



**youth
coalition**
of the ACT

**YOUTH COALITION OF THE ACT
CONSTITUTION AND RULES**

14 October 2024

Youth Coalition of the ACT

Constitution and Rules

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Constitution and Rules of The Youth Coalition of the ACT Incorporated

Part 1 – Preliminary

1 Name

The Name of the association will be the Youth Coalition of the ACT Incorporated (the **Coalition**).

2 Interpretation

Words or expressions contained in this constitution (**Constitution**) will be interpreted in accordance with the provisions of the *Legislation Act 2001* (ACT) as that Act is in force on the date on which this Constitution is adopted by the Coalition.

ACT means the Australian Capital Territory.

the Act means the *Associations Incorporation Act 1991* (ACT).

Auditor means any auditor for the Coalition appointed under rule 37.

Board means the board of the Coalition from time to time appointed under rule 17 and **Board Member** means any one of them.

Chair means the chair of the Coalition appointed under rule 15.1.

Chief Executive Officer means the chief executive officer of the Coalition appointed under rule 15.1.

Deputy-Chair means the deputy-chair of the Coalition appointed under rule 15.1.

Financial Year means the 12-month period commencing on 1 July and ending on 30 June.

Government Agency includes any department, agency, corporation, or entity which is part of, or controlled by, a federal, territory, state, or local government.

Member means a member of the Coalition appointed under rule 5.

Ordinary Resolution means a decision consented to by more than 50% of the persons entitled to vote on the decision.

Public Officer means the person appointed to fulfil the role of public officer of the Coalition in accordance with section 57 of the Act.

Secretary means the secretary of the Coalition appointed under rule 15.1.

Special Resolution means a decision consented to by 75% or more of the persons entitled to vote on the decision.

Treasurer means the treasurer of the Coalition appointed under rule 15.1.

Youth means a person or people under and including 25 years of age.

3 Objects

3.1 The object of the Coalition is to relieve the distress of vulnerable and disadvantaged young people and their families in the ACT and the surrounding regions, improving their individual physical, social and emotional wellbeing, and advancing the social and public welfare of all young people.

The Coalition achieves this purpose by:

- (a) promoting and encouraging the rights and participation of Youth in the development of policy, programs and services and enabling Youth to have a voice in decision making in the community;
- (b) raising awareness of equality and access to employment, education, health and well-being services for Youth;
- (c) promoting unity and collaboration within the youth sector of the ACT to achieve better outcomes for Youth;
- (d) undertaking and engaging in research and advocacy and facilitating policy debate with regard to the rights and well-being of Youth;
- (e) undertaking and promoting sector development, to encourage and demonstrate best practice approaches which assist services and the ACT government in improving outcomes for Youth and their families;
- (f) encouraging, supporting, promoting and facilitating effective professional development for people and organisations working with Youth; and
- (g) such other objects as the Members determine from time to time by Special Resolution in a general meeting.

Part 2 – Membership

4 Membership eligibility

4.1 A person is eligible to be a Member if such person:

- (a) has applied for membership in accordance with rule 5.1;
- (b) has been approved for membership of the Coalition by the Board;
- (c) is committed to upholding the objects of the Coalition; and
- (d) is not currently in paid employment with the Coalition.

5 Admission to membership

- 5.1 An application of a person for membership of the Coalition will be in the form and manner determined by the Board from time to time.

- 5.2 The Board will consider each application for membership and will approve or reject the application.
- 5.3 If and once the Board determines to reject an application for membership, the Board will as soon as practicable after the determination notify the applicant of that disapproval and refund any membership fees paid.
- 5.4 Upon an application being approved by the Board, the Board will notify the applicant in writing that their application for membership was approved and, upon receipt of the sum payable by or on behalf of the applicant as the first year's membership, the applicant's name and address will then be entered in the Coalition's register of members, whereupon the applicant will become a Member.

6 Fees and subscriptions

- 6.1 The Board will, in each Financial Year, determine the amount of the annual membership fee of the Coalition.
- 6.2 The annual membership fee is payable:
- (a) in the case of a new Member, within two (2) weeks of joining the Coalition; and
 - (b) in all other cases, on or before the first day of each Financial Year on a pro rata basis;

7 Membership entitlements not transferable

- 7.1 A right, privilege or obligation which a person has by reason of being a Member:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of the person's membership or upon the person falling into arrears for the membership fees.

8 Cessation of membership

- 8.1 A person ceases to be a Member if the person:
- (a) dies, or in the case of a body corporate, is wound up or otherwise terminated;
 - (b) resigns from membership of the Coalition under rule 9;
 - (c) has their membership terminated for failure to renew under rule 10; or
 - (d) is expelled from the Coalition under rule 11 or rule 12 (as applicable).
- 8.2 Where a person ceases to be a Member for any reason whatsoever, the Secretary will update the register of members to remove the name of the Member and record the date on which such person ceased to be a Member.

- 8.3 Upon termination or cessation of a person's membership, such person will forfeit all such rights to or claims upon the Coalition, including its property and funds, as they otherwise would have been entitled to by reason of their membership, but will nevertheless remain liable to pay all monies which at the time of cessation were due from them.

9 Resignation of membership

- 9.1 A person who is a Member and who has paid all amounts payable by them to the Coalition, may resign from membership of the Coalition by giving not less than one (1) months' notice (or such shorter period as the Board may determine) in writing to the Secretary of their intention to resign which must be promptly brought to the attention of the Board. Upon acceptance of the Member's resignation by the Board, such person will cease to be a Member.

10 Termination of membership

- 10.1 Subject to rule 17.1(e), any Member whose membership fees remains unpaid (in whole or part), for more than three (3) months will have their membership terminated with immediate effect.

11 Disciplining of Members

- 11.1 Where the Board is of the opinion that a Member:

- (a) has persistently refused or neglected to comply with a provision of this Constitution; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Coalition,

then the Board may, by Ordinary Resolution, expel the Member from the Coalition or suspend the Member from such rights and privileges of membership of the Coalition and for such period as the Board may determine.

- 11.2 A resolution passed by the Board under rule 11.1 is of no effect unless the Board confirms the resolution in accordance with this rule 11.2 at a meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service on the Member of a notice under rule 11.3.

- 11.3 Where the Board passes a resolution under rule 11.1, the Board will, as soon as practicable, cause a notice in writing to be served on the Member. The notice must:

- (a) set out the resolution of the Board and the grounds on which it is based;
- (b) state that the Member can address the Board at a meeting to be held not earlier than fourteen (14) and not later than twenty-eight (28) days after service of the notice;
- (c) state the date, place, and time of that meeting; and
- (d) inform the Member that they may do either or both of the following:

- (i) attend and speak at that meeting; and/or
 - (ii) submit to the Board at or prior to the date of that meeting, written representations relating to the resolution.
- 11.4 Subject to section 50 of the Act, at the meeting of the Board for the purposes of rule 11.2, the Board will:
 - (a) give the Member an opportunity to make oral representations; and/or
 - (b) give due consideration to any written representations submitted to the Board by that Member at or prior to the meeting; and
 - (c) by Ordinary Resolution, determine whether to confirm, vary, or to revoke the resolution of the Board made under rule 11.1.
- 11.5 Where the Board confirms or varies a resolution as provided under rule 11.4, the Board will inform the Member of that confirmation, variation or revocation and, in the case of a confirmation or variation of the Member's right of appeal under rule 11, within seven (7) days after that confirmation by notice in writing.
- 11.6 A resolution confirmed by the Board under rule 11.4 does not take effect:
 - (a) until the expiration of the period within which the Member is entitled to appeal against the resolution; or
 - (b) where within that period the Member exercises the right of appeal, until the appeal is determined.

12 Right of appeal of disciplined Member

- 12.1 A Member may appeal to the Coalition against a resolution of the Board in a special general meeting, which is confirmed under rule 11.4 within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 12.2 Upon receipt of a notice under rule 12.1, the Secretary must notify the Board which will convene a special general meeting to be held within twenty-one (21) days after the date on which the Secretary received the notice or as soon as practicable after that date.
- 12.3 Subject to Section 50 of the Act, a special general meeting convened under rule 12.2 will:
 - (a) transact no business other than the question of the appeal;
 - (b) give both the Board and the Member the opportunity to make representations in relation to the appeal, verbally or in writing or both; and
 - (c) have the Members present vote by secret ballot on the question of whether the resolution passed under rule 11.4 should be confirmed or revoked.

- 12.4 The Board may appoint a member of the Board, or another suitable person, other than the Chair, Deputy-Chair or Secretary to put the Board's case to the meeting.
- 12.5 The Member may be represented at the special general meeting by another suitable person.
- 12.6 Neither the Board nor the Member may be represented by a person possessing legal qualifications, except with the permission of the meeting, passed by an Ordinary Resolution.
- 12.7 If the special general meeting passes a Special Resolution in favour of the confirmation of the resolution passed under rule 11.4, that resolution is confirmed.

Part 3 – The Board

13 Powers of the Board

- 13.1 Subject to the Act, this Constitution, and any resolution passed by the Members in a general meeting, the Board:
- (a) will control and manage the affairs of the Coalition;
 - (b) may exercise all such functions as may be exercised by the Coalition other than those functions that are required to be exercised by the Coalition in a general meeting of the Members; and
 - (c) has the power to perform all such acts that appear to the Board to be essential for the proper management of the business and affairs of the Coalition.

14 Constitution, term and membership of the Board

- 14.1 The Board will consist of not less than seven (7) and not more than nine (9) Board Members at a time which will include:
- (a) the office bearers of the Coalition appointed under rule 15; and
 - (b) ordinary Board Members elected under rule 16 or appointed under rule 14.6.
- 14.2 The appointment and/or election of Board Members under this Constitution is subject to the following requirements:
- (a) a person must already be a Member to be eligible to be appointed or elected as a Board Member (excluding in the case of an independent Board Member appointed under clause 14.3); and
 - (b) at least two (2) of the appointed or elected Board Members must be Youth.

- 14.3 The Board may appoint up to three (3) independent Board Members who will be selected for the specific skills, knowledge, and contribution that the Board believes they can make to the Coalition. An independent Board Member will be appointed to the Board on the terms and for the period determined by the Board. For the avoidance of doubt, a Board Member appointed under this clause 14.3 will be included in the count for the purpose of determining the minimum and maximum number of Board Members under clause 14.1.
- 14.4 Each elected Board Member may, subject to this Constitution, hold office until the conclusion of the annual general meeting that falls in the second year after the date of election, but will be eligible for re-election subject to rule 14.6.
- 14.5 No persons are entitled to serve for more than six (6) consecutive years on the Board. However, a person who has served on the Board for six (6) consecutive years may apply for re-election to the Board again following the expiration of one (1) year after the date of conclusion of the sixth consecutive year of service.
- 14.6 In the event of a casual vacancy occurring in the office of a Board Member, subject to rule 14.2, the Board can appoint a Member to fill the vacancy, and the Member appointed will hold office, subject to this Constitution, until the conclusion of the next annual general meeting following the date of appointment.

15 Chief Executive Officer and office bearers

15.1 Chief Executive Officer

- (a) The Board may from time to time appoint a Chief Executive Officer for such periods and on such terms as the Board thinks fit and, subject to the terms of any agreement entered into in any particular case, may revoke any such appointment.
- (b) The Chief Executive Officer will:
- (i) be responsible for managing the day-to-day operations of the Coalition and ensure the servicing of the Coalition;
 - (ii) appoint such staff as are needed by the Coalition from time to time, including determining the designation and the terms of such appointments; and
 - (iii) have such other roles and responsibilities as the Board determines from time to time.

15.2 Subject to rule 15.3, at the first Board meeting after each annual general meeting, the Board will elect or affirm (as applicable) from the current Board Members, the following office bearer positions:

- (a) Public Officer;
- (b) Chair;
- (c) Deputy-Chair;

(d) Treasurer; and

(e) Secretary.

15.3 A person will not be eligible for appointment to any of the office bearer positions under rule 15.1 for more than four (4) consecutive years.

15.4 **Public Officer**

A person is not eligible to be the Public Officer unless the person resides in the ACT and is at least 18 years of age.

15.5 **Chair**

The Chair will:

(a) preside at all meetings of the Board and the Members;

(b) be responsible for the maintenance of order at such meetings;

(c) in conjunction with the Secretary, determine the order of business of a meeting; and

(d) be the public spokesperson for the Coalition (but may assign this responsibility to any Board Member as they see fit).

15.6 **Deputy-Chair**

The Deputy-Chair will have the same powers and responsibility as the Chair when the Chair is not present at a meeting.

15.7 **Treasurer**

The Treasurer must:

(a) collect and receive all amounts owing to the Coalition and make all payments authorised by the Coalition; and

(b) keep correct accounts and books showing the financial affairs of the Coalition with full details of all receipts and expenditure connected with the activities of the Coalition.

15.8 **Secretary**

(a) The Secretary must ensure that minutes and records are kept of:

(i) all elections and appointments of Office-Bearers and the Board;

(ii) the names of Board Members present at Board meetings, general meetings, and operations meetings; and

(iii) all proceedings at Board meetings and general meetings.

(b) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by a person presiding at the next meeting.

16 Election of Board

- 16.1 Nominations of candidates for election as Board Members:
- (a) must be made in writing and signed by two (2) Members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) must be given to the Secretary or other person nominated by the Board at least seven (7) days before the date fixed for the annual general meeting at which the election is to take place.
- 16.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated will be deemed elected and further nominations will be called for at the annual general meeting but only for the positions that remain unfilled.
- 16.3 If insufficient further nominations are received, any vacant positions remaining on the Board will be deemed to be vacancies.
- 16.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be taken to be elected.
- 16.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot will be held.
- 16.6 The ballot for the election of Board Members will be conducted at the annual general meeting in a manner as the Board may direct.

17 Vacation of office

- 17.1 For the purpose of this Constitution, the position of a Board Member (including office bearers) becomes vacant if a Board Member:
- (a) ceases to be a Member (excluding in the case of an independent Board Member appointed under clause 14.3);
 - (b) resigns as a Board Member;
 - (c) is disqualified from office under subsection 63(1) of the Act;
 - (d) is absent without the consent of the Board from two (2) consecutive meetings of the Board;
 - (e) fails to pay all arrears of membership renewal fees due by them within fourteen (14) days after they have received a notice in writing stating that their membership with the Coalition will soon lapse due to non-payment;
 - (f) is expelled from the Coalition under rule 11 or rule 12;
 - (g) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors;

- (h) becomes unable to discharge the functions of the office or position with the degree of intellectual competency required by law; or
- (i) dies.

18 Removal of Board Members

- 18.1 The Members in a general meeting may, by Special Resolution, subject to section 50 of the Act, remove a Board Member before the expiration of their term of the office.

19 Meetings of the Board

- 19.1 The Board will meet at least five (5) times per calendar year at a place and time as determined by the Board.
- 19.2 Special meetings of the Board may be called by any Board Member at least forty-eight (48) hours (or any other period that may be unanimously agreed on by the Board) before the time appointed for the holding of such meeting.
- 19.3 Notice will be given to Board Members of any special meeting, specifying the general nature of the business to be transacted. No resolution will be made on matters on which prior notice has not been given, unless the matter is deemed urgent and the resolution is passed unanimously.
- 19.4 At least 50% of Board Members constitute a quorum for the transaction of the business of a Board meeting. No business will be transacted unless a quorum is present. If within half an hour of the time appointed for the Board meeting a quorum is not present, the meeting will stand adjourned to an agreed time and place determined by those present at the meeting
- 19.5 Meetings of the Board will be presided over by:
- (a) the Chair or the Deputy-Chair; or
 - (b) if both the Chair and the Deputy-Chair are absent, one (1) other Board Member as nominated by the Board Members present at the meeting.

20 Delegation by Board to sub-committee

- 20.1 The Board may delegate the exercise of the functions of the Board that are specified in the instrument of delegation to one or more sub-committees, other than:
- (a) the power of delegation; and
 - (b) a function which is a function imposed on the Board by the Act, by any other applicable law, or by Special Resolution of the Members in a general meeting.
- 20.2 A function, the exercise of which has been delegated to a sub-committee under this rule 20 may, while the delegation remains unrevoked, be exercised from

time to time by the sub-committee in accordance with the terms of the delegation.

- 20.3 A delegation under this rule 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.
- 20.4 Despite any delegation under this rule 20, the Board may continue to exercise any delegated function.
- 20.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule 20 has the same force and effect as it would have if it had been done or suffered by the Board.
- 20.6 The Board may, by instrument in writing, revoke wholly or in part, any delegation under this rule 20.
- 20.7 A sub-committee may meet and adjourn as it considers appropriate.

21 Voting and decisions

- 21.1 Questions arising at meetings of the Board will be determined on a show of hands, or, if demanded by a Board Member, by a poll taken in such a manner determined by the Chair or Deputy-Chair (as applicable) or other Board Member nominated to preside at that meeting under rule 19.5(b).
- 21.2 Each member present at a meeting of the Board (including the person presiding at the meeting), is entitled to one (1) vote.
- 21.3 In the case of an equality of voting on a question arising at a meeting, the Chair or Deputy-Chair (as applicable) or other Board Member nominated to preside at that meeting under rule 19.5(b) is entitled to exercise a second or casting vote.

Part 4 - General Meetings

22 Annual general meeting

- 22.1 The Coalition will, in each Financial Year, hold an annual general meeting.
- 22.2 The annual general meeting will be held on a day determined by the Board, but in any event, will not be later than five (5) months after the end of each Financial Year.
- 22.3 The annual general meeting will be in addition to any other special general meetings that may be held in the same Financial Year.
- 22.4 The ordinary business of the annual general meeting will be:
 - (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 Board reports on the activities of the Coalition during the last Financial Year;

- (c) to elect or re-elect (as applicable) Board Members;
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to Members under section 73(1) of the Act; and
 - (e) to appoint the Auditor.
- 22.5 An annual general meeting must be specified as such in the notice calling it in accordance with rule 24.
- 22.6 The annual general meeting may transact special business on one (1) weeks' notice in accordance with this Constitution.

23 Special general meetings

- 23.1 All general meetings of the Members, other than the annual general meeting, will be special general meetings.
- 23.2 The Board can, whenever it sees fit, convene a special general meeting.
- 23.3 The Board must, on the requisition in writing of not less than 5% of the total number of Members, call a special general meeting.
- 23.4 A requisition for a special general meeting:
- (a) must state the purpose of the meeting; and
 - (b) must be signed by the Members making the requisition;
 - (c) must be formally received by the Secretary; and
 - (d) may consist of several documents in the same form, each signed by one (1) or more Members making the requisition.
- 23.5 If the Board fails to convene a special general meeting within one (1) month after the date on which a requisition is given to the Secretary, the Members who made the requisition may convene the meeting, but any meeting convened must not be held not later than two (2) months from the date of the deposit of the requisition.
- 23.6 A special general meeting convened by the Members of the requisition in pursuance of this Constitution must be convened in the same manner as meetings convened by the Board.

24 Notice

- 24.1 The Secretary will cause notices specifying the place, day and time for the holding of general meetings, and the nature of the business to be transacted at those meetings. The notices must be dispatched in accordance with rule 42 to all Members eligible to attend at least twenty-one (21) days before the date fixed for holding the meeting.

- 24.2 No business other than what is specified in the notice convening a general meeting can be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 37.2.
- 24.3 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.

25 Presiding member

- 25.1 The Chair or Deputy-Chair will preside at every annual general meeting and special general meeting.
- 25.2 If both the Chair and the Deputy-Chair are absent from an annual general meeting or special general meeting, the Members present will nominate one of them to preside at the meeting.

26 Procedure and quorum at general meetings

- 26.1 Five (5) Members present (who are entitled under this Constitution to vote) constitute a quorum for the transaction of the business of an annual general meeting and special general meeting. No item of business will be transacted at a special general meeting or annual general meeting unless a quorum of Members is present during the time when the meeting is considering that item.
- 26.2 If, within half an hour after the appointed time for the commencement of an annual general meeting or a special general meeting a quorum is not present, the meeting:
- (a) lapses, if convened upon the requisition of Members;
 - (b) stands adjourned to the same day in the next week at the same time, in any other case; and
 - (c) will be at the same place, unless another place is specified by the person presiding at the general meeting at the time of the adjournment, or by written notice to Members given before the day to which the Meeting is adjourned.
- 26.3 If a quorum is not present at the adjourned meeting within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than three (3) Members) will constitute a quorum.

27 Adjournment

- 27.1 The person presiding at an annual general meeting or special general meeting at which a quorum is present, may, with the consent of the Members present at the meeting, adjourn the general meeting from time to time and place to place, but no business can be transacted at an adjourned general meeting other than the business left unfinished at the general meeting at which the adjournment took place.

- 27.2 If a general meeting is adjourned for fourteen (14) days or more, the Secretary must give notice of the adjourned meeting to each Member stating the place, date and time of the general meeting and the nature of the business to be transacted at the general meeting.
- 27.3 Except as provided in the foregoing provisions of this rule 27, it is not necessary to give any notice of an adjourned meeting.

28 Making of decisions

- 28.1 A question arising at an annual general meeting or a special general meeting will be determined on a show of hands, unless before or on the declaration of the result of the show of hands, a poll is demanded. A declaration by the person presiding that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, without proof of the number or proportion of the votes recorded in favour of, or against that resolution, will be prima facie evidence that the question was so decided.

29 Voting

- 29.1 Upon any question arising at an annual general meeting or special general meeting, a Member has one (1) vote only.
- 29.2 In the case of an equality of voting on a question arising at a general meeting, the Chair or Deputy-Chair (as applicable) or other Member nominated to preside at that general meeting under rule 25.2 is entitled to exercise a second or casting vote.
- 29.3 A Member or proxy is not entitled to vote at any general meeting unless all money due and payable by the Member or proxy to the Coalition has been paid in full to date.

30 Taking of poll

- 30.1 At an annual general meeting or a special general meeting, if a poll on a question is demanded, it must be taken at that general meeting in such manner as the Chair or Deputy-Chair (as applicable) or other Member nominated to preside at that general meeting under rule 25.2 may direct, and the result of the poll will be deemed to be the resolution of the general meeting on that question.
- 30.2 A poll that is demanded on a question of adjournment will be taken, and a poll that is demanded on any other question will be taken at such time before the close of the general meeting as the Chair or Deputy-Chair (as applicable) or other Member nominated to preside at that general meeting under rule 25.2 may direct.

31 Appointment of proxies

- 31.1 Each Member is entitled to appoint another Member as their proxy by notice given to the Secretary no later than twenty-four (24) hours before the time of the general meeting for which the proxy is appointed. The notice appointing the proxy must be in the form set out in Appendix 1.

Part 5 - Miscellaneous

32 Interest in contracts

- 32.1 A Board Member who has interests in any contract or arrangement made or proposed to be made with the Coalition, or is a member of a group which is negotiating with the Coalition, must disclose that interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if the interest then exists, or in any other case, at the first meeting of the Board after the acquisition of the interest.
- 32.2 If a Board Member becomes interested in a contract or arrangement after it is made or entered into with the Coalition, the Board Member must disclose that interest at the first meeting of the Board after becoming so interested.
- 32.3 No Board Member can vote in their capacity as a Board Member in respect of any contract or arrangement in which that Board Member is interested in and if the Board Member votes, that vote will not be counted.

33 Limited liability

- 33.1 The liability of a Member to contribute towards the payment of the debts and liabilities of the Coalition or the costs, charges and expenses of the winding up of the Coalition is limited to the amount (if any) unpaid by the Member in relation to membership of the Coalition as required by rule 41.

34 Income and property

- 34.1 The assets and income of the Coalition will be applied solely to further its objects and no portion will be distributed directly or indirectly to any of the Members except as genuine compensation for services rendered or expenses incurred on behalf of the Coalition.
- 34.2 The Coalition funds will be derived from annual subscriptions of Members, grants from Government Agencies and other bodies, donations, and such other sources as the Board determines.
- 34.3 The Coalition may pay from its funds, staff entitlements and any other costs incurred in the management and/or operation of the Coalition, including reasonable fees to Members (including Board Members) who render services to the Coalition, other than in their capacity as Board Members.

35 Accounts

- 35.1 The Board will ensure that the accounting records of the Coalition are kept in accordance with the requirements of the Act.
- 35.2 The Board must be presented with an up-to-date financial report at every Board meeting.
- 35.3 Accounts will be open to inspection by the Members by prior arrangement with the Treasurer.

- 35.4 The Chief Executive Officer under the supervision of the Treasurer, will faithfully keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Coalition in such form and manner as the Board decides.
- 35.5 The accounts, books and records referred to in rule 35.1 and rule 35.3 will be kept at the office of the Coalition or at such other place as the Board may decide.
- 35.6 A full, true and precise financial statement will be presented to the annual general meeting.

36 Banking and finance

- 36.1 The Chief Executive Officer under the supervision of the Treasurer will, on behalf of the Coalition, receive all moneys paid to the Coalition and issue official receipts.
- 36.2 The Board will open bank facilities with such financial institutions, as it determines from time to time, into which all moneys received on behalf of the Coalition will be paid by the Chief Executive Officer and/or the Treasurer as soon as possible after receipt thereof.
- 36.3 The Board will determine from time to time who is authorised to operate its bank facilities and the extent of their authority.

37 Auditor

- 37.1 The Board will ensure that the Coalition's accounts are audited annually, and that the Auditor is appointed in accordance with the requirements of the Act and rule 37.2.
- 37.2 The Auditor will be a registered auditor who will be appointed as follows:
- (a) subject to rule 37.2(e), at each annual general meeting, the Members present will appoint a person as the Auditor;
 - (b) a person so appointed will hold office until the close of the next annual general meeting after the date of appointment but will be eligible for re-appointment at that meeting;
 - (c) if an appointment is not made at an annual general meeting, the Board will appoint a person as the Auditor for the current Financial Year;
 - (d) if a casual vacancy occurs in the office of the Auditor during a Financial Year, the Board may appoint a person as the Auditor and the person so appointed will hold office until the close of the next succeeding annual general meeting; and
 - (e) the person appointed as the Auditor must not be a Member, a Board Member (or closely related to a Board Member), the Public Officer or a person who has prepared or assisted with the preparation of the Coalition's accounts.

38 Audit of accounts

- 38.1 At least once in each Financial Year, the accounts of the Coalition will be examined and certified as being true and correct by the Auditor.
- 38.2 The Auditor will prepare a report certifying the Coalition's accounts which states:
- (a) whether the information required for the report was obtained;
 - (b) whether in the Auditor's opinion, the accounts are properly drawn up to exhibit a true and correct view of the financial position of the Coalition according to the information obtained and the explanations given and as shown by the books of the Coalition; and
 - (c) whether the rules relating to the administration of the funds of the Coalition have been properly observed.
- 38.3 The Chief Executive Officer will cause to be delivered to the Auditor a list of all the accounts, books and records of the Coalition within sufficient time for the Auditor to undertake the audit and report as required in the Act and this Constitution.
- 38.4 The Auditor:
- (a) has a right of access to the accounts, books, records, vouchers and documents of the Coalition;
 - (b) may require from the staff and officers of the Coalition such information and explanations as may be necessary to perform the duties required at law and under this constitution;
 - (c) may employ persons to assist in investigating accounts of the Coalition; and
 - (d) may, in relation to the accounts of the Coalition, examine any Board Member or any member of staff of the Coalition.

39 Common Seal

- 39.1 The common seal of the Coalition will be in the form of a rubber stamp, inscribed with the name of the Coalition encircling the word seal.
- 39.2 The common seal of the Coalition will not be affixed to any instrument except by the authority of the Board and the affixing thereof will be attested by the signatures of:
- (a) two (2) Board Members; or
 - (b) one (1) Board Member and the Public Officer or such other person as the Board may appoint for that purpose; and

that attestation is sufficient for all purposes that the seal was affixed by authority of the Board.

39.3 The seal must remain in the custody of the Public Officer.

40 Amendments to the Constitution

40.1 This Constitution may be amended or altered by a Special Resolution of the Members present (in person or by proxy) and entitled to vote in a special general meeting of which due notice has been given.

40.2 The terms of the proposed amendment(s) must be included in the notice calling the special general meeting at which the Special Resolution is to be passed.

40.3 An amendment of the objects of the Coalition will not be effective until approved by the registrar-general in accordance with the Act. All other amendments take effect on a date determined by the Board.

40.4 A copy of every alteration to the objects and/or this Constitution must be lodged with the registrar-general by the Public Officer within one (1) month of the date of the Special Resolution approving the alteration.

41 Dissolution

41.1 The Coalition may be dissolved by a Special Resolution of the Members at a special general meeting convened for that purpose.

41.2 In the event of the Coalition being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities of the Coalition will be transferred to another organisation with similar purposes, which is charitable or otherwise not-for-profit at law, and which has rules prohibiting the distribution of its assets and income to its Members.

41.3 This rule 41.3 applies if the Coalition has been given deductible gift recipient status under applicable taxation laws. If the Coalition is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets will be transferred to another organisation with similar objects, which is charitable or otherwise not-for-profit at law, to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the organisation;
- (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.

41.4 The liability of a Member to contribute towards the payment of debts and liabilities of the Coalition or the costs, charges and expenses of the winding up of the Coalition is limited to the amount of any unpaid annual membership fees by the Member.

42 Services of Notices

- 42.1 The Coalition may serve notices on any Member in the ways shown in the table below and the notice will be taken to be served at the time shown in the table.

Method of Service	When Deemed Served
Sent by ordinary post to the Member's registered address in the register of members.	Three (3) days after posting.
Handed personally to the Member.	When handed to the Member.
Leaving at the Member's registered address.	On the next business day after it is left at the address.
Sent by email or fax to the Member's registered email or fax address.	On the next business day after it is sent.

Appendix 1

(see rule 31.1)

Form of appointment of proxy

I,

.....
(full name)

of

.....
(address)

a Member of

.....
(name of incorporated association)

appoint

.....
(full name of proxy)

of

.....
(address)

A Member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be) to be held on

.....
and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details)

.....
(Signature of Member appointing proxy)

(*To be inserted if desired)

Date.....

Note: A proxy vote may not be given to a person who is not a Member of the Coalition.