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ABN 76 069 457 196**

Meals on Wheels (S.A.) Incorporated

Constitution

As approved by members on 28 October 2025

A handwritten signature in black ink, appearing to be a stylized representation of a name.

**President
28 October 2025**

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1. The name of the Association

The name of the Association is Meals on Wheels (S.A.) Incorporated.

2. Definitions and Interpretations

In this Constitution the following definitions and interpretations apply:

- 2.1 The 'Association' means Meals on Wheels (S.A.) Inc.
- 2.2 The 'Council' means the Council of Voting Members and is the body of members entitled to vote at a General Meeting of the Association.
- 2.3 The 'Board' means the Board of the Association and is the elected body that governs the affairs of the Association.
- 2.4 The President of the Association also chairs the Board and is referred to herein as the 'Meals on Wheels (SA) Inc. President and Chair of the Board' and may be referred to in this Constitution as the 'Chair' or the 'President'.
- 2.5 A 'Branch' means each group of members of the Association which serves a separate geographical area and defined group of the community or operates independently of another group of members.
- 2.6 A 'Branch Committee' means a committee established under Clause 15 at a Branch to govern Branch operations.
- 2.7 A 'Branch Representative' is a Board member elected or appointed as a Branch Representative under clauses 11.5. and 11.6.
- 2.8 A 'Board Committee' means a committee established by the Board under Clause 14.
- 2.9 A 'member' means a member of the Association as defined in Clause 5.
- 2.10 A member of the Association, the Board or any Committee shall be a natural person.
- 2.11 The 'CEO' means the Chief Executive Officer of Meals on Wheels (S.A.) Inc and is responsible for the day to day management of the Association.
- 2.12 'The Act' means the Associations Incorporation Act 1985.
- 2.13 The 'AGM' means the Annual General Meeting of the Association held in accordance with the Act to inform the Association of the activities of the past year, to hold elections for any vacant Board positions and for any other business at the discretion of the Chair.
- 2.14 A 'Special General Meeting' of the Association is held to consider items which have a specific purpose or are of an unusual nature.
- 2.15 An 'Elected Member' means a Board member elected at an AGM of the Association to a position other than President, Vice President or Branch Representative.
- 2.16 An 'Extraordinary General Meeting' of the Association means a meeting called by at least five Branches of the Association for a specific purpose.
- 2.17 A 'General Meeting' means any meeting of members of the Association and includes the AGM, Special General Meetings and Extraordinary General Meetings.
- 2.18 'Skills Assessment Process' means, in relation to an election of Board members, the process as determined by the Board in relation to that election, to be undertaken to assess the skills, experience, qualifications and attributes of persons who have nominated to stand for election as a Board member against the Skills Eligibility Criteria.
- 2.19 'Skills Eligibility Criteria' means the eligibility criteria determined by the Board from time to time relating to the skills, experience, qualifications and attributes of Board members, and which may include certain skills, experience,

qualifications and/or attributes that a person must be able to demonstrate in order to stand for election as a Board member.

The headings used in this Constitution are for ease of reference only and do not affect the interpretation of this Constitution.

3. The purposes of the Association

The purposes of the Association are to provide meals, social connection and other services to members of the community who are not able to shop or prepare meals for themselves, are socially isolated or are nutritionally at risk due to age, disability, poverty, ill health or having a carer responsibility.

4. The powers of the Association

In addition to the powers contained in Section 25 of the Act, to enable it to give effect to its purposes, the Association has the power to:

- 4.1 engage and dismiss employees,
- 4.2 establish Branches and provide oversight of Branch Committees and to make and vary Association policies relating to Branches and Branch Committees,
- 4.3 charge for or recoup monies for goods and services provided,
- 4.4 seek or receive grants, donations, bequests, gifts and property of any kind,
- 4.5 borrow money on any terms, operate bank accounts and give any security,
- 4.6 deal with property of the Association in any manner,
- 4.7 invest in property of the Association in any manner,
- 4.8 enter into any commercial or other arrangement, including the provision of meals for profit, to provide funding for the purposes of the Association.
- 4.9 publish newsletters, reports or other documents, and
- 4.10 do anything else necessary or incidental to achieving or furthering the purposes of the Association.

5. The members of the Association

The members of the Association comprise:

- 5.1 all persons registered by the Association as active voluntary workers of the Association,
- 5.2 all Board members,
- 5.3 all past Presidents of the Association,
- 5.4 all persons who have been Board members at all times during the two years preceding the last AGM, and not have been removed by the Board for acting in a manner contrary to the interests of the Association under clause 40.2,
- 5.5 all volunteers who have been awarded life membership of the Association, and
- 5.6 the CEO.

6. The Membership Register

The CEO shall cause a register to be kept of members of the Association which contains:

- 6.1 the name and address of each member,
- 6.2 the date on which each member was admitted to the Association,
- 6.3 the Branch in respect of which the member is registered, and if applicable,

6.4 the date of and reason(s) for cessation or termination of membership.

7. Composition of the Council

The Council consists of:

7.1 all Board members, and

7.2 subject to Clause 8, two delegates from each Branch or their respective proxy.

8. Branch delegates to the Council

8.1 Each Branch is entitled to appoint two delegates to the Council. Where a Branch has a Branch Committee, delegates will be members of the Branch Committee or appointed by the Branch Committee.

8.2 To be effective, the names of the delegates shall be in writing and be received by post, delivery, fax or email at the Association's head office at least two business days before the meeting at which the delegate is to vote.

9. Management of the Association

9.1 The affairs of the Association shall be managed and controlled by the Board which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the stated purposes of the Association, and are not by the Act or by this Constitution required to be done by the Association at a General Meeting.

9.2 The Board shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Association on which this Constitution is silent.

9.3 The Board may make policies and procedures for the efficient and safe operation of the Association provided they are not inconsistent with this Constitution.

10. The Board

10.1 The Board consists of:

10.1.1 the President

10.1.2 one Vice President Services

10.1.3 one Vice President Finances

10.1.4 two Elected Members

10.1.5 two Branch Representatives

10.1.6 a person or persons co-opted subject to Clause 13.

10.2 The CEO shall attend Board meetings.

10.3 The Board must meet at least five times each calendar year.

10.4 Subject to Clause 34.1, a meeting of the Board may be held if Board members are linked by telephone, video conference facilities, or other electronic means.

11. Electing the Board

11.1 Members of the Board (other than co-opted Board members) are elected at the AGM and remain in office until close of the AGM at which their term expires.

- 11.2 The President, Vice Presidents, and Elected Members of the Board hold office until the closure of the third AGM after their election or for such shorter periods as the Board may from time to time decide.
- 11.3 Subject to clause 11.4, the officers elected in Clause 11.2 may be re-elected for further terms as specified in Clause 11.2.
- 11.4 No Board member may hold office for a consecutive period extending beyond the tenth Annual General Meeting following appointment or, for a consecutive period of 10 years, whichever is longer, provided that the Board may, in its absolute discretion, approve a Board member holding office for an additional year (to a maximum of 11 years).
- 11.5 Subject to clause 11.4, Branch Representatives hold office until the closure of the third AGM after their election, and:
 - 11.5.1 must be nominated by their Branch Committee or, where there is no Branch Committee, by 5 members or 5% of members in each case who are registered in respect of that Branch, whichever is greater,
 - 11.5.2 no Branch can be represented for successive terms, subject to Clause 11.4,
 - 11.5.3 where a Branch Representative appointed in accordance with Clause 11.6 is from a different Branch to the original member and the balance of the term of the original member is less than one year, the Branch may nominate for a successive term,
 - 11.5.4 where a Branch Representative represents a Branch that is closed in accordance with Clause 15.5, or suspended in accordance with Clause 15.7, a casual vacancy will occur, effective from the date of Branch closure.
- 11.6 Upon a casual vacancy occurring, the Board may appoint a replacement member who holds office for the balance of the term of the original member but the Board may not appoint a member who is an active Branch volunteer where another active volunteer from the same Branch is a continuing Board member in any Board position.

12. Election of Board members

- 12.1 The Board will notify members of the Skills Eligibility Criteria and Skills Assessment Process applicable to a Board member election at least 120 days prior to the General Meeting at which an election will be held.
- 12.2 Nominations as a Board member must be lodged with the secretary of the Board at least 90 days prior to the General Meeting (or such other period determined by the Board) at which the election will be held.
- 12.3 A person may nominate for more than one notified vacancy for which they are eligible.
- 12.4 No person is permitted to stand for election unless they have participated in the Skills Assessment Process and met the Skills Eligibility Criteria.
- 12.5 The Board will notify in writing every nominee for a notified vacancy before notices of the Annual General Meeting are sent to members whether the nominee for a notified vacancy has or has not met the Skills Eligibility Criteria.
- 12.6 Nominations will not be accepted from a member who is an active Branch volunteer where another active volunteer from the same Branch is a continuing Board member in any Board position.
- 12.7 Only one nomination for a vacant Branch Representative position will be accepted from a Branch.
- 12.8 Nominations must be in writing in a form approved by the Board and signed by the nominator and the nominee.

- 12.9 If the number of persons permitted to stand for election for a particular position under this clause do not exceed the number of positions vacant, the Chair shall declare the nominee/s duly elected.
- 12.10 If the number of persons permitted to stand for election for a particular position under this clause exceed the number of positions vacant, an election will be conducted by way of a secret ballot.
- 12.11 The election process will be conducted in the order of President, Vice President/s, Elected Member/s and Branch Representative/s.

13. Power to co-opt

- 13.1 The Board may co-opt up to three persons onto the Board.
- 13.2 A co-opted member holds office for a term at the discretion of the Board but not exceeding three years.
- 13.3 A co-opted member may hold office for consecutive terms, subject to clause 11.4.

14. Board Committees

- 14.1 The Board may establish committees to carry out the functions it decides.
- 14.2 At the discretion of the Board, any person (including a non-member) may be appointed as a member of a committee.
- 14.3 The Board may at any time –
 - 14.3.1 appoint and remove a Chair of a Committee,
 - 14.3.2 disband any Committee,
 - 14.3.3 remove or replace any member of any Committee, or
 - 14.3.4 vary the functions of any Committee.
- 14.4 Committees shall meet as and when required by the Board.
- 14.5 All Committees must operate under any rules set down by the Board from time to time.

15. Branches and Branch Committees

- 15.1 The Board may authorise the creation of a Branch on any terms it decides.
- 15.2 A Branch Committee may be established for each Branch.
- 15.3 The Board may set or vary Association policies for management of Branches, Branch expenditure authorities, limits for Branch disbursements and the funds the Branch may hold.
- 15.4 Property and assets held at a Branch are owned by the Association.
- 15.5 The Board may disband any Branch where the Branch Committee has requested the Board take such action or where the Board considers it is in the best interests of the Association.
- 15.6 Where a Branch is to be closed, the delegations to the Branch Committee (if any) to manage property and the funds lapses from a date set by the Board and all property and funds in the possession of the Branch Committee or any other person must be immediately returned to the CEO.
- 15.7 Where the Board is satisfied that a serious breach of Association policies relating to the management of the Branch has occurred, the Board, after having provided written notice to the Branch, may suspend the committee for a specified period and assume its operations.

16. The CEO

- 16.1 The Board shall appoint a CEO from time to time under terms and conditions it decides.
- 16.2 The CEO is responsible to the Board for:
- 16.2.1 implementing the decisions of the Board,
 - 16.2.2 ensuring the day to day operations of the Association are conducted effectively and efficiently, and
 - 16.2.3 managing the salaried staff and the volunteers.
- 16.3 The CEO shall report to the Board as and when required by the Board.
- 17. The Public Officer**
- The CEO will be the Public Officer of the Association for the purposes of the Act.
- 18. The property of the Association**
- The income and property of the Association shall be applied exclusively to the promotion of its purposes and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.
- 19. The Association funds**
- 19.1 The Board has the management and control of the funds and other property of the Association.
- 19.2 For this purpose the Board shall establish and operate accounts only with Approved Deposit-taking Institutions authorised under the Banking Act 1959.
- 19.3 Branch Committees shall assist the Board in carrying out this responsibility and shall follow such rules and procedures for dealing with Association funds as are determined from time to time by the Board.
- 19.4 Subject always to the financial capacity of the Association, the Board shall ensure that each Branch has sufficient funds for its immediate needs.
- 19.5 Funds surplus to the immediate requirements of the Association may be invested for the long term benefit of the Association in such manner as may be determined from time to time by the Board.
- 20. The financial year of the Association**
- The financial year of the Association commences on the first day of July each year.
- 21. The accounts of the Association**
- 21.1 The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.
- 21.2 The accounts, together with the auditor's report on the accounts, the Board's statement and the Board's report, shall be laid before members at the AGM of the Association.
- 22. The Auditor**
- 22.1 The Auditor shall be appointed by members at an AGM.
- 22.2 The Auditor holds office until removed by members at a General Meeting or until a new Auditor is appointed by the Board under Clause 22.3.
- 22.3 If during the year the appointed Auditor leaves office for any reason, the Board shall appoint another Auditor in their place, The Auditor appointed by

the Board shall hold office until the next following AGM and may be reappointed by members.

23. The Association AGM

23.1 The AGM of the Association shall be held no later than 30 November each year on a day fixed by the Board.

23.2 The Board shall set the Agenda for the meeting.

24. Special General Meetings

Apart from the AGM, the Association shall meet if a meeting is called by the President of the Association or by the Board.

25. Extraordinary General Meetings

Apart from the AGM or a Special General Meeting, the Association shall meet within one month of receiving a requisition for a meeting signed by delegates to the Council from not less than five Branches provided the requisition states the purpose of the meeting.

26. Notice of meetings

26.1 Subject to Clause 43.2, at least 14 days' notice of any AGM shall be provided to the Board and all Branches.

26.2 At least 21 days' notice of any Special or Extraordinary General Meeting shall be provided to the Board and all Branches.

26.3 The Notice shall state the place, day and hour of the meeting, and the general nature of the business.

26.4 Notice must be given in one or more of the ways mentioned in Clauses 28 and 29.

26.5 An accidental failure to give notice of a meeting to anybody entitled to notice of it does not invalidate any proceedings of the meeting.

27. Meetings at two or more venues or using virtual meeting technology

27.1 The Association may hold a General Meeting at two (2) or more venues, may hold a General Meeting solely using virtual meeting technology or may hold a meeting at a venue and permit members to participate using virtual meeting technology, using any technology such as telephone, internet, video conferencing or other means of instantaneous communication which gives the members as a whole a reasonable opportunity to communicate. A meeting held in two (2) or more places using technology, solely using virtual meeting technology or held at a place and so that members are permitted to participate using virtual meeting technology shall as a minimum allow each person who participates:

27.1.1 to hear or read each of the other participating members addressing the meeting; and

27.1.2 if a participating member wishes, to address each of the other members participating simultaneously.

27.2 At a General Meeting held in two (2) or more places using technology, solely using virtual meeting technology or held at a place and so that members are permitted to participate using virtual meeting technology:

27.2.1 a quorum shall be deemed to be present if the provisions set out in this Constitution regarding quorums are met in respect of the

minimum number of Council members who participate in the General Meeting;

27.2.2 will be deemed in the case of a General Meeting held in two (2) or more places using technology to be held at the place where the largest group of participating members is assembled, or in the case of a General Meeting held in two (2) or more places using technology if no such group is identifiable or in the case of a meeting using virtual meeting technology, at the place at which or from which the Chair is attending;

27.2.3 no member may leave the meeting by disconnecting their means of communication unless having obtained the express permission of the Chair and the members shall be conclusively presumed to have been present and to have formed a quorum at all times during the meeting unless such express consent is obtained;

27.2.4 if there is any inadvertent break-down in the telephone, internet link, video conference or other means of instantaneous communication, such disconnection shall not be deemed to disrupt the meeting provided that at all times a quorum of Council members remain in sufficient communication with one another;

27.2.5 a minute of proceedings of the meeting shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if a certified record by the Chair of the meeting.

27.3 In this clause 27, a reference to virtual meeting technology is a reference to technology that allows a person to participate in a meeting without being physically present.

28. How notices must be given

28.1 Any notice required under this Constitution may be given in writing to any member personally.

28.2 A notice may also be given to any member or Branch by leaving it at or sending it by post or electronic means to the Branch or the last known address of the member.

28.3 Notice of any General Meeting of the Association is not required to be given to individual members.

28.4 If any notice is given to a Branch, it is deemed to be given to all members registered with that Branch.

29. Notice by post or electronic means

29.1 Subject to Clause 29.2, a notice is sufficiently given by post if it is sent in a pre-paid envelope and addressed to the Branch concerned or the last known address of the member.

29.2 The Notice so sent is deemed given on the second business day after the day it is posted.

29.3 A Notice is sufficiently given by electronic means if it is properly addressed to the Branch concerned or the last known email address or fax number of the member.

30. Chairing of meetings

30.1 The President shall Chair all meetings of the Association and the Board.

30.2 If the President is not present at any meeting within 15 minutes of the start time, a Vice President shall chair the meeting.

- 30.3 If none of the President or Vice Presidents are present at any meeting within 15 minutes of the start time, those present shall elect one of their number to be the Chair provided -
- 30.3.1 that if the President or a Vice President joins the meeting, they will resume the chair, and
- 30.3.2 a quorum of members is present.

31. Rulings by the Chair

The Chair's ruling on any matter of procedure at a meeting of the Association is final and binding on a meeting provided it is not at variance to this Constitution.

32. Power to take other business at a General Meeting

The Chair may permit any person with a vote to raise any matter for discussion but not for resolution.

33. Adjournment of meetings

- 33.1 If a meeting consents, the Chair may adjourn the meeting to any time and place.
- 33.2 No business may be transacted at any adjourned meeting other than business mentioned in the Notice for the original meeting.

34. Quorum for meetings

- 34.1 At a meeting of the Board, a majority of those elected or appointed for the time being present in person or connected by electronic means per Clause 10.4, constitute a quorum.
- 34.2 At a General Meeting, not less than thirty (30) Council members present in person, by proxy or contemporaneously connected by electronic means in accordance with Clauses 27.1 and 27.2, constitute a quorum.
- 34.3 At an AGM or Special General Meeting of the Association, or a meeting of the Board, if a quorum is not present at any meeting within 30 minutes of the start time, the Chair must adjourn the meeting to a place and time (3 – 7 days) later set by the Chair, provided as much notice as is practical of the date, time and place of the adjourned meeting is provided to those entitled to attend.
- 34.4 Those present at an adjourned meeting constitute a quorum.
- 34.5 At an Extraordinary General Meeting, if a quorum is not present within 30 minutes of the notified start time, the meeting lapses.

35. Voting on a motion arising at a meeting

- 35.1 At a General Meeting:
- 35.1.1 motions are decided by majority vote, in each case by a show of hands,
- 35.1.2 only Council members are entitled to vote and each has one vote only,
- 35.1.3 proxy voters may vote equal to the number of authorised proxy votes they hold, and
- 35.1.4 the Chair has a deliberative vote and in the event of an equality of votes, also has a casting vote.
- 35.2 At a meeting of the Board:

- 35.2.1 only Board members are entitled to vote,
- 35.2.2 the Chair has a deliberative vote and in the event of an equality of votes, also has a casting vote,
- 35.2.3 motions are decided by consensus but if consensus is not clear, by majority vote, in each case by show of hands, and
- 35.2.4 immediately after any vote, any Board member may request the recording of the manner in which each Board member voted.

36. Proxy voting

- 36.1 Any person entitled to vote at a General Meeting may, subject to Clause 36.2, appoint a proxy to vote in their place.
- 36.2 A proxy must be a member of a Branch Committee, a Board member, the CEO appointed under clause 16, secretary of the Board (if one has been appointed by the Board) or any other person approved by the Board.
- 36.3 A proxy must be appointed in writing in a form approved by the Board and signed by the appointer.
- 36.4 The appointer may, on the proxy form, direct how the proxy is to vote in relation to any particular matter.
- 36.5 The proxy form must be received by post, personal delivery, fax or email at the Association's central office at least two business days before the meeting at which the proxy is to vote.

37 Board Resolutions in writing

- 37.1 A resolution in writing signed or consented to by a majority of eligible Board members (excluding any Board member who has requested and been given leave of absence by the Board and any Board member who disqualifies themselves from considering that resolution) is to be treated as a determination of the Board passed at a Board meeting duly convened and held. The resolution is not invalidated if it is also consented to by a Board member who is not entitled to vote.
- 37.2 A resolution in writing may consist of several documents in like form, each signed by one or more Board members and if so signed it takes effect on the latest date on which a Board member signs one of the documents. Alternatively, a resolution in writing may consist of Board members affirming by mechanical or electronic means that the Board member approves the proposed resolution, including by way of electronic message or software application.

38. The Minutes

- 38.1 The CEO shall cause proper minutes of all General Meetings and meetings of the Board and its Committees to be prepared within one month after the relevant meeting in a form approved by the Board.
- 38.2 Such minutes shall be confirmed by the Board or Board Committee (as relevant) at its next meeting.
- 38.3 Such minutes shall be signed by the Chair of the relevant meeting at which the proceedings took place or by the Chair of the succeeding meeting at which the minutes are confirmed.
- 38.4 Where minutes are signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings at the

meeting have been duly held and that all appointments made at the meeting are valid.

39. Resignation by a member

A member may resign at any time.

40. Cessation of Board membership

40.1 A Board member may resign at any time by notice in writing to the Board.

40.2 If a Board member is unable to fulfil their duties, acts in a manner contrary to the interests of the Association, becomes a disqualified person under the Act, becomes the subject of a banning order or disqualification by a relevant regulator of the Association's services or no longer meets the requirements of clause 11.5 the Board member shall cease to hold office and the position held by the Board member shall be regarded as a casual vacancy and dealt with in accordance with this Constitution.

41. Suspension and termination of membership

41.1 If a member defined at Clause 5.1 or 5.6 of this Constitution engages in conduct which, in the opinion of the CEO, is detrimental to the interests of the Association, the CEO may:

41.1.1 issue a disciplinary warning

41.1.2 suspend the member for such a period and upon such conditions as the CEO determines or

41.1.3 expel the member from the Association

provided that the member is given written reasons for any such warning, suspension or expulsion.

41.2 A person who is suspended or expelled from the Association by the CEO under Clause 41.1 may appeal to the Board against that decision. Any appeal to the Board shall:

41.2.1 be made in writing, addressed to the President and Chair of the Board and include the name of the appellant and the address to which the Board's determination of the appeal may be sent;

41.2.2 be received by the President and Chair of the Board within 28 days of the date of the decision;

41.2.3 lay out the member's reason/s for appealing the decision;

41.2.4 be considered and determined at a meeting of the Board, or by a standing Committee of the Board with authority to do so expressed in its Charter within 28 days of receipt of the appeal; and

41.2.5 conclude with a notice of the determination of the appeal, including reasons, sent to the appellant at the address provided.

In the event of an appeal under this Clause 41.2 being upheld, the membership of the member shall be reinstated.

41.3 If a member defined at Clauses 5.2, 5.3, 5.4 or 5.5 of this Constitution engages in conduct which, in the opinion of the Board, is detrimental to the interests of the Association:

41.3.1 The Board may suspend the member for such a period and upon such conditions as the Board determines;

- 41.3.2 The Board may expel the member from the Association, subject to giving the member an opportunity to be heard or to make a written submission, provided:
- (a) particulars of the charge are advised to the member at least one month before the meeting of the Board at which the matter will be determined,
 - (b) the member is advised of the decision of the Board and, in the event of an adverse decision, the member shall cease to be a member 14 days after the Board has advised the member of its decision.
- 41.3.3 It shall be open to the member to appeal the expulsion to the Association at a General Meeting. The intention to appeal shall be advised to the Public Officer of the Association within 28 days after receipt of such a decision.
- 41.3.4 In the event of an appeal under Clause 41.3.2 being upheld, the membership of the member shall be reinstated.

42. Common Seal of the Association

- 42.1 The common seal of the Association may only be used with the authority of the Board.
- 42.2 Every document to which the seal is affixed must be signed by two Board members and every use of the seal shall be recorded in a manner approved by the Board.

43. Altering this Constitution

- 43.1 Subject to Clause 43.2, this Constitution may be changed or replaced by special resolution of at least three-quarters of Council members as, being entitled to do so, vote in person or by proxy at any General Meeting.
- 43.2 At least 21 days prior written notice of the details of the proposed changes and the reasons for the changes shall be provided to all Branches and all members.

44. Winding up

Should the Association be wound up in accordance with the Act and there remain surplus assets (as defined in the Act):

- 44.1 such surplus assets shall be distributed to any organisation or organisations with similar objects and which has rules which prohibit the distribution of its assets and income to its members, and
- 44.2 such organisation/s shall be identified and determined by a resolution of members at a Special General Meeting.

45. Indemnity

Subject to law, each member is indemnified by the Association against all loss, damages and expenses paid or incurred by them in the proper exercise of their duties as a Board Member, volunteer or employee.

46. No Liability

Unless due to the proven negligence of the member, no member shall be liable for:

- 46.1 any error, default, negligence or dishonesty of any other member,
- 46.2 any defect of title to any property acquired by or on behalf of the Association,

- 46.3 any loss or damage arising from the insolvency or tortious act of a person controlling any property of the Association, or
- 46.4 any other loss or damage to the Association.
