



multiplebirth

Constitution  
approved on  
7 September 2026



## **Constitution**

## **Multiple Birth SA Incorporated**

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**MULTIPLE BIRTH SA INCORPORATED**  
**CONSTITUTION**



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**1 Name and governing document**

**1.1 Name of the Association**

The name of the Association is "Multiple Birth SA Incorporated".

**1.2 Governing document**

This is the Constitution of the Association and comprises its governing document for the purposes of the Charity Legislation.

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**2 Definitions and interpretation**

**2.1 Definitions**

The following definitions apply in this Constitution unless the context otherwise requires:

**ACNC** means the Australian Charities and Not-for-profits Commission;

**Act** means the *Associations Incorporation Act 1985* (SA) and *Associations Incorporation Regulations 2023* (SA), as amended or replaced from time to time;

**Annual General Meeting** or **AGM** means the general meeting held each year as required by the Act and this Constitution;

**Assets Register** means a register maintained and updated by the Committee containing a list of all the assets of the Association;

**Association** means Multiple Birth SA Incorporated (or its name from time to time as amended in accordance with the Act);

**Business Day** means:

- (a) for the purposes of receiving a notice, a day which is not a Saturday, Sunday, public holiday or bank holiday in the city in which the notice is to be received; and
- (b) for any other purposes, a day on which the banks are open for business in Adelaide, South Australia other than a Saturday, Sunday or public holiday in Adelaide, South Australia;

**By-Laws** means the by-laws of the Association adopted from time to time in accordance with Item 11;

**Charity Legislation** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and any other legislation governing or regulating registered charities in Australia, as amended or replaced from time to time;

**Committee** means the committee established by the Association as referred to in Item 6.3(a);

**Committee Member** means each person who remains appointed to the Committee in accordance with Item 6.3(a) from time to time;

**Committee Role** has the meaning given to that term in Item 6.3(a);

**Financial Year** means a 12 month period commencing on 1 July and expiring on 30 June in the next succeeding calendar year;

**General Meeting** means a general meeting of Members called in accordance with Item 10.2;

**Member** means a member of the Association as referred to in Item 9;

**Ordinary Resolution** means:

- (a) for an Ordinary Resolution of Members, a resolution passed by a majority of more than 50% of such Members present and entitled to vote; and
- (b) for an Ordinary Resolution of the Committee, a resolution passed by a majority of more than 50% of such Committee Members present and entitled to vote.

**President** means person elected as President at the Annual General Meeting who presides at meetings under this Constitution;

**Rules** means all of the rules governing the Association including this Constitution, the By-Laws and any other governing rules created in accordance with the Rules;

**Special Resolution** means:

- (a) for a Special Resolution of Members, a resolution passed by a majority of not less than 75% of such Members present and entitled to vote; and
- (b) for a Special Resolution of the Committee, a resolution passed by a majority of not less than 75% of such Committee Members present and entitled to vote; and

**Tax Act** means the *Income Tax Assessment Act 1997* (Cth).

## 2.2 Interpretation

The following rules apply in interpreting this document:

- (a) words importing the singular include the plural and vice versa;
- (b) words importing a gender include any gender;
- (c) words or expressions defined in the Act or the Charity Legislation have those meanings;
- (d) except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act;
- (e) headings are for convenience only, and do not affect interpretation; and
- (f) a reference to:
  - (i) a party includes its administrators, successors, substitutes by novation and assigns;
  - (ii) any legislation includes legislation varying, consolidating or replacing that legislation and includes all regulations or other instruments issued under that legislation as amended or replaced from time to time;
  - (iii) a person includes a body incorporated or unincorporated, partnership or any legal entity; and
  - (iv) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated.

## 3 Objects and powers

- (a) The Association has the following objects:



- 
- (i) to create a welcoming and inclusive community and social network for its Members and their families;
  - (ii) to provide practical support for Members and their families;
  - (iii) to provide a means of communication for Members and their families and information on the care and raising of multiple birth children;
  - (iv) to cooperate with other organisations that have related interests and areas of research;
  - (v) to support all families in South Australia raising multiple birth children;
  - (vi) to increase awareness, support and resources within the local community and South Australia for the unique challenges and experiences of raising multiple birth children; and
  - (vii) to do all such other things that further the objects of the Association.
- (b) The Association has all the powers of a legal person, and may perform all acts, carry out all operations and carry on all activities not inconsistent with, or ancillary to, these objects or likely to facilitate the realisation of them, subject to section 25 of the Act.
  - (c) In addition to the powers conferred on the Association contained in the Act, the Association has the following powers:
    - (i) to affiliate with bodies whose objectives are similar or conducive to the objectives of the Association; and
    - (ii) to raise money by public subscription and any other means determined by the Committee; and
    - (iii) to develop public awareness of the existence of the Association and its objectives.

#### **4 Income and property**

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- (a) The Association must apply its income and property in a manner not inconsistent with and solely towards the promotion of the objects of the Association as stated in Item 3. No part of the Association's income or property may be paid or transferred directly or indirectly to any of the Members.
- (b) Nothing in this document prevents the payment in good faith of remuneration to any officers or employees of the Association, Committee Member, or to any Member in return for:
  - (i) any services actually rendered to the Association;
  - (ii) goods supplied in the ordinary course and usual way of business;
  - (iii) interest on money lent to the Association at reasonable rates; or
  - (iv) reasonable rent for premises leased to the Association.
- (c) The Committee must establish and maintain a fund for all gifts of money or property given to the Association to promote the objects of the Association.
- (d) Any assets of the Association shall be entered into the Assets Register by the Committee as soon as they are acquired.
- (e) The income and property of the Association shall be managed and controlled by the Committee in accordance with this document.

## **5 Affairs of the Association**

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### **5.1 Management**

The affairs of the Association will be managed and controlled by the Committee.

### **5.2 Public Officer**

The President is the Public Officer of the Association, unless the Committee determines otherwise, and is responsible for carrying out all duties of a Public Officer as set out in the Act.

### **5.3 Seal holders**

- (a) The common seal of the Association shall only be affixed to an instrument following a resolution of the Committee to that effect.
- (b) Any instrument requiring execution or authentication under the common seal of the Association shall be sealed with the common seal and may be signed by any two Committee Members.

## **6 Committee**

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### **6.1 Number of Committee Members**

The Committee must have at least three and no more than sixteen Committee Members.

### **6.2 Duties of Committee Members**

The Committee Members must comply with their duties as Committee Members under legislation and common law and with the duties described in Governance Standard 5 of the regulations made under the Charity Legislation which include:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Committee Member of the Association;
- (b) to act in good faith in the best interests of the Association and to further the charitable purpose(s) of the Association;
- (c) not to misuse their position as a Committee Member;
- (d) not to misuse information they gain in their role as a Committee Member;
- (e) to disclose any perceived or actual material conflicts of interest as required by the Charity Legislation;
- (f) to ensure that the financial affairs of the Association are managed responsibly; and
- (g) not to allow the Association to operate while it is insolvent.

### **6.3 Appointment**

- (a) The Committee will consist of each person holding the following positions within the Association:
  - (i) the President;
  - (ii) the Vice-President;
  - (iii) the Treasurer;
  - (iv) the Secretary;



- (v) the Membership Secretary;
- (vi) the Events Coordinator;
- (vii) the Marketing and Communications Coordinator;
- (viii) the Fundraising Coordinator; and
- (ix) General Committee Member,



(each position being a **Committee Role**, and the persons holding those Committee Roles together being the **Committee**).

- (b) The following Committee Roles may be shared between more than one person:

- (i) the Treasurer;
- (ii) the Secretary;
- (iii) the Membership Secretary
- (iv) the Events Coordinator;
- (v) the Marketing and Communications Coordinator;
- (vi) the Fundraising Coordinator; and
- (vii) General Committee Member,

(each a **Shared Committee Role**)

- (c) In the event that multiple persons are appointed to a Shared Committee Role, each person appointed to that Shared Committee Role will also be appointed as a member of the Committee.
- (d) If the number of Committee Members is less than the total number of Committee Roles provided for in Item 6.3(a), a member of the Committee may be appointed to fill multiple Committee Roles (but for the avoidance of doubt will only ever receive one vote on the Committee).
- (e) The retiring President may be an ex-officio member of the Committee for the year immediately following their retirement on the basis that:
- (i) the retiring President may exercise a vote at meetings of the Committee; and
  - (ii) the retiring President will not be counted for the purpose of determining whether or not a quorum is present at a meeting of the Committee.

#### 6.4 Election and nomination

- (a) The timetable for the nomination as a Committee Member is as follows:
- (i) the Association will call for nominations to the Committee by making a notice available to all Members, and which should occur no later than 30 days prior to the first day of the month in which the AGM is intended to be held;
  - (ii) Committee Members will be eligible for re-election;
  - (iii) the Committee may invite a person or persons with suitable interests or qualifications to be appointed to coordinate a specific activity of the Association; and
  - (iv) nominations close on the first day of the month in which the AGM is intended to be held, and which date must be before notice of the AGM has been provided to the Members in accordance with this Constitution.

- (b) Any person who applies for Committee membership must be nominated and seconded by another Member.
- (c) Nominations received by the Committee after the date and time set for the close of nominations are invalid.
- (d) Nominations may be withdrawn, and the person nominated must consent to act as a Committee Member.
- (e) Any person who applies for Committee membership must either confirm their willingness to accept a nomination in writing or be present at the Annual General Meeting.
- (f) The elections will be decided by an Ordinary Resolution of Members at the Annual General Meeting.



#### 6.5 Term of office

Subject to any prior removal or resignation, a Committee Member's term of office starts at the end of the Annual General Meeting at which their election is announced and ends at the Annual General Meeting that occurs two years after the Annual General Meeting at which the Committee Member is elected.

#### 6.6 Appointment of Committee Members

- (a) Appointments and re-appointments of Committee Members will be made in accordance with the procedure set out in Items 6.4 and 6.9.
- (b) At least 50% of the Committee Members appointed to the Committee from time to time must continue to be a Financial Member or Life Member of the Association, other than in circumstances where there are an insufficient number of Financial Members or Life Members willing to be appointed to the Committee.

#### 6.7 Removal of Committee Members

- (a) Subject to this Item 6.7, the Committee may by Special Resolution of the Committee (excluding the Committee Member who is the subject of the resolution, who is not eligible to vote) resolve to remove a Committee Member from the Committee.
- (b) At least 21 days before the Committee meeting at which a resolution under Item 6.7(a) will be considered, the President must notify the Committee Member in writing that the Committee will consider a resolution to remove the Committee Member, giving the reasons for this and stating that the said Committee Member has the opportunity to respond in writing, which must be received by the President, and will be circulated to the Committee, at least 3 days prior to the meeting.
- (c) At the meeting due consideration shall be given to the said Committee Member's written response and further questions can be asked for clarification.
- (d) Voting by the Committee Members in relation to a resolution under this Item 6.7 must be done by secret ballot to the chair of the meeting at which the resolution is considered.
- (e) Committee Members when casting their vote will be subject to their duty to act in the best interests of the Association in making their decision.
- (f) For the avoidance of doubt, any resolution made in accordance with this Item 6.7 is not subject to any review or appeal process, and the declaration of the outcome by the chair of the meeting is conclusive. In the case of the resolution to remove being passed, the relevant Committee Member will cease being a Committee Member and Member when the resolution is passed, or at a later time specified in the resolution (if any).

## 6.8 Vacancy of Committee Member

- (a) The office of a Committee Member becomes vacant if the Committee Member
  - (i) gives written notice of resignation to the President (or, if the Committee Member is the President, to the Vice President);
  - (ii) is absent from more than three consecutive Committee meetings, without an apology or approval from the Committee;
  - (iii) dies or is permanently incapacitated by mental or physical ill health;
  - (iv) is removed as a Committee Member in accordance with Item 6.7; or
  - (v) is disqualified for any reason consistent with section 30 of the Act including, amongst other reasons, by becoming ineligible to be a Committee Member under the Charity Legislation.



## 6.9 Casual vacancies

- (a) A casual vacancy occurs when:
  - (i) the office of a Committee Member becomes vacant for any reason during an elected Committee Member's term; or
  - (ii) a Committee Role is not filled at the relevant AGM for any reason.
- (b) Wherever a casual vacancy occurs on the Committee, the Committee may appoint a person to fill the vacancy.
- (c) The person appointed to fill the vacancy will hold office until the next Annual General Meeting.

## 6.10 Sub committees

- (a) The Committee may establish sub committees from time to time and may appoint Committee Members or Members to be members of those sub committees.
- (b) The Committee determines the terms of reference for any such sub committee.

# 7 Committee meetings

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## 7.1 Calling a meeting

- (a) The Committee shall meet not less than 10 times per calendar year.
- (b) The President may at any time upon the request of any 2 Committee Members, including the President, convene a meeting of the Committee.

## 7.2 Notice

- (a) Subject to this Constitution notice of a meeting of the Committee must be given to each person who is a Committee Member at the time of giving the notice.
- (b) Notice of a meeting of the Committee:
  - (i) must specify the time and place of the meeting;
  - (ii) need not state the nature of the business to be transacted at the meeting;
  - (iii) must be given at least seven days before the proposed meeting, or such shorter period as all the Committee Members may from time to time agree; and

- (iv) may be given in person or by post, email, telephone or other method of written, audio or audio visual communication.
- (c) Failure to give notice to a Committee Member of a meeting of the Committee does not invalidate any act, matter or thing done or resolution passed at the meeting.
  - (i) the failure occurred by accident or error; or
  - (ii) the Committee Member actually attended the meeting.



### 7.3 Quorum

At a Committee meeting, one half of the number of Committee Members (rounded up to the nearest whole number) constitutes a quorum. No business will be transacted at any such meeting unless a quorum is present at the time the meeting proceeds to business.

### 7.4 Voting

- (a) Each Committee Member has one vote.
- (b) Subject to the Rules, the Act and the Charity Legislation, all questions arising at a meeting of the Committee will be decided by Ordinary Resolution of Committee Members present and voting.
- (c) In the case of an equality of votes the President will have a second or casting vote.

### 7.5 Circular resolutions

- (a) If a majority of more than 50% of the Committee Members entitled to vote have signed a document containing a statement that they are in favour of a resolution of the Committee in terms set out in the document, then that resolution is to be taken as having been done at or passed by a meeting of the Committee, provided that the document had been circulated to all of the Committee Members.
- (b) For the purposes of Item 7.5(a) a Committee Member may signify its assent to a document by signing the document or by notifying the Association in writing.
- (c) Separate copies may be signed provided the wording of the circular resolution is the same in each copy.
- (d) A circular resolution is passed when the last Committee Member required to reach a majority of more than 50% of the Committee Members signs or otherwise indicates its agreement to the resolution.

### 7.6 Use of technology to hold meetings

- (a) A Committee meeting may be held with one or more of the Committee Members taking part by telephone, audiovisual link up or other instantaneous communication medium, if the meeting is conducted so that Committee Members are able to hear the proceedings of the entire meeting and to be heard by all others attending the meeting.
- (b) A Committee meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Committee Members present at the meeting is located or, if equal numbers of Committee Members are located in each of two or more places, at the place where the President is located.

### 7.7 Additional attendees

The President or a majority of the Committee Members may request the attendance at any meeting of the Committee of any person who in their opinion may be able to assist the Committee in any matter under consideration.

## 8 Patrons

- (a) The Committee may appoint or remove persons as Patrons of the Association as determined by the Committee from time to time.
- (b) A Patron of the Association will not be a member of the Association for the purposes of this constitution or any other purpose.
- (c) Appointment of a person as a Patron of the Association will carry such rights and privileges as determined by the Committee from time to time.



## 9 Membership

### 9.1 Members

- (a) The Members of the Association will consist of those persons who have:
  - (i) applied for membership to the Association in writing (including via online forms) by completing and submitting the relevant application form;
  - (ii) been accepted by the Committee as Members;
  - (iii) agreed to accept and be bound by the provisions of this Constitution; and
  - (iv) paid the prescribed membership fee, if any.
- (b) The Committee will consider applications for membership and will either accept or reject applications and notify each applicant of the Committee's decision.

### 9.2 Membership types

The Committee will consider each application to become a Member in accordance with the following criteria for each membership type:

#### (a) Financial Membership

| Eligibility and acceptance                                                                                                                                                                                                                                                                                                                                                                 | Membership Fees                                                                                     | Membership Rights                                                                                                                               | Other Caps |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| <p>The following persons are eligible to apply for Financial Membership:</p> <p>(A) families of multiple birth children; or</p> <p>(B) families or individuals that the Committee at its discretion concludes have very similar experiences or interests to multiple birth families, for example a family arrangement due to adoption with 2 singletons born less than 3 months apart.</p> | <p>Financial Members are required to pay the fee prescribed by the Committee from time to time.</p> | <p>Financial Members have all rights and privileges of membership, including voting rights, and they may apply to become Committee Members.</p> | -          |

(b) **Life Membership**

| Eligibility and acceptance                                                                                                                                                              | Membership Fees                                                    | Membership Rights                                                                                                                   | Other Caps                                                                                                                            |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|
| <p>The following persons are eligible to apply for Life Membership:</p> <p>(A) persons who are eligible to apply for Financial Membership; or</p> <p>(B) current Financial Members.</p> | Life Members are not required to pay a membership fee at any time. | Life Members have all rights and privileges of membership, including voting rights, and they may apply to become Committee Members. | <p>Constitution approved on 17 September 2026</p> <p>The Committee may grant no more than two Life Memberships per calendar year.</p> |

(c) **Free Membership**

| Eligibility and acceptance                                                                                                                                                                          | Membership Fees                                                                                               | Membership Rights                                                                                                                   | Other Caps                                                                                                                                                          |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>The following persons are eligible to apply for a 12 month Free Membership:</p> <p>(A) persons who are eligible to apply for Financial Membership; and</p> <p>(B) current Financial Members.</p> | Free Members are not required to pay a membership fee for the 12 month period in which they are Free Members. | Free Members have all rights and privileges of membership, including voting rights, and they may apply to become Committee Members. | The Committee may grant no more than four Free Memberships per calendar year and only in exceptional circumstances (including after referrals from other agencies). |

9.3 **Membership fees**

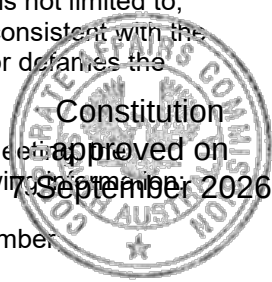
- (a) The membership fees for each membership type will be such sum (if any) as the Committee determines from time to time.
- (b) Any increase in the membership fee shall be notified to the Members.
- (c) The membership fees will be payable annually on such date determined by the Association or otherwise at a time that the Committee determines.
- (d) Any Member whose membership fee is outstanding for more than one month after the due date for payment will cease to be a Member unless otherwise approved by the Committee.

9.4 **Resignation of Members**

A Member may resign from membership of the Association by giving written notice to the Committee.

9.5 **Expulsion of Members**

- (a) If the Committee considers that a Member should be expelled by reason of conduct that is detrimental to the interests of the Association, the Committee must convene a Committee Meeting where the matter will be decided (**Expulsion Committee Meeting**).

- 
- (b) Conduct detrimental to the interests of the Association includes, but is not limited to, any conduct which brings the Association into disrepute, which is inconsistent with the objects of the Association, or otherwise intentionally misrepresents or defames the Association and/or its policies.
  - (c) Not less than 30 days before the date of the Expulsion Committee Meeting, the Committee must provide written notice to the Member with the following:
    - (i) that the Committee intends to expel or formally warn the Member;
    - (ii) detailed grounds for the proposed expulsion;
    - (iii) the Member's right to appeal against the expulsion; and
    - (iv) the time, date and place of the Expulsion Committee Meeting.
  - (d) The decision to expel a Member must be made by Special Resolution of the Committee.
  - (e) The Committee may expel, issue a formal warning or decline to expel the Member, provided that they have afforded the Member a reasonable opportunity to be heard.
  - (f) The expulsion takes effect from the date of the Expulsion Committee Meeting.
  - (g) Any Member that receives two formal warnings in accordance with this Item 9.5 will be expelled from the Association.

#### 9.6 Cessation of membership

- (a) Without limiting any part of this Constitution, any person will automatically cease to be a Member if they:
  - (i) resign as a Member in accordance with Item 9.4;
  - (ii) are expelled from membership in accordance with Item 9.5; or
  - (iii) die or are wound up, liquidated or otherwise dissolved.
- (b) Any person ceasing to be a Member whether by resignation, expulsion or otherwise shall forfeit all rights as a Member of the Association but shall remain liable for any monies owing by the Member to the Association at the time of cessation, or subsequently becoming payable to the Association by virtue of an obligation which arose before that time.

#### 9.7 Register of Members

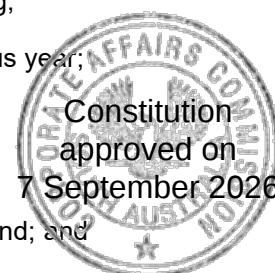
The Membership Secretary must establish and maintain a Register of Members setting out the name, address, email address and phone number of each Member and the date each Member joined the Association (and where applicable, the dates and/or reasons for resignation and termination).

### 10 Member meetings

#### 10.1 Annual General Meetings

- (a) An Annual General Meeting of the Association must be held not later than six months after the end of each Financial Year at a time and place prescribed by the Committee.
- (b) The Secretary must give at least 28 clear days' written notice of each Annual General Meeting to each Member entitled to attend such meeting.
- (c) The business of an Annual General Meeting is to:

- (i) confirm the minutes of the previous Annual General Meeting;
- (ii) receive and consider the President's report from the previous year;
- (iii) elect the Committee Members;
- (iv) appoint auditors for the following year;
- (v) conduct any other business placed on the agenda beforehand; and
- (vi) deal with any other special matter which the Committee may desire to bring before the Members, where at least 28 days' written notice has been given to Members.



## 10.2 General meetings

- (a) The Committee may call a General Meeting at any time.
- (b) The Committee must call a General Meeting within 14 days upon receipt of:
  - (i) a written request of two Committee Members; or
  - (ii) a written request of 5% of the Members,
 clearly stating the business to be conducted at the General Meeting (**Request**).
- (c) The Committee must give Members no less than 21 days' notice of the date, time, location and details of the General Meeting and the resolutions proposed at the General Meeting.

## 10.3 Quorum

- (a) The quorum for a meeting of Members will be 10 Members present in person or by proxy.
- (b) If a quorum is not present within 30 minutes of the time fixed for a meeting of Members then a majority of Members present may decide to adjourn the meeting for a period not exceeding 30 days, to be held at the same time and place.
- (c) If a quorum is not present at the adjourned meeting within 15 minutes of the time appointed for the meeting, then the Members present will be a quorum.

## 10.4 Chair

- (a) The President, if present, will chair all meetings of Members.
- (b) In the absence of the President, at a meeting, the Vice President will chair the meeting of Members.
- (c) In the absence of the President and Vice President at a meeting, another Committee Member elected by the Members present at the relevant meeting must act as chair.

## 10.5 Voting

- (a) Each Member with voting rights has only one vote.
- (b) The chair of a General Meeting will have a second or casting vote.
- (c) Voting at a meeting of Members will be decided on a show of hands unless a poll is demanded.
- (d) A declaration by the chair that a resolution of Members has been:
  - (i) carried, or carried by a particular majority; or

- (ii) lost, or not carried by a particular majority;

and any entry to that effect in the minutes of the Association shall be conclusive evidence of the fact without requiring proof of the number or proportion of votes recorded in favour of or against such resolution.



#### 10.6 **Adjournment**

The chair may, with the consent of the General Meeting, adjourn the General Meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### 10.7 **Appointment of proxy**

- (a) A Member may appoint a proxy to attend and vote at a meeting of Members on their behalf.
- (b) A proxy does not need to be a Member.
- (c) An instrument appointing a proxy must be signed by the Member appointing the proxy and must contain:
  - (i) the Member's name and address;
  - (ii) the Association's name;
  - (iii) the proxy's name or the name of the office held by the proxy; and
  - (iv) the meeting(s) at which the appointment may be used.
- (d) Proxy forms must be delivered to the Association by the scheduled start time of a meeting.
- (e) A proxy appointment may specify the way the proxy must vote on a particular resolution.

#### 10.8 **Circular resolutions**

- (a) The Members may pass a resolution without a General Meeting being held if a majority of more than 50% of the Members entitled to vote on the resolution sign a document or provide a communication containing a statement that they are in favour of the resolution set out in the document, provided:
  - (i) separate copies may be signed provided the wording of the resolution is the same in each copy; or
  - (ii) members may indicate their agreement and the statement by sending an email to that effect to all other Members.
- (b) A circular resolution is passed when the last Member required to reach a majority of more than 50% of the Members signs or otherwise indicates its agreement to the resolution.
- (c) References in this document to decisions being made or resolutions passed at a General Meeting include circular resolutions as contemplated by this Item 10.8.

#### 10.9 **Use of technology**

- (a) The Association may hold Member meetings by using any technology (such as video or teleconferencing that is of good quality where all conversations can be heard by all parties).

- (b) Where a meeting of Members is held virtually (either wholly or partly), the technology used to conduct the meeting must give all attendees a reasonable opportunity to hear and participate in the meeting.



## **11 By-laws**

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The Committee shall have power to make, vary and repeal By-Laws from time to time for the proper conduct and management of the Association.

## **12 Records**

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- (a) The Committee must cause minutes of all meetings to be kept in books, which may be retained electronically, provided for the purposes of recording and are available on request.
- (b) The minutes of a meeting of Members shall be tabled for provisional confirmation at the next meeting of the Committee and presented for confirmation at the next meeting of Members.
- (c) The minutes of any meeting of Members must be made available for inspection by any Member without charge and within a reasonable time frame.

## **13 Accounts and audit**

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### **13.1 Financial transactions**

- (a) The Treasurer must ensure that:
  - (i) monies received by the Association are paid into an account authorised by the Committee;
  - (ii) payments from the Association's funds are properly authorised in accordance with the procedures set out by the Committee;
  - (iii) true and fair accounts and records of all the Committee's financial transactions and affairs are properly maintained at the office of the Association or such other place as the Committee may decide; and
  - (iv) the accounts and records in Item 13.1(a)(iii) are reported to the Committee at least once per quarter during each Financial Year.
- (b) All payments from the Association's funds must be authorised in accordance with such conditions as the Committee may determine from time to time.
- (c) The Committee must elect two signatories at all times for each account authorised by the Committee under Item 13.1(a)(i).

### **13.2 Audit**

- (a) The Members must appoint an independent auditor at each Annual General Meeting for the Financial Year ending 30 June following the Annual General Meeting.
- (b) The Treasurer must ensure that the annual financial statements for each Financial Year are audited before presentation to the Annual General Meeting by the auditor appointed in Item 13.2(a) in accordance with section 35 of the Act.

## 14 Notices

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### 14.1 Service of notices

A notice, consent, approval or other communication to Members (**Notice**) must be sent to the recipient's postal address or electronic address specified in the Register of Members from time to time (including by incorporation into the Association's newsletter "Multi Mag")



### 14.2 Effect of receipt

A Notice is treated as having been given and received:

- (a) if personally delivered, on delivery;
- (b) if sent by pre-paid mail, on the fifth clear Business Day after the date of posting; and
- (c) if sent by email, at the time of transmission by the sender, unless the sender receives an automated notice generated by the sender's or the recipient's email server that the email was not delivered.

## 15 Deductible gift recipient status

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### 15.1 General

- (a) If at any time the Association has the status of an entity to which gifts can be deducted under the Tax Act, any provisions which from time to time are required in order to maintain the status of the Association as an entity to which gifts can be deducted under the Tax Act are deemed to form part of this Constitution.
- (b) If the Committee becomes aware that any deemed provisions referred to in Item 15.1(a) are missing from, or inconsistent with this Constitution, the Committee and the Members must do everything within their power to amend this Constitution to include such provisions or remove any such inconsistency.

### 15.2 Winding up or revocation of deductible gift recipient status

On the earlier of the winding up of the Association or the revocation of the Association's deductible gift recipient endorsement under Subdivision 30-BA of the Tax Act (if any), the Association must transfer the following to an institution which is charitable at law and to which gifts can be deducted under Division 30 of the Tax Act, as approved by the Members:

- (a) any surplus gifts of money or property for the principal purposes of the Association;
- (b) any surplus contributions described in item 7 or 8 of the table in section 30-15 of the Tax Act in relation to a fund-raising event held for that purpose; and
- (c) any surplus money received by the Association because of such gifts or contributions.

## 16 Winding up

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### 16.1 Procedure

In accordance with section 41 of the Act, the Association may resolve that it be wound up by Special Resolution.

### 16.2 Distribution of surplus assets

If the Association is wound up or dissolved, any surplus assets as defined in the Act must not be paid to or distributed among the Members, but will be given or transferred to another incorporated association nominated by the Members which:

- (a) has similar objects to the Association;
  - (b) prohibits the distribution of income and property to its members;
  - (c) is charitable at law;
  - (d) meets the requirements of Item 15 if the Association has deductible gift recipient status at the time of winding up;
  - (e) is exempt from income tax under the Tax Act; and
  - (f) is supported by a Special Resolution,
- subject to section 43 of the Act.



## **17 Amendments to Constitution**

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- (a) This Constitution may only be varied or amended at a General Meeting provided notice is given to all Members at least 21 days prior to the date the meeting is to be held, and resolved by Special Resolution of the Members eligible to vote and present at the meeting in person or by proxy.
- (b) The notice convening a meeting in Item 17(a) must include a copy of the proposed variations or amendments to the Constitution.
- (c) If required by the Charity Legislation or the Tax Act, the Australian Taxation Office and ACNC will be notified as soon as practicable of any amendments made in accordance with this Item 17.