicant a written notice of the decision.
- 8) The Executive Committee is not required to provide a reason for rejecting an application, and the decision cannot be appealed.

10. When membership ends

- 1) A Member may resign from the Association by giving a written notice of resignation to the Association.
- 2) A Principal Member will cease to be a Principal Member upon ceasing to be a Principal.
- 3) An Associate Member will cease to be an Associate Member after 2 years (unless the Executive Committee resolves that the individual can continue to hold their membership for a set period of time).
- 4) The resignation takes effect at:
 - a) the time the notice is received by the Association; or
 - b) if a later time is stated in the notice, the later time.
- 5) The Executive Committee may terminate a Member's membership if the Member:
 - a) is convicted of an indictable offence; or

- b) does not comply with any of the provisions of these rules;
 - c) has membership fees in arrears for at least 3 months; or
 - d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 6) The Executive Committee may determine the procedure to consider whether a Member should have their membership terminated, subject to the following:
- a) The Member must be informed of the grounds upon which their membership is being terminated;
 - b) The Member must be given a full and fair opportunity to show why the membership should not be terminated;
 - c) A decision to terminate membership must be made by un-biased decision makers; and
 - d) The procedure must be completed as soon as reasonably practicable.
- 7) If, after completing the process in subrule (4), the Executive Committee decides to terminate the membership, the Association must give the Member a written notice of the decision.

11. Appeal against termination of membership

- 1) A person whose membership has been terminated may give the Secretary written notice of the person's intention to appeal against the decision.
- 2) A notice of intention to appeal must be given to the Secretary (or person delegated by the Executive Committee) within 14 days of the person receiving notice of the decision.
- 3) If the Secretary receives a notice of intention to appeal within time, the Executive Committee must appoint an **"Appeal Tribunal"** to hear the matter and determine whether or not to uphold the decision.
- 4) The Appeal Tribunal must be comprised of un-biased decision makers.
- 5) The Executive Committee must, within 1 month of receiving the notice of intention to appeal, give written notice to the Member stating:
 - a) the date, place and time of the meeting at which the Appeal Tribunal intends to consider the matter ("**the appeal meeting**"); and
 - b) advising the Member that they may attend the appeal meeting and address the Appeal Tribunal and/or give a written statement to the Appeal Tribunal at any time before the appeal meeting.
- 6) The Appeal Tribunal may have regard to any matter it considers relevant.

- 7) The Executive Committee may give the Appeal Tribunal reasons for its decision to terminate the person's membership.
- 8) The decision of the Appeal Tribunal is final.

12. Grievance procedure

- 1) The grievance procedure set out in this rule applies to disputes under these Rules between:
 - a) a Member and another Member;
 - b) a Member and the Executive Committee; or
 - c) a Member and the Association.
- 2) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 3) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by subrule 12(2), the parties must within 10 days:
 - a) notify the Executive Committee of the dispute; and
 - b) agree to or request the appointment of a mediator; and
 - c) attempt in good faith to settle the dispute by mediation.
- 4) The mediator must be:
 - a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement:
 - i) if the dispute is between a Member and another Member - a person appointed by the Executive Committee; or
 - ii) if the dispute is between a Member and the Executive Committee or the Association - a person chosen by agreement between the parties.
- 5) A mediator appointed by the Executive Committee may be a Member or former Member of the Association but in any case must not be a person who:
 - a) has a personal interest in the dispute; or
 - b) is biased in favour of or against any party.
- 6) The mediator to the dispute, in conducting the mediation, must:
 - a) give each party an opportunity to be heard;
 - b) allow due consideration by all parties of any written statement submitted by any party; and
 - c) ensure that natural justice is accorded to the parties throughout the mediation process.
- 7) The mediator must not determine the dispute.
- 8) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

13. Register

- 1) The Executive Committee must keep a Register.
- 2) The Register must include the following particulars for each Member:
 - a) the full name of the Member;
 - b) for Principal Members, details of the relevant Boutique Financial Planning Licensee (including the name and AFS Licence number);
 - c) the postal or residential address of the Member;
 - d) the date of admission as a Member;
 - e) the date of death or time of resignation of the Member;
 - f) details about the termination or reinstatement of membership; and
 - g) any other particulars the Executive Committee or the Members at a general meeting decide.
- 3) The Register must be open for inspection by Members of the Association at all reasonable times.
- 4) A Member must contact the Secretary to arrange an inspection of the Register.
- 5) The Executive Committee may, on the application of a Member, withhold information about the Member (other than the Member's full name) from the Register available for inspection if the Executive Committee has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm.

14. Prohibition on use of information on Register

- 1) A Member must not:
 - a) use information obtained from the Register to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - b) disclose information obtained from the Register to someone else, knowing that the information is likely to be used to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes.
- 2) Subrule (1) does not apply if the use or disclosure of the information is approved by the Association.

15. Appointment or election of Secretary

- 1) The Secretary must reside in Queensland, or in another State but not more than 65km from the Queensland border.

- 2) The Secretary may be, but is not required to be a Member or Executive Committee member.
- 3) The office of Secretary must not remain vacant for more than 1 month.
- 4) The Executive Committee may appoint and remove the Secretary.

16. Functions of Secretary

The Secretary's functions include, but are not limited to:

- a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Association;
- b) keeping minutes of each meeting;
- c) keeping copies of all correspondence and other documents relating to the Association; and
- d) maintaining the Register.

17. Membership of Executive Committee

- 1) The Executive Committee will consist of at least 5 and up to 12 Executive Committee members.
- 2) All members of the Executive Committee must be:
 - a) elected at a general meeting;
 - b) appointed to fill a casual vacancy under rule 22; or
 - c) appointed by the Executive Committee pursuant to rule 20(1)(a).
- 3) Members of the Executive Committee, save the President, must be Principal Members.

18. Executive Committee term of office

- 1) The term of office of an Executive Committee member is 3 years, unless specified otherwise in the resolution of appointment.
- 2) An Executive Committee member may be re-elected.
- 3) An Executive Committee member may not be elected for more than 3 terms consecutively.
- 4) Notwithstanding subrule (3), an Executive Committee member who has served for 3 terms may be elected for additional one-year terms by special resolution of the Members.

19. Electing the Executive Committee

- 1) A member of the Executive Committee, save the President, may only be elected as follows:
 - a) a Principal Member (the candidate) may nominate themselves to serve as a member of the Executive Committee;
 - b) the nomination must be:
 - i) in writing on the prescribed form;
 - ii) signed by the candidate; and
 - iii) given to the Secretary at least seven days before the annual general meeting at which the election is to be held;
 - c) each Member present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Executive Committee; and
 - d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 2) A person may be a candidate only if the person:
 - a) is an adult; and
 - b) is not ineligible to be elected as an Executive Committee member under section 61A of the Act.
- 3) If required by the Executive Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 4) The Executive Committee must ensure that, before a candidate is elected as a member of the Executive Committee, the candidate is advised:
 - a) whether or not the Association has public liability insurance; and
 - b) if the Association has public liability insurance, the amount of the insurance.

20. Office bearers

- 1) The Executive Committee must appoint:
 - a) an individual (who must be a Principal Member, Retired Member or an external paid professional) to the office bearer position of President; and
 - b) one of its members to each of the office bearer positions of Vice President and Treasurer;

at the first Executive Committee meeting following the annual general meeting.
- 2) The Executive Committee may appoint an office bearer at any time to fill a casual vacancy.

- 3) Office bearers hold office until the end of the first annual general meeting following their appointment, unless they resign or are removed from office sooner.
- 4) Office bearers may be removed from their office (but not from the Executive Committee) by a resolution of 75% of the Executive Committee members present and voting.

21. Vacation of office

- 1) A member of the Executive Committee may resign from the Executive Committee by giving written notice of resignation addressed to the Executive Committee.
- 2) A person ceases to be an Executive Committee member if they:
 - a) resign;
 - b) have their membership terminated in accordance with this Constitution;
 - c) are removed from office by a majority of voting Members at a general meeting;
 - d) cease to meet the requirements in this Constitution and the Act; or
 - e) fail to attend 3 consecutive Executive Committee meetings without leave of absence.
 - f) an Executive Committee member has no right of appeal against a decision by the members to remove them under rule 21(2)(c).

22. Filling of Vacancies

- 1) If a casual vacancy happens on the Executive Committee, the continuing members of the Executive Committee may appoint another Member to fill the vacancy until the next annual general meeting.
- 2) The continuing members of the Executive Committee may act despite a casual vacancy on the Executive Committee.
- 3) However, if the number of Executive Committee members is less than the number fixed as a quorum of the Executive Committee, the continuing members may act only to:
 - a) increase the number of Executive Committee members to the number required for a quorum; or
 - b) call a general meeting of the Association.

23. Functions of Executive Committee

- 1) Subject to this Constitution or a resolution of the Members of the Association carried at a general meeting, the Executive Committee has the general control and management of the administration of the affairs, property and funds of the Association.
- 2) The Executive Committee has authority to interpret the meaning of this Constitution and any matter relating to the Association on which this Constitution is silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

- 3) The Executive Committee may exercise the powers of the Association:
 - a) to appoint an auditor;
 - b) to borrow, raise or secure the payment of amounts in a way the Executive Committee of the Association may from time to time decide;
 - c) to secure the amounts mentioned in paragraph (b) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Associations property, both present and future;
 - d) to purchase, redeem or pay off any securities issued;
 - e) to borrow amounts from Members and pay interest on the amounts borrowed;
 - f) to mortgage or charge the whole or part of its property;
 - g) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
 - h) to provide and pay off any securities issued; and
 - i) to invest in a way the Executive Committee of the Association may from time to time decide.
- 4) For subrule (3)(e), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
 - a) the financial institution for the Association; or
 - b) if there is more than 1 financial institution for the Association, the financial institution nominated by the Executive Committee.

24. Meetings of Executive Committee

- 1) Subject to this Constitution, the Executive Committee may meet and conduct its proceedings as it considers appropriate.
- 2) The Executive Committee must meet at least once every 3 months to exercise its functions.
- 3) The Executive Committee may decide:
 - a) how a meeting is to be called; and
 - b) how notice of a meeting is to be given.
- 4) The President is to preside as chairperson at an Executive Committee meeting.

- 5) A question arising at an Executive Committee meeting is to be decided by a majority vote of members of the Executive Committee present at the meeting (including the chairperson). If the votes are equal, the chairperson has a further deciding vote.
- 6) A member of the Executive Committee must not vote on a question about a contract or proposed contract with the Association if the Executive Committee member has an interest in the contract or proposed contract and, if the Executive Committee member does vote, the Executive Committee member's vote must not be counted.
- 7) If there is no President or if the President is not present within 10 minutes after the time fixed for an Executive Committee meeting, the Executive Committee members may choose 1 of their number to preside as chairperson at the meeting.

25. Use of technology at Executive Committee meetings

- 1) The Executive Committee may hold meetings, or permit an Executive Committee member to take part in its meetings, by using any technology that reasonably allows the Executive Committee member to hear and take part in discussions as they happen.
- 2) An Executive Committee member who participates in the meeting as mentioned in subrule (1) is taken to be present at the meeting.

26. Quorum for, and adjournment of, Executive Committee meeting

- 1) At an Executive Committee meeting, more than 50% of the Executive Committee members elected to the Executive Committee as at the close of the last general meeting of the Members form a quorum.
- 2) If there is no quorum within 30 minutes after the time fixed for an Executive Committee meeting called on the request of members of the Executive Committee the meeting lapses.
- 3) If there is no quorum within 30 minutes after the time fixed for an Executive Committee meeting called other than on the request of the Executive Committee:
 - a) the meeting is to be adjourned for at least 1 day; and
 - b) the members of the Executive Committee who are present are to decide the day, time and place of the adjourned meeting.

27. Minutes of Executive Committee meetings

- 1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Executive Committee meeting are recorded and retained.
- 2) To ensure the accuracy of the minutes, the minutes of each Executive Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Executive Committee meeting, verifying their accuracy.

28. Appointment of subcommittees

- 1) The Executive Committee may appoint a subcommittee consisting of Members of the Association considered appropriate by the Executive Committee to help with the conduct of the Associations operations.
- 2) A subcommittee may elect a chairperson of its meetings, meet, vote and adjourn as it considers appropriate and within the direction of the Executive Committee.
- 3) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

29. Acts not affected by defects or disqualifications

- 1) An act performed by the Executive Committee, a subcommittee or a person acting as a member of the Executive Committee is taken to have been validly performed.
- 2) Subrule (1) applies even if the act was performed when:
 - a) there was a defect in the appointment of a member of the Executive Committee, subcommittee or person acting as a member of the Executive Committee; or
 - b) an Executive Committee member, subcommittee member or person acting as a member of the Executive Committee was disqualified from being a member.

30. Resolutions of Executive Committee without meeting

- 1) A written resolution signed by each member of the Executive Committee is as valid and effectual as if it had been passed at an Executive Committee meeting that was properly called and held.
- 2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by 1 or more members of the Executive Committee.

31. Annual general meetings

Annual general meetings must be held:

- a) at least once each year; and
- b) within 6 months after the end date of the Association's reportable financial year.

32. Business to be conducted at annual general meetings

The following business must be conducted at each annual general meeting of the Association:

- a) receiving the Association's financial statement, and audit report, for the last reportable financial year;
- b) presenting the financial statement and audit report to the meeting for adoption; and

- c) electing members of the Executive Committee.

33. Notice of general meeting

- 1) The Secretary may call a general meeting of the Association.
- 2) The Secretary must give at least 14 days' notice of the meeting to each Member.
- 3) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- 4) The Executive Committee may decide the way in which the notice must be given.
- 5) However, notice of a meeting called to hear and decide a proposed special resolution of the Association must be given in writing.
- 6) A notice of a general meeting must state the business to be conducted at the meeting.

34. Quorum for, and adjournment of, general meeting

- 1) The quorum for a general meeting is at least the number of Members elected or appointed to the Executive Committee at the close of the Association's last general meeting plus 1.
- 2) No business may be conducted at a general meeting unless there is a quorum of Members when the meeting proceeds to business.
- 3) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Executive Committee or the Association, the meeting lapses.
- 4) The chairperson may, with the consent of any meeting at which there is a quorum, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 5) If a meeting is adjourned under subrule (4), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 6) The Secretary is not required to give the Members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 7) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

35. Procedure at general meeting

- 1) A Member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the Member to hear and take part in discussions as they happen.

- 2) A Member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
- 3) At each general meeting:
 - a) the President is to preside as chairperson;
 - b) if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
 - c) the chairperson must conduct the meeting in a proper and orderly way.

36. Voting at general meeting

- 1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the Members present.
- 2) Each Member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 3) A Member is not entitled to vote at a general meeting if the Member's annual subscription is in arrears at the date of the meeting.
- 4) The method of voting is to be decided by the Executive Committee.
- 5) However, if at least 20% of the Members present demand a secret ballot, voting must be by secret ballot.
- 6) If a secret ballot is held, the chairperson must appoint 2 Members to conduct the secret ballot in the way the chairperson decides.
- 7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

37. Special general meeting

- 1) The Secretary must call a special general meeting by giving each Member notice of the meeting within 14 days after:
 - a) being directed to call the meeting by the Executive Committee; or
 - b) being given a written request signed by:
 - i) at least 33% of the number of members of the Executive Committee when the request is signed; or
 - ii) at least the number of Principal Members equal to double the number of Executive Committee members when the request is signed plus 1.
- 2) A request mentioned in subrule (1)(b) must state:
 - a) why the special general meeting is being called; or

- b) the business to be conducted at the meeting.
- 3) A special general meeting must be held within 3 months after the Secretary:
 - a) is directed to call the meeting by the Executive Committee; or
 - b) is given the written request mentioned in subrule (1)(b).
- 4) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

38. Proxies

- 1) The Executive Committee may approve or amend a form to appoint a proxy.
- 2) Proxy forms may be distributed and returned using electronic means.
- 3) A Member may appoint a Principal Member, a Principal, or the Chair as their proxy.
- 4) A form appointing a proxy must be provided to the Secretary at least 7 days' prior to commencement of the meeting.

39. Minutes of general meetings

- 1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are recorded and retained.
- 2) To ensure the accuracy of the minutes:
 - a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.
- 3) If asked by a Member, the Secretary must, within 28 days after the request is made:
 - a) make the minutes for a particular general meeting available for inspection by the Member at a mutually agreed time and place; and
 - b) give the Member copies of the minutes of the meeting.
- 4) The Association may require the Member to pay the reasonable costs of providing copies of the minutes.

40. By-laws

The Executive Committee may make, amend or repeal by-laws, not inconsistent with this Constitution, for the internal management of the Association.

41. Alteration of rules

- 1) Subject to the Act, this Constitution may be amended, repealed or added to by a special resolution carried at a general meeting.
- 2) An amendment, repeal or addition is valid only if it is registered by the Chief Executive of the Office of Fair Trading.

42. Common seal

- 1) The Executive Committee must ensure the Association has a common seal.
- 2) The common seal must be:
 - a) kept securely by the Executive Committee; and
 - b) used only under the authority of the Executive Committee.
- 3) Each instrument to which the seal is attached must be signed by a member of the Executive Committee and countersigned by:
 - a) the Secretary;
 - b) another member of the Executive Committee; or
 - c) someone authorised by the Executive Committee.

43. Funds and accounts

- 1) The Executive Committee may approve expenditure on behalf of the Association.
- 2) All approval and authorisation in relation to expenditure must be made in accordance with any by-law made or amended by the Executive Committee from time to time.
- 3) All payments must be authorised and all cheques signed by two Executive Committee members or otherwise authorised in accordance with any by-laws made or amended by the Executive Committee from time to time.
- 4) The Executive Committee must ensure that systems and procedures for the management of the Association's funds are appropriate for its size and circumstances, and the complexity of its financial affairs.

44. General financial matters

- 1) On behalf of the Executive Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 2) The income and property of the Association must be used solely in promoting the Association's Objects and exercising the Association's powers.

45. Documents

The Executive Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

46. Financial year

The end date of the Association's financial year is 30 June in each year.

47. Distribution of surplus assets to another entity

- 1) This rule applies if the Association:
 - a) is wound-up under part 10 of the Act; and
 - b) has surplus assets.
- 2) The surplus assets must not be distributed among the Members of the Association.
- 3) The surplus assets must be given to another entity:
 - a) having Objects similar to the Association's Objects; and
 - b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- 4) In this rule, **surplus assets** see section 92(3) of the Act.

48. Transitional provisions

- 1) This rule applies notwithstanding anything to the contrary in this Constitution.
- 2) The Members immediately following the adoption of this Constitution will be those Members listed on the Register at the time of adoption.
- 3) The Executive Committee members when this Constitution becomes legally effective will be those Management Committee members in office at the time.
- 4) Management Committee members appointed prior to this Constitution becoming legally effective may complete their term of office under the previous Rules as the Executive Committee.