

Constitution of Meridian Incorporated

**As last amended by special resolution of members
on Meridian Incorporated effective 20 November
2019**

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PART 1 - PRELIMINARY

1 Name

The name of the Association shall be Meridian Incorporated.

2 Preamble

Our community-based, peer-driven organisation has its origins in the grassroots movement of Australian AIDS groups which arose in the early 1980s to respond to the AIDS epidemic. We were incorporated in 1986 as the AIDS Action Council of the ACT Incorporated, and have continued to evolve to meet the needs of those affected by HIV and the health and community support needs of lesbian, gay, bisexual, transgender and intersex people, and sex workers.

3 Definition and Interpretation

3.1 Definitions

In this Constitution, unless the contrary intention appears:

ACNC means the Australian Charities and Not-for-Profits Commission.

ACNC Act means the *Australian Charities and Not-for-Profits Commission Act 2012 (Clth)*.

ACNC Regulation means the *Australian Charities and Not-for-Profits Commission Regulation 2013 (Clth)*.

AIDS means an illness or medical condition of people who have been infected by Human Immunodeficiency Virus or any other related or similar infectious particle(s) which may be discovered and any illness or medical condition related to it or caused by it, including new infections.

Affected by HIV and AIDS means:

- (a) any person having AIDS, or having being infected with HIV;
- (b) any person who is in is directly or indirectly affected by a person having AIDS, or having being infected with HIV; or
- (c) any person who is at risk from HIV and AIDS;

without regard to the gender, sexual orientation, health status or other status of such a person.

Association means the Meridian Incorporated.

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

Associations Regulations means the *Associations Incorporation Regulation 1991 (ACT)*.

Board means the board of management of the Association.

Board Member means any member of the Board.

Chair means the person holding that office under this Constitution and includes any assistant or acting chair.

Co-Opted Board Members means a Board Member appointed by the Board in accordance with **clause 18.3** or **clause 21(a)(ii)**.

Committee means a committee within the meaning of **clause 29**.

Constitution means this constitution as amended from time to time.

Delegate means the delegate of a Member organisation nominated in accordance with **clause 13**.

DGR means deductible gift recipient as defined by the law.

Elected Board Members means a Board Member elected by the members in accordance with **clause 18** or appointed by the Board to fill an Elected Board Member Vacancy in accordance with **clause 21(a)(i)**.

Higher Risk Communities means groups of people that are more at risk of being Affected by HIV and AIDS than others.

HIV means Human Immunodeficiency Virus.

Law means the ACNC Act, the ACNC Regulation, the Associations Act and the Associations Regulations.

LGBTIQ means people who are, or identify as, lesbian, gay, bisexual, transgender, intersex, queer and other sexuality, sex and gender diverse people.

Member means a member of the Association pursuant to Part II of this Constitution (and **Membership** has a corresponding meaning).

Objects means the objects of the Association as set out in **clause 4.1**.

Office means the registered office of the Association from time to time.

Office-Bearer means a person holding any of the offices specified in **clause 17.3(a)**.

Principal Employee means any person appointed by the Board as pursuant to **clause 16(a)(iii)**.

Proxy means a Member appointed as a proxy pursuant to **clause 14**.

Public Officer means a person appointed as the public officer pursuant to **clause 28**.

Register of Members means the register of Members to be kept pursuant to the Associations Act.

Registrar-General means the Registrar-General referred to in the Associations Act.

Secretary means the person holding office as secretary of the Association or, where no person holds that office, the Vice-President of the Association.

Voting Member means a Member who:

- (a) Is entitled to attend and vote at a general meeting pursuant to **clause 5**; and
- (b) has paid any fee payable under **clause 10** no later than thirty (30) days after having been notified by the Association that that Member is in arrears to the Association.

Working Group means a working group within the meaning of **clause 30**.

3.2 Interpretation

In this Constitution:

- (a) the singular includes the plural and vice versa;
- (b) a reference to any gender includes all genders;
- (c) the word **person** means a natural person and any partnership, association, body or entity whether incorporated or not;
- (d) a reference to a function includes a reference to a power, authority or duty;
- (e) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or the performance of the duty;
- (f) unless the contrary intention appears in the rules, words or expressions contained in these rules shall be interpreted so far as is possible in accordance with the provisions of the *Interpretation Act 1967 (ACT)*; and
- (g) reference to an Act of the Commonwealth Parliament or of the ACT Legislative Assembly or to Regulations made under an Act shall so far as is possible include reference to any Act or Regulations replacing the Act or Regulations or part thereof.

4 Objects

4.1 The objects of the Association are to:

- (a) promote the health of people Affected by HIV and AIDS, through the provision of services and financial support to relieve poverty, illness and stigma;
- (b) reduce the impact, and prevent the transmission, of HIV and AIDS, particularly through the provision of health, support and advocacy services to Higher Risk Communities;
- (c) support and promote the human rights of people Affected by HIV and AIDS and LGBTIQ communities;
- (d) support and promote the health and well-being of LGBTIQ communities, including minimising the impact of disability, mental health, addiction and other illnesses;
- (e) promote community awareness, education and acceptance of LGBTIQ health and wellbeing including through improved understanding and a reduction in violence and discrimination; and
- (f) work with other groups, associations and organisations to fulfil the Association's objects.

4.2 The Association will achieve its Objects through:

- (a) the provision of relief, on the basis of need, to people Affected by HIV and AIDS and Higher Risk Communities, which may include the provision of:
 - (i) physical and mental health services;
 - (ii) social support services;
 - (iii) financial and other emergency assistance;

- (iv) legal advocacy;
- (v) assistance obtaining medical treatment; and
- (vi) general advice;
- (b) designing and delivering programs and health services for all people Affected by HIV and AIDS, and Higher Risk Communities;
- (c) providing information, education and training to health professionals, service providers, businesses, LGBTIQ communities, the general public and people Affected by HIV and AIDS, and Higher Risk Communities;
- (d) undertaking, participating in, or commissioning research in all matters relating to the prevention and transmission of HIV and AIDS and related health matters;
- (e) undertaking advocacy work on behalf of key affected populations in all matters relating to the prevention and transmission of HIV and AIDS and related health matters; and
- (f) influencing public and private sector policy regarding people Affected by HIV and AIDS and Higher Risk Communities;
- (g) campaigning and undertaking programs to reduce the incidence of HIV and AIDS;
- (h) fostering a supportive community for people Affected by HIV and AIDS and Higher Risk Communities;
- (i) engaging with the community in the Australian Capital Territory and elsewhere through events, campaigns, social marketing and other forums for the benefit of people Affected by HIV and AIDS, LGBTIQ communities, and Higher Risk Communities, including to:
 - (i) improve understanding of HIV and AIDS;
 - (ii) reduce the stigma and discrimination associated with HIV and AIDS; and
 - (iii) educate on prevention, treatment and the importance of testing for HIV and AIDS; and
- (j) anything ancillary to the Objects.

PART II – MEMBERSHIP

5 Membership and Membership qualifications

5.1 Eligibility for Membership

Any person or organisation is eligible for Membership if the person or organisation:

- (a) is eligible for membership under the Law;
- (b) supports the Objects of the Association;
- (c) pays any applicable membership fee in accordance with **clause 10**;
- (d) applies for Membership in accordance **clause 6**; and

- (e) satisfies the criteria attached to the relevant category of Membership as provided for in this **clause 5** and determined by the Board from time to time.

5.2 Classes of Membership

There shall be six categories of Membership:

- (a) General Members;
- (b) Volunteer Members;
- (c) Concession Members;
- (d) Fabulous Members;
- (e) Corporate (not-for-profit) Members; and
- (f) Corporate (for profit) Members.

5.3 General Members, Volunteer Members, and Concession Members

General Members, Volunteer Members, and Concession Members:

- (a) are individuals who are not Fabulous Members, and meet the respective criteria determined by the Board from time to time;; and
- (b) may vote at general meetings.

5.4 Fabulous Members

Fabulous Members:

- (a) are individuals who the Board appoints to Fabulous Membership pursuant to **clause 6.2**; and
- (b) may vote at general meetings.

5.5 Corporate (not-for-profit) Members

Corporate (not-for-profit) Members:

- (a) are not-for-profit organisations; and
- (b) may vote at general meetings.

5.6 Corporate (for profit) Members

Corporate (for profit) Members:

- (a) are for profit organisations; and
- (b) may not vote at general meetings.

6 Application for and admission to Membership

6.1 Applications for Membership

- (a) An application for Membership of the Association must:
- (i) be made in writing in accordance with **Schedule 1** or in any other form prescribed by the Board from time to time provided that the application form must:
 - (A) advise the applicant that as a Member of the Association, the applicant shall be bound to comply with this Constitution as amended from time to time; and
 - (B) be signed by the applicant;
 - (ii) specify the category of Membership being applied for by the applicant;
 - (iii) be accompanied by any required Membership fee as set out in **clause 10**; and
 - (iv) be lodged with the Secretary or a delegate of the Secretary.
- (b) Subject to **clause (c)**, as soon as practicable after receiving an application for Membership, the Secretary must refer the application to the Board which is to determine whether to approve or reject the application at the next Board meeting following the date the application is referred to it. The Board is not required to provide the applicant with any reason for its acceptance or rejection of the application.
- (c) The Board may delegate the power to approve or reject an application to the Secretary or an employee of the Association.
- (d) As soon as practicable after the Board (or a delegate of the Board) determines to approve an application for Membership, the Secretary shall:
- (i) notify the applicant, in writing, that the Board (or a delegate of the Board) approved or rejected the application (whichever is applicable); and
 - (ii) if the Board (or a delegate of the Board) approved the application, enter the applicant's name in the Register of Members and upon the name being so entered, the applicant shall become a Member.
- (e) Within 30 days of receiving notification under **clause (d)(i)**, an applicant may appeal a decision of the Board (or a delegate of the Board) to reject its application by writing to the Secretary. If an appeal is received by the Secretary, the Members shall determine whether to accept or reject the application at the following annual general meeting.

6.2 Appointment to Fabulous Membership

- (a) The Board may appoint as a Fabulous Member a Member who, in the opinion of the Board, has provided outstanding and continuous service in HIV/AIDS related care and/or support and/or education and/or advocacy in the ACT.

7 Membership Entitlements not Transferable

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

- (a) is not capable of being transferred or transmitted to another person or organisation; and
- (b) terminates on cessation of Membership.

8 Cessation of Membership

8.1 An individual ceases to be a Member of the Association if the individual:

- (a) dies; or
- (b) both:
 - (i) ceases to satisfy the conditions that relate to that individual's category of Membership; and
 - (ii) fails to apply for Membership, in accordance with **clause 6**, in another category of Membership for which that individual is eligible (unless transferred to another class of Membership by the Board); or
- (c) resigns from Membership in accordance with **clause 9**; or
- (d) subject to **clause 10(b)**, if that Member fails to pay a joining fee or an annual Membership fee payable under **clause 10**:
 - (A) within thirty (30) days after it falls due; and
 - (B) then fails to rectify this default within thirty (30) days of being notified of the default by the Association; or
- (e) is expelled from the Association pursuant to **clause 11**.

8.2 An organisation ceases to be a Member if it:

- (a) is wound up or otherwise ceases to exist; or
- (b)
 - (i) ceases to satisfy the conditions that relate to that organisation's category of Membership; and
 - (ii) fails to apply for Membership, in accordance with **clause 6**, in another category of Membership for which that organisation is eligible (unless transferred to another class of Membership by the Board); or
- (c) resigns from Membership in accordance with **clause 9**;
- (d) subject to **clause 10(b)**, if that Member fails to pay an joining fee or Membership Fee payable under **clause 10**:
 - (A) within thirty (30) days after it falls due; and

- (B) then fails to rectify this default within thirty (30) days of being notified of the default by the Association; or
- (e) is expelled from the Association pursuant to **clause 11**.

9 Resignation of Membership

- 9.1** A Member may at any time resign from Membership by delivering to the Secretary written notice of resignation.
- 9.2** Upon receipt of the notice, the Secretary shall as soon as possible remove from the Register of Members the name of the Member from whom the notice was received, whereupon that individual or organisation ceases to be a Member.

10 Membership Fees

- (a) Subject to **clauses 10(b)** and **10(d)**, the Board may determine from time to time that a class or category of Members must pay to the Association an annual membership fee in the amount as determined by the Board from time to time.
- (b) The Board may in its discretion:
 - (i) determine that no annual membership fee is payable by a Member or Members (in whole or in part) in a given year; and
 - (ii) extend the time for payment of any annual membership fee by any Member.
- (c) No part of any annual Membership fee shall be refunded to a Member who ceases to be a Member in accordance with **clause 8**.
- (d) Fabulous Members are exempt from annual Membership fees.

11 Dispute Resolution and Disciplinary Procedures

11.1 Dispute Resolution

- (a) The dispute resolution procedure in this clause applies to disputes (disagreements) under this Constitution between a Member or Board Member and:
 - (i) one or more Members;
 - (ii) one or more Board Members; or
 - (iii) the Association.
- (b) A Member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under **clause 11.2** until the disciplinary procedure is completed.

- (c) The Board must not start a disciplinary procedure under **clause 11.2** in relation to a matter which is the subject of a dispute resolution procedure under **clause 11.1**, until the dispute resolution procedure is completed.
- (d) Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- (e) If those involved in the dispute do not resolve it under **clause 11.1(d)**, they must within 10 days:
 - (i) tell the Board about the dispute in writing;
 - (ii) agree or request that a mediator be appointed; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (f) The mediator must:
 - (i) be chosen by agreement of those involved; or
 - (ii) where those involved do not agree:
 - (A) for disputes between Members, a person chosen by the Board; or
 - (B) for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the ACT Law Society.
- (g) A mediator chosen by the Board:
 - (i) may be a Member or former Member of the Association;
 - (ii) must not have a personal interest in the dispute; and
 - (iii) must not be biased towards or against anyone involved in the dispute.
- (h) When conducting the mediation, the mediator must:
 - (i) allow those involved a reasonable chance to be heard;
 - (ii) allow those involved a reasonable chance to review any written statements;
 - (iii) ensure that those involved are given natural justice; and
 - (iv) not make a decision on the dispute.

11.2 Disciplining of Members

- (a) Where the Board is of the opinion that a Member:
 - (i) has persistently refused or neglected to comply with a provision of this Constitution; or
 - (ii) has wilfully acted in a manner prejudicial to the interests of the Association, the Board may, by resolution:
 - (i) expel the Member from the Association; or

- (ii) suspend the Member from such rights and privileges of Membership of the Association as the Board may determine for a specified period,
but the resolution shall not take effect:
 - (i) until the Board confirms the resolution in accordance with this **clause 11.2** at a Board meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the service on the Member of a notice under **clause 11.2(b)**; or
 - (ii) if the Member notifies the Secretary that the Member intends to exercise a right of appeal under **clause 11.2(c)**, until the appeal is determined under **clause 11.2(e)**.
- (b) Where the Board makes a resolution under **clause 11.2** to expel or suspend any Member, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member:
 - (i) setting out the resolution of the Board and the grounds on which it is based;
 - (ii) fully informing the Member of the Members' rights of appeal under this **clause 11.3**; and
 - (iii) informing the Member of the date, time and place of the next scheduled Board meeting to which the Member may submit oral or written representations in accordance with **clause 11.2(c)**.
- (c) A Member who is the subject of a resolution under **clause 11.2** may do either or both of the following:
 - (i) attend and speak at the Board meeting referred to in **clause 11.2(b)(iii)**; and
 - (ii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- (d) If a Member desiring to make representations to the Board under **clause 11.2(c)** advises the Secretary that the Member is unable to attend the meeting referred to in **clause 11.2(b)(iii)** and requests deferral of the matter to a later meeting, the Board shall, if it thinks the request reasonable, defer the matter to a later Board meeting and shall cause the Member to be advised in writing of the time, date and place of that later meeting.
- (e) Subject to Section 50 of the Associations Act, at the Board meeting mentioned in **clause 11.2(b)(iii)** or any later meeting to which the matter has been deferred in accordance with **clause 11.2(d)**, the Board shall:
 - (i) give to the Member mentioned in **clause 11.2** an opportunity to make oral representations;
 - (ii) give due consideration to any written representations submitted to the Board by that Member at or prior to the meeting; and
 - (iii) by resolution determine in its absolute discretion whether to confirm, revoke or vary its resolution made under **clause 11.2**, and that resolution shall be final and of immediate effect.

- (f) The Secretary, as soon as practicable after the making by the Board of a resolution under **clause 11.2(e)(iii)**, shall by notice in writing inform the Member of the resolution. If the Board resolves to confirm the expulsion or suspension, the Member must also be notified of the right of appeal available under **clause 11.3**.
- (g) A resolution confirmed by the Board under **clause 11.2(e)(iii)** does not take effect:
 - (i) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; and
 - (ii) where, within that period, the Member exercises the right of appeal, unless and until the Disciplinary Committee confirms the resolution pursuant to **clause 11.3**.

11.3 Right of Appeal of a Disciplined Member

- (a) The Board will establish a committee for the purpose of conducting disciplinary proceedings against a Member (**Disciplinary Committee**). The Disciplinary Committee will comprise of an independent panel of three experts, all chosen by the Board. The experts will be chosen based upon the nature of the alleged misconduct by the Member. The Disciplinary Committee may seek advice from any relevant source.
- (b) A Member may appeal to the Disciplinary Committee against a resolution of the Board, which is confirmed under **clause 11.2(e)(iii)**. Written notice of such an appeal must be lodged with the Secretary within seven (7) days of service of the notice required under **clause 11.2(f)**.
- (c) Within thirty-five (35) days after receipt of a notice of appeal from the Member pursuant to **clause 11.3(b)**, the Disciplinary Committee must convene a meeting.
- (d) At the Disciplinary Committee meeting convened under **clause 11.3(c)**:
 - (i) the Member must be given the opportunity to state their case orally or in writing, or both using any technology (reasonably available to the Board) that gives the Member a reasonable opportunity to do so; and
 - (ii) the Disciplinary Committee must vote by ballot on the question of whether the resolution will be confirmed.
- (e) The Disciplinary Committee's decision, pursuant to **clause 11.3(d)(ii)** is final. The Member is not entitled to appeal the Disciplinary Committee's decision.
- (f) The Member the subject of these disciplinary procedures is entitled to:
 - (i) subject to **clause 11.3(f)(ii)**, bring a support person to any meeting with the Disciplinary Committee or the Board, which meetings are being held pursuant to this **clause 11.3**; and
 - (ii) if the support person is legally qualified, the Member must notify the Disciplinary Committee or the Board (as the case may be) at least five (5) business days before the meeting that the support person attending the meeting will be legally qualified.

- (g) Natural justice will be applied during every disciplinary process under this **clause 11.3**, requiring the Board and Disciplinary Committee to act fairly, in good faith and without bias or conflict of interest when making its decision.

12 Member's liabilities

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of Membership of the Association.

13 Delegates

- (a) A Member which is an organisation may, by written notice delivered to the Secretary, appoint one person who resides in the ACT region to be its Delegate and such Delegate may:
 - (i) attend, speak, and if the Member is a Voting Member, vote at any meeting of the Association as though that person were the Member;
 - (ii) be elected to preside at any meeting; and
 - (iii) appoint proxies pursuant to **clause 14.1**.
- (b) Notwithstanding that a person is a Delegate of more than one organisation or both a Member and a Delegate, that person, if the person or organisation has voting rights, may exercise only one vote in any election or in voting on any matter before a meeting, unless the person is exercising a second or casting vote as Chair at the meeting.

14 Proxies

14.1 Right to Appoint Proxies

- (a) A Voting Member or Delegate of a Voting Member may appoint another Voting Member as the Voting Member's or Delegate's proxy to attend and vote for the Voting Member or Delegate at a general meeting.
- (b) Subject to **clause 14.4**, if a Voting Member or Delegate appoints a proxy, the proxy is entitled to vote on a show of hands and on a poll.

14.2 Limitations on Appointment of Proxies

- (a) A Voting Member may not be appointed proxy for more than a total of 5 Voting Members or Delegates of a Voting Member.
- (b) A staff member of the Association may not be appointed proxy, whether or not that the staff member of the Association is a Voting Member.
- (c) Notwithstanding anything other term in this Constitution, any instrument appointing a proxy which would result in a breach of **clause 14.2(a)**, will be deemed invalid without further notice to the intended proxy, or the Voting Member or Delegate seeking to make the appointment.

14.3 Appointing a Proxy

The instrument appointing a proxy must be in writing signed by the appointor or the appointor's attorney duly authorised in writing or, if the appointor is a corporation, signed by an authorised officer or attorney of the corporation.

14.4 Instrument of Proxy

- (a) The instrument of proxy is valid if it contains the following information:
 - (i) the name and address of the Member (and Delegate, if applicable);
 - (ii) the name of the Association;
 - (iii) the proxy's name or the name of the office of the proxy; and
 - (iv) the meetings at which the instrument of proxy may be used.
- (b) An instrument of proxy may be expressed to be a standing appointment. An instrument of proxy for a specified meeting is only valid for that meeting and any postponement or adjournment of that meeting.
- (c) The Board shall have discretion to determine that an instrument of proxy shall not be treated as invalid merely because it does not specify all of the information required by **clause 14.4(a)**.
- (d) An instrument of proxy may be revoked at any time by notice in writing to the Association.

14.5 Lodgement of Proxies

- (a) An instrument appointing:
 - (i) a proxy and the power of attorney or other authority (if any) under which it is signed or executed or a certified copy of that power or authority; or
 - (ii) an attorney to exercise a Voting Member's or Delegate's voting rights at a general meeting or a certified copy of that power of attorney,must be deposited at the Office or at such other place as is specified for that purpose in the notice convening the general meeting not less than forty eight (48) hours (or such shorter period as the Board may allow) before the time appointed for the holding of the meeting or adjourned meeting as the case may be at which the person named in the instrument proposes to vote. In default, the instrument of proxy or the power of attorney will not be treated as valid.
- (b) For the purposes of this **clause 14.5** it will be sufficient that any document required to be lodged by a Voting Member or Delegate be received in legible form by email if the notice of meeting so permits at the address and in the form specified in the notice and the proxy shall be regarded as received at the time of the receipt of the email transmission by the Association.

14.6 Validity of Proxies

- (a) A vote exercised pursuant to an instrument of proxy, a power of attorney or other instrument of appointment is valid notwithstanding:
 - (i) the death or unsoundness of mind of the Voting Member or Delegate;

- (ii) the bankruptcy or liquidation of the Voting Member or Delegate;
- (iii) the revocation of the instrument of proxy or the power of attorney or any instrument under which the instrument or the power was granted,

if the Association has not received at its Office written notice of the death, unsoundness of mind, bankruptcy, liquidation or revocation by the time appointed for the holding of the general meeting or adjourned meeting, as the case may be, at which the instrument of proxy or the power of attorney is exercised.

- (b) A proxy who is not entitled to vote on a resolution as a Voting Member or Delegate may vote as a proxy for another Voting Member or Delegate who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.

14.7 Rights of Proxies and Attorneys

- (a) The instrument appointing a proxy will be taken to confer authority to demand or join in demanding a poll.
- (b) Unless a Voting Member or Delegate by the instrument of proxy directs the proxy to vote in a certain manner the proxy may vote as the proxy thinks fit on any motion or resolution. Otherwise the proxy shall follow the voting instructions contained in the instrument of proxy.
- (c) A proxy will not be revoked by the appointor attending and taking part in any general meeting but if the appointor votes on a resolution either on a show of hands or on a poll the person acting as proxy for the appointor shall not be entitled to vote in that capacity in respect of the resolution.
- (d) The Chair of a general meeting may require any person acting as a proxy to establish to the satisfaction of the Chair that he or she is the person nominated as proxy in the form of proxy lodged under this Constitution. If the person is unable to establish his or her identity he or she may be excluded from voting either upon a show of hands or upon a poll.

PART III - THE BOARD

15 Name

The committee of the Association shall be known as the Board of Management of Meridian Incorporated.

16 Powers and duties of the Board

- (a) The Board, subject to the Law, this Constitution and any resolution passed by the Association in general meeting:
 - (i) shall control and manage the affairs of the Association;
 - (ii) may exercise all such functions as may be exercised by the Association other than those functions that are required to be exercised by the Association in general meetings;

- (iii) may employ a Principal Employee who is delegated with the Board's powers to manage the Association's business, and who is granted such title as the Board thinks fit; and
 - (iv) has the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs and the furtherance of the Objects.
- (b) Subject to section 45.130 of the ACNC Regulation, each Board Member is subject to, and must comply at all times with, the duties set out in Governance Standard 5 in section 45.25 of the ACNC Regulation.
- (c) In accordance with Governance Standard 4 in section 45.20 of the ACNC Regulation, the Board will take reasonable steps to ensure that the Board does not at any time include a Board Member who:
 - (i) is disqualified; or
 - (ii) has any reason to be disqualified;from managing a corporation under the *Corporations Act 2001* or from being a responsible entity under subsection 45.20(4) of the ACNC Regulation.
- (d) Without limiting the Board's powers under this Constitution, the Board may from time to time, by resolution of the Board, make by-laws, policies, and rules, relating to the governance and operation of the Association, including:
 - (i) the criteria of categories of Membership and qualifications of Members;
 - (ii) and any other matter not inconsistent with this Constitution,which will be binding on the Association, the Board, and Members as if they were part of this Constitution.

17 Membership of the Board and period of office

17.1 Number of Board Members

The Board shall consist of no fewer than seven (7) and no more than eleven (11) persons.

17.2 Constitution of Board

- (a) Subject to **clause 17.1**, the Board shall consist of:
 - (i) seven (7) Elected Board Members; and
 - (ii) up to four (4) Co-Opted Board Members.
- (b) Elected Board Members must be Members.
- (c) Co-Opted Board Members are not required to be Members.
- (d) A Delegate may be a Board Member only if the Delegate is also personally a Member of the Association.

17.3 Office-Bearers

- (a) The Office-Bearers shall be the:
 - (i) President;
 - (ii) Vice-President; and
 - (iii) Secretary.
- (b) The Board shall, at the first meeting of the Board held after an annual general meeting where an Office-Bearer has retired or been removed, fill the vacant Office-Bearer positions by appointing:
 - (i) from amongst the Elected Board Members sitting on the Board at the time of the first Board meeting; or
 - (ii) if an insufficient number of Elected Board Members are able or willing to accept an appointment as Office-Bearer, from amongst the Co-Opted Board Members sitting on the Board at the time of the first Board Meeting
- (c) The Office-Bearers shall hold office for a term of one (1) year but shall be eligible for reappointment for two (2) further terms of one (1) year each. Office-Bearers shall not hold office beyond their retirement or removal from the Board as a Board Member.

17.4 Term

- (a) An Elected Board Member shall hold office for a term of two (2) years, but shall be eligible for reappointment subject to a maximum term of six (6) consecutive years.
- (b) For the purposes of **clause 17.4(a)**, any terms as a Co-Opted Board Member will not be counted towards the maximum term stipulated by **clause 17.4(a)**.

18 Election of Board Members

18.1 Nomination and Election Policy

Notwithstanding **clause 18.2**, the Board may determine alternative Board Member nomination procedures, by the Board making a policy or policies in accordance with **clause 16(d)**, and such policies will take precedent over this Constitution, provided they comply with the Law.

18.2 Nomination of Board Members

- (a) At least fifteen (15) days before a notice is sent, in accordance with **clause 33**, for the annual general meeting, or other general meeting at which a Board Member election is to take place, the Secretary must send a notice to Voting Members calling for nominations for Elected Board Members.
- (b) The notice calling for nominations in **clause 18.2(a)** must provide a date that nominations must reach the Secretary (or other persons authorised by the Board for the purpose) by hand or by post (**Close of Nominations**), with such date not to be less than ten (10) days after the date the notice is sent.

- (c) Nominations will be only be valid if the nomination is:
 - (i) in writing in the form prescribed by the Board from time to time;
 - (ii) signed by two Voting Members, being the proposer and seconder, who are not the nominee;
 - (iii) accompanied by the written consent of the nominee;
 - (iv) for a nominee that is eligible to be a Board Member; and
 - (v) received by the Secretary (or other persons authorised by the Board for the purpose) by hand or by post by the Close of Nominations.
- (d) For the avoidance of doubt, the Members proposing and seconding the nominee must be Voting Members, and have paid the Membership Fee payable under **clause 10** at the time of Close of Nominations.
- (e) If insufficient nominations are received to fill all positions on the Board which are to be filled at the election, the candidate or candidates nominated shall be deemed to be elected and any unfilled positions remaining on the Board shall be deemed to be casual vacancies.
- (f) If the number of nominations received is equal to the number of positions to be filled, the persons nominated shall be taken to be elected.
- (g) If the number of nominations received exceeds the number of positions to be filled, a ballot shall be held in accordance with a policy made by the Board in accordance with **clause 16(d)**, (**Election Policy**) which will include matters such as:
 - (i) the manner in which the ballot will be conducted, including by electronic or postal means;
 - (ii) the determination of results; and
 - (iii) other such matters relating to the election of the Board
- (h) The Board must ensure an Election Policy is in place.

18.3 Co-opted Board Members

The Board may at any time appoint any person whom the Board determines will bring required skills and experience to the Board to enable the Board to advance the Objects, to be a Co-Opted Board Member to fill the positions provided for at **clauses 17.2(a)(ii)** and **21(a)(ii)**, for a term of two (2) years from the date of appointment.

19 Vacancies in the Membership of the Board

- (a) For the purposes of this Constitution, a vacancy in the position of a Board Member occurs if the Board Member:
 - (i) dies;
 - (ii) in the case of any Elected Board Member, that person ceases to be a Member;

- (iii) resigns the position by notice in writing delivered to the Secretary or Public Officer;
 - (iv) is removed from the Board pursuant to **clause 20**;
 - (v) has completed his or her or her term in office as a Board Member pursuant to **clause 17.4**;
 - (vi) becomes bankrupt or makes any arrangement or composition with creditors generally;
 - (vii) becomes of unsound mind or a person whose person or estate is liable to be dealt with under any law relating to mental health;
 - (viii) is disqualified under subsection 63(1) of the Associations Act;
 - (ix) becomes prohibited from being a director of, or managing, a company by reason of any order made under the *Corporations Act 2001*;
 - (x) has been disqualified by the ACNC Commissioner at any time during the preceding twelve (12) months, from being a responsible entity of a registered entity under section 45.20(4) of the ACNC Regulation;
 - (xi) is absent without consent of the Board from three consecutive meetings of the Board;
or
 - (xii) becomes an employee of the Association except in the case of an executive Board Member.
- (b) Where a vacancy in the position of a Board Member occurs because that person has failed to renew Membership, the reinstatement of the person's Membership shall not thereby restore that person to the position of Board Member.

20 Removal of Board Members

Subject to section 50 of the Act, the Association in general meeting may by resolution remove any Board Member from the Board.

21 Filling of vacancies on the Board

- (a) In the event of a casual vacancy occurring on the Board, the Board:
- (i) In relation to an Elected Board Member vacancy shall:
 - (A) appoint a Member; or
 - (B) convene a general meeting to elect a Member to fill the vacancy; or
 - (ii) in relation to a Co-Opted Board Member vacancy, may appoint any person in accordance with **clause 18.3**.
- (b)

- (i) Any Board Member appointed or elected pursuant to **clause 21(a)(i)** shall hold office until the conclusion of the next annual general meeting following the date of the appointment, which shall not be counted towards the maximum term stipulated by **clause 17.4(a)**.
- (ii) Any Board Member appointed pursuant to **clause 21(a)(ii)** shall hold office for a full two (2) year term.
- (c) The Board may act despite any vacancy in their body but if the number falls below the minimum fixed in accordance with **clause 17.1** the Board may act:
 - (i) for the purpose of:
 - (A) increasing the number of Board Members to the minimum; or
 - (B) convening a general meeting; or
 - (ii) in emergencies,but for no other purpose.

22 Acting Office-Bearers

- (a)
 - (i) In the event of a vacancy occurring in the position of President, the Vice-President shall assume office as Acting President until the next meeting of the Board at which time the Board shall appoint a new President to fill the vacancy in accordance with **clause 17.3(b)**.
 - (ii) Any new President appointed to hold office pursuant to **clause 22(a)(i)** shall hold office until the first meeting of the Board following the next annual general meeting.
- (b) If any Office-Bearer is temporarily absent or temporarily unable to perform his or her duties, the Board may authorise another Board Member to act in the vacant position during the absence or inability of the Office-Bearer.
- (c) Nothing in **clause 22** permits any person to simultaneously hold more than one position of Office-Bearer.

23 Board meetings

- (a) The Board shall meet at least three times in each calendar year at such place and time as the Board shall determine.
- (b) Meetings of the Board shall be convened by the Secretary in accordance with:
 - (i) a resolution of the Board;
 - (ii) an instruction by the President; or
 - (iii) a request signed by any four (4) Board Members.

- (c) Oral or written notice of a meeting of the Board shall be given by the Secretary to all Board Members at least 48 hours before the time appointed for the meeting.
- (d) Notice of a meeting convened in accordance with **clause 23(b)(iii)** shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which Board Members present at the meeting unanimously agree to transact.
- (e) The quorum for a Board meeting shall be half of all Board Members rounded up to the next integer, plus one additional Board Member.
- (f) No business shall be conducted by the Board unless a quorum is present throughout the entire meeting. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting shall be dissolved. Any business intended to be transacted at the dissolved meeting shall be transacted at a subsequent meeting of the Board.

24 Disclosure of Material Personal interests

- (a) In accordance with the Associations Act, if a Board Member has a material personal interest in a matter being considered by the Board, the Board Member must:
 - (i) disclose the nature and extent of the interest, and the relation of the interest to the activities of the Association, to the Board as soon as the Board member becomes aware of it;
 - (ii) disclose the nature and extent of the interest, and the relation of the interest to the activities of the Association, at the next general meeting of the Association;
 - (iii) not be present while the matter is being considered; and
 - (iv) not vote on the matter.
- (b) If there are insufficient Board Members without a material personal interest to for a quorum to vote on a matter, a general meeting of the Association may be called and a resolution may be passed to deal with the matter.
- (c) Whether a Board Member has a personal material interest or not is to be determined in accordance with section 65 of the Associations Act.
- (d) Any material personal interest disclosed by a Board Member must be recorded in the minutes of the applicable meeting, including the nature and extent of the interest, and the relation of the interest to the activities of the Association.

25 Chair

- (a) The President shall, if present, preside as Chair of every meeting of the Board.
- (b) If a meeting of Board is held and the President is:
 - (i) unable or unwilling to act as Chair; or

- (ii) not present within fifteen (15) minutes after the time appointed for the holding of the meeting,

then the Vice-President will be Chair in lieu of the President. If the Vice-President is:

- (iii) unable or unwilling to act as Chair; or
- (iv) not present within fifteen (15) minutes after the time appointed for the holding of the meeting,

the other Board Members present may choose another Board Member as Chair of the meeting by two-thirds majority, or if their number is not three or a multiple of three, then the nearest number to two-thirds.

26 Voting and decisions

- (a) Questions arising at a meeting of the Board shall be determined by a majority of the votes of Board Members present at the meeting.
- (b) Each Board Member present at a Board Meeting (including the Chair) is entitled to one vote but in the event of an equality of votes on any question, the Chair may exercise a second or casting vote and if that person shall not do so the question shall be lost.
- (c) Subject to the presence of a quorum, the Board may act notwithstanding any vacancy on the Board.
- (d) Any act or thing done or suffered or purporting to have been done or suffered by the Board is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Board Member.

27 Resolutions by Board Members

- (a) The Board may pass a resolution without a Board meeting being held if 75% of the Board Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. For this purpose, signatures can be contained in more than one document.
- (b) An email transmission which is received by the Association and which purports to have been sent by a Board Member shall for the purposes of this **clause 27** be taken to be in writing and signed by that Board Member at the time of the receipt of the email transmission by the Association.
- (c) Any resolution proposed to be passed pursuant to this **clause 27** shall be sent to every Board Member by email transmission or some other form if requested by a Board Member prior to that resolution being passed.
- (d) Any Board Member receiving a proposed resolution pursuant to **clause 27(c)** shall respond to the Association within five (5) business days. If the Board Member does not respond within five (5) business days, that Board Member will be no longer entitled to vote on that resolution.

28 Public Officer

The Board shall appoint a Public Officer in accordance with the Associations Act. The Public Officer may be, but need not be, a Board Member.

29 Committees

- (a) The Board may, by instrument in writing, delegate any of its powers to one or more Committees, other than:
 - (i) this power of delegation; and
 - (ii) a function which is a function imposed on the Board by the Law, by any other law of the Commonwealth or the Australian Capital Territory, or by resolution of the Association in general meeting.
- (b) A Committee must in exercise of the powers delegated to it conform to any directions and restrictions that may be imposed on it by the Board. A power so exercised shall be taken to be exercised by the Board.
- (c) In respect of a Committee:
 - (i) the Committee shall consist of such Member or Members of the Association as the Board shall appoint;
 - (ii) the Board may appoint a staff member of the Association as a member of the Committee;
 - (iii) at least one member of the Committee shall be a Board Member; and
 - (iv) the Board may at any time change the membership of the Committee.
- (d) The meetings and proceedings of any Committee consisting of more than one person will be governed by the provisions for regulating the meetings and proceedings of the Board contained in this Constitution.
- (e) A minute of all the proceedings and decisions of every Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by the Law and this Constitution to be made entered and signed. A copy of such Committee minutes shall be tabled at the next Board meeting.
- (f) Notwithstanding any delegation under this **clause 29**, the Board may continue to exercise any function delegated.
- (g) The Board may revoke wholly or in part any delegation under this **clause 29**.

30 Working groups

- (a) The Board may:
 - (i) establish working groups consisting of such persons as it thinks fit whether Members of the Association or not;

- (ii) assign to a working group such tasks consistent with the carrying out of the Objects of the Association as it thinks fit; and
 - (iii) from time to time wholly or in part revoke or modify the assignment of any task.
- (b) The assignment of a task or tasks under this **clause 30** may be made subject to such conditions or limits as the Board may from time to time specify.
- (c) The Board may make directions establishing procedures and guidelines for the conduct of any working group or all working groups and the directions shall be binding on the group or groups.
- (d) Working groups are not Committees and are not authorised to publish materials or communicate on behalf of the Association without explicit approval obtained from the Board, or in a manner specified by the Board in the directions referred to in **clause 30(c)**.

PART IV - GENERAL MEETINGS

31 Annual general meetings

- (a) The Association shall each year, within the period of five months after the expiration of the financial year of the Association, convene an annual general meeting of its Members.
- (b) **Clause 31(a)** shall have effect subject to the powers of the Registrar-General under Section 120 of the Associations Act in relation to extensions of time.
- (c) The annual general meeting of the Association shall, subject to the Associations Act, be convened on such date and at such place and time as the Board thinks fit.
- (d) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
 - (i) to confirm the minutes of the last preceding annual general meeting and any general meeting held since that meeting;
 - (ii) to receive from the Board reports on the activities of the Association during the last preceding financial year;
 - (iii) to elect Board Members; and
 - (iv) to receive and consider any reports which the Board may choose to provide, which must include the statement of accounts and the reports that are required to be submitted to Members pursuant to subsection 73(1) of the Associations Act.
- (e) An annual general meeting shall be specified as such in the notice convening it in accordance with **clause 32**.
- (f) An annual general meeting shall be conducted in accordance with the provisions of this **Part IV**.

32 Calling of general meetings

- (a) The Board may, whenever it thinks fit, convene a general meeting of the Association.

- (b) The Board shall, on the requisition in writing of not less than ten Voting Members or ten per cent of the total number of Voting Members, whichever is lesser, convene a general meeting of the Association.
- (c) A requisition of Members for a general meeting:
 - (i) shall state the purpose or purposes of the meeting;
 - (ii) shall be signed by the Voting Members making the requisition;
 - (iii) shall be delivered to the Secretary; and
 - (iv) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (d) If the Board fails to convene a general meeting within one month after the day on which a requisition of Voting Members is delivered to the Secretary, any one or more of the Voting Members who made the requisition may convene a general meeting not later than three months after that date.
- (e) A general meeting convened by a Voting Member or Voting Members referred to in **clause 32(d)** shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any Member who thereby incurs any expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

33 Notice of general meetings

- (a) Subject to consent to shorter notice being given in accordance with the Associations Act, at least fourteen (14) days' notice, or at least twenty one (21) days' notice where a special resolution is to be considered, of any general meeting must be given specifying:
 - (i) the place, day and hour of the meeting;
 - (ii) the general nature of any business to be transacted at the meeting;
 - (iii) if a special resolution is to be proposed, the details of and intention to propose it;
 - (iv) if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
 - (v) any other information required by the Associations Act.
- (b) The accidental omission to give notice of any general meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.
- (c) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting, except in the case of an annual general meeting, business which may be transacted pursuant to **clause 31(d)**.
- (d) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

34 Procedure and quorum of general meetings

- (a) No item of business shall be transacted at a general meeting unless a quorum of persons entitled to vote is present during the time the meeting is considering that item.
- (b) When present in person, ten (10) Voting Members entitled to vote at a general meeting or five per cent (5%) of the total number of Voting Members so entitled, whichever is the greater, constitute a quorum for the transaction of the business of a general meeting.
- (c) If within thirty (30) minutes after the appointed time for the commencement of a general meeting a quorum is not present:
 - (i) the meeting, if convened upon the requisition of Voting Members, shall be dissolved; and
 - (ii) in any other case:
 - (A) shall stand adjourned to the same day in the following week at the same time and the same place or to such other day, time and place as the Board may by notice to the Members appoint; and
 - (B) if at such adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the commencement of the meeting, the Voting Members present (being not less than five) shall constitute a quorum.

35 Chair

- (a) The President will be the Chair for all general meetings.
- (b) Where a general meeting is held and the President is:
 - (i) unable or unwilling to act as Chair; or
 - (ii) not present within fifteen (15) minutes after the time appointed for the holding of the meeting,then the following person will be Chair in lieu of the President in the order of availability set out below:
 - (iii) Vice-President;
 - (iv) Secretary;
 - (v) another Board Member chosen by the Board Members by two-thirds majority, or if their number is not three or a multiple of three, then the nearest number to two-thirds; and
 - (vi) a Voting Member chosen by a majority of the Voting Members present.
- (c) The rulings of the Chair of a general meeting on all matters relating to the order of business, procedure and conduct of the meeting shall be final and no motion of dissent from such rulings shall be accepted.

36 Adjournment

- (a) The Chair at a general meeting at which a quorum is present may, with the consent of the majority of persons entitled to vote, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a general meeting is adjourned for 14 days or more, the Secretary shall give notice of the adjourned meeting to each Member in the manner specified in **clause 33(a)**.
- (c) Except as provided in **clauses 36(a)** and **36(b)**, notice of the adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

37 Making of decisions

- (a) A question arising at a general meeting may be determined on a show of hands unless a poll is demanded by:
 - (i) the Chair of the meeting; or
 - (ii) at least two (2) Voting Members present.
- (b) Before a vote on a resolution is taken, the Chair must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- (c) If any question is determined on a show of hands, unless before the declaration of the show of hands a poll is demanded, a declaration by the Chair of the result of the vote and an entry to that effect in the minutes of the Association, which has been signed by the Chair of the meeting or the next succeeding meeting is evidence of that fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

38 Polls

- (a) A poll may be demanded:
 - (i) before a vote on a resolution is taken;
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.
- (b) If a poll is demanded it must be taken in such manner and at such time and place as the Chair of the meeting directs subject to **clause 38(e)**.
- (c) The result of the poll shall be taken to be the resolution of the meeting at which the poll was demanded.
- (d) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- (e) A poll demanded on the election of a Chair or any question of adjournment of the meeting must be taken immediately.

- (f) The demand for a poll may be withdrawn.

39 Voting

- (a) A Voting Member has one (1) vote, both on a show of hands and a poll.
- (b) In the case of an equality of votes at a general meeting, the Chair at the time is entitled to exercise a second or casting vote and if that person shall not do so, the question shall be lost.

PART VI - FINANCE

40 Source of funds

- (a) The funds of the Association shall be derived from joining fees, annual Membership fees, donations, grants and service funding agreements.
- (b) Subject to any resolution passed by the Association in general meeting and subject to Section 114 of the Associations Act, the Board may resolve to accept funds from other sources from time to time.

41 Management of funds

41.1 Income and Property

- (a) The income and property of the Association will only be applied towards the promotion of the Objects.
- (b) No income or property of the Association will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member of the Association.
- (c) However, nothing in this Constitution will prevent the payment in good faith to any employee or Member of the Association:
 - (i) in return for services rendered to the Association or goods supplied in the ordinary and usual course of business to the Association;
 - (ii) of interest at a rate not exceeding current bank overdraft rates of interest for money lent to the Association;
 - (iii) of reasonable and proper rent for premises leased by any Member to the Association; or
 - (iv) reimbursement of reasonable expenses actually incurred on behalf of the Association or in carrying on the affairs of the Association.

41.2 Remuneration of Board Members

No payment shall be made to any Board Member (except any executive Board Member in their capacity as an employee of the Association) other than the payment:

- (a) of out of pocket expenses incurred by the Board Member in the performance of any duty as a Board Member where the amount payable does not exceed an amount previously approved by the Board; and
- (b) for any service rendered to the Association by the Board Member in a professional or technical capacity, other than in the capacity as Board Member, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable for the service.

41.1 Management of funds

- (a) All money received by the Association shall be deposited as soon as practicable to the credit of a bank account of the Association.
- (b) All cheques and other negotiable instruments shall be signed by two Board Members or employees of the Association, being Board Members or employees authorised to do so by the Board in writing.
- (c) The Board shall make directions:
 - (i) sufficient to ensure compliance by the Association with Part V of the Associations Act;
 - (ii) prescribing policies and procedures for the control and authorisation of expenditures for the purposes of the Association including the use and control of petty cash, credit cards, and charge accounts by employees and Office- Bearers; and
 - (iii) such other directions as it deems necessary to ensure compliance with sound accounting and financial management practice in the affairs of the Association.

41.2 Audits

The Board shall:

- (a) cause true accounts and other records to be kept in accordance with the Associations Act, the ACNC Act and the ACNC Regulation;
- (b) if required by the ACNC Act and the ACNC Regulation, prepare and distribute copies of the financial reports of the Association and a Board report;
- (c) if required by the Associations Act, cause the financial records to be audited by a properly qualified auditor in accordance with Part V of the Associations Act; and
- (d) where required by the ACNC Act to cause the financial records to be audited, ensure that the auditor referred to in **clause 41.2(c)** also satisfies the ACNC Act's requirements that the auditor be a properly qualified auditor or other entity authorised by the ACNC Act; and
- (e) in the event that the Associations Act and the ACNC Act no longer require the Association to have its financial records audited, but require the accounts to be reviewed, cause the financial records to be reviewed by a properly qualified auditor or other entity authorised by the ACNC Act.

42 Financial year

The financial year of the Association shall begin on 1 July in each year and shall end on 30 June the following year.

PART VII - MISCELLANEOUS

43 Alteration of Objects and rules

Neither the Objects of the Association nor this Constitution may be altered except in accordance with the Associations Act.

44 Common seal

- (a) The common seal of the Association shall be in the custody of the Secretary or other person authorised by the Board.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of two Board Members.

45 Custody and Inspection of books

- (a) Subject to the Associations Act, the Associations Regulations and this Constitution, the Secretary or other person so authorised by the Board shall keep in his or her custody or under his or her control all records, books, and other documents of the Association.
- (b) In accordance with the Associations Act, the Association shall make the records, books, and other documents of the Association available for inspection by Members at reasonable times, at the address of the Public Officer of the Association, at the Office or at another place in the ACT nominated by the Board.

46 Retention of records

In addition to any requirement of the Law or any other law for the retention of books, the following documents shall be retained in the custody of the Secretary or other Board Member or Board Members authorised by the Board for the purpose for not less than two years:

- (a) in the case of any person accepted for Membership, documents recording:
 - (i) the nomination of the person for Membership;
 - (ii) the acceptance of nomination by that person; and
 - (iii) the approval by the Board of the nomination;
- (b) with respect to any election of Board Members:
 - (i) nomination forms;
 - (ii) ballot papers; and

- (iii) lists of voters marked off in the distribution of ballot papers;
- (c) minutes of Board meetings and general meetings; and
- (d) any documents relating to disclosure by Board Members of material personal interests in accordance with section 65 of the Act; and

for not less than six years, documents relating to the resignation, disciplining or expulsion of any Member;

47 Inspection of Register of Members

- (a) In accordance with the Associations Act, the Association shall make the Register of Members available for inspection by Members at reasonable times, at the address of the Public Officer of the Association, at the Office or at another place in the ACT nominated by the Board.
- (b) The place at which the Register of Members shall be available for inspection shall be published in each annual return of the Association.
- (c) A Member may request in writing to the Public Officer that the personal information of the Member, which is stored on the Register of Members, be restricted so that only the Public Officer is permitted to access the personal information.
- (d) In considering a request by a Member in accordance with **clause 47(c)**, the Board must accept such a request if it is satisfied that there are special circumstances to justify doing so, otherwise the Board must refuse the request and notify the member in writing of its reasons for refusal.
- (e) If the Board accepts a request made in accordance with **clause 47(c)**, access to the personal information of the Member stored in the Register of Members must be restricted to only the Public Officer.
- (f) If the Board refuses a request made in accordance with **clause 47(c)**, the personal information of the member stored in the Register of Members, must not be disclosed for a period of 28 days after the Board has provided written notice to the Member of the refusal.

48 Member Access to Documents

- (a) In accordance with the Associations Act, the Association shall, on request of a Member, provide that member with:
 - (i) a copy of the current statement of the objects of the Association;
 - (ii) a copy of the rules of the association currently in force;
 - (iii) a copy of the deeds of trust relevant to the Association;
 - (iv) a summary of the minutes of a meeting of the Board.(each a **Member Accessible Document**).
- (b) Prior to making any documents available to a Member, the Board may, at its discretion, require the member to state the purpose for requiring a Member Accessible Document.

- (c) In accordance with the Associations Act, the Board may refuse access to a Member Accessible Document if satisfied that allowing access would be prejudicial to the interests of the Association.
- (d) The Board may make policies in accordance with **clause 16(d)** which specifies:
 - (i) the process a Member must follow to request a Member Accessible Document;
 - (ii) the fee payable by a Member for each copy of a Member Accessible Document; and
 - (iii) the circumstances in which access to a member Accessible Document will be allowed or restricted

49 Service of notices

49.1 Service on Members

- (a) A notice may be given by the Association to any Member by:
 - (i) serving it on the Member personally;
 - (ii) sending it by post to the Member or leaving it at the Member's address shown in the Register of Members or otherwise the address supplied by the Member to the Association for the giving of notices; or
 - (iii) sending it to the electronic address supplied by the Member to the Association for the giving of notices.
- (b) Any Member who has not left at or sent to the Office his or her place of address for inclusion in the Register of Members as the place at which notices may be given to the Member shall not be entitled to receive any notice.
- (c) Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and shall be deemed to have been effected on the day after the date of posting. Service of a notice to a Member outside Australia shall be deemed to have been made in the ordinary course of the post.
- (d) Where a notice is sent by electronic means, service of the notice shall be taken to be effected by properly addressing and sending the notice and in such case shall be taken to have been effected on the business day after it is sent.
- (e) A notice may be given by the Association to the persons entitled to a share in consequence of the death, lunacy or bankruptcy of a Member by:
 - (i) service on the Member personally;
 - (ii) sending it by post addressed to the person by name or by the title of the representative of the deceased or lunatic or the assignee of the bankrupt or by any like description at the address, if any, supplied for the purpose by the person claiming to be entitled;
 - (iii) by giving the notice in any manner in which the same might have been given if the death, lunacy or bankruptcy had not occurred.

- (f) Evidence of service of a notice may be established by proving that the envelope containing the notice and stamped appropriately was properly posted and a certificate given by any officer of the Association to that effect shall be conclusive evidence of service.

49.2 Service on Office-Bearers or employees

Where it is required by this Constitution or a direction made under this Constitution that a document be delivered to an Office-Bearer or employee of the Association, it shall be sufficient that the document is:

- (a) handed to the person to whom it is required to be delivered;
- (b) lodged, addressed to that person, at the Office during ordinary hours of business; or
- (c) sent in the manner specified in **clause 49.1**, addressed to that person at the postal address of the Association.

50 INDEMNITY

50.1 Indemnity of Officers

- (a) This **clause 50** applies to every person who is or has been:
 - (i) a Board Member or Public Officer of the Association;
 - (ii) an auditor appointed by the Association; or
 - (iii) a committee member, or working group member of the Association.
- (b) Each person referred to in **clause 50.1(a)** is referred to as an **Indemnified Officer** for the purposes of this **clause 50**.
- (c) The Association will indemnify each Indemnified Officer out of the property of the Association against:
 - (i) every liability that the Indemnified Officer incurs as an officer of the Association; and
 - (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved as an officer of the Association, unless:
 - (iii) the Association is forbidden by the Law, by any other law of the Commonwealth or the Australian Capital Territory, to indemnify the person against the liability or legal costs; or
 - (iv) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by the Law, by any other law of the Commonwealth or the Australian Capital Territory.

50.2 Insurance

The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability that the Indemnified Officer incurs as an officer of the Association or of a related body corporate of the Association including a liability for legal costs, unless:

- (a) the Association is forbidden by the Law, by any other law of the Commonwealth or the Australian Capital Territory to pay or agree to pay the premium; or
- (b) the contract would, if the Association paid the premium, be made void by the Law, by any other law of the Commonwealth or the Australian Capital Territory.

51 Surplus property on winding up

- (a) In accordance with subsection 92(2) of the Associations Act, if any surplus remains following the winding up of the Association, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another institution or corporation which has:
 - (i) objects which are similar to the Objects;
 - (ii) a constitution which requires its income and property to be applied in promoting its objects;
 - (iii) a constitution which prohibits it from paying or distributing its income and property amongst its Members to an extent at least as great as imposed on the Association by **clause 41**; and
 - (iv) in accordance with the ACNC Act, which is endorsed as a DGR.
- (b) The Association shall pass a special resolution nominating another association for the purposes of **clause 51(a)** in accordance with subsection 92(1)(a) of the Associations Act.
- (c) In the event that the Association ever has its endorsement as a DGR revoked, the Association must transfer all remaining gifts, deductible contributions and any money received in respect of such gifts and contributions to another DGR, such DGR to be determined by the Board, or failing the Board, the Members, and failing such determination being made by either the Board or the Members, by application to the ACT Supreme Court for determination.

52 Transitional provisions

The person previously appointed by the Board as Executive Director we be deemed duly appointed as Principal Employee pursuant to **clause 16(a)(iii)**, from the end of the 2019 annual general meeting following which this clauses will have no further effect.

Schedule 1 Application for Membership of Association

Meridian Incorporated

Your details

(Please print your name and address)

Name: _____

Address: _____

City: _____

State: _____

Postcode: _____

Telephone: _____

Email address: _____

I apply to become a Member of the above named Incorporated Association. In the event of my admission as a Member, I agree to be bound by the Constitution of the Association as may be amended from time to time.

I wish to be a Member of the following class of Membership:

- | | | |
|-----|-----------------------------------|--------------------------|
| (a) | General Member | <input type="checkbox"/> |
| (b) | Volunteer Member | <input type="checkbox"/> |
| (c) | Concession Member | <input type="checkbox"/> |
| (d) | Corporate (not-for-profit) Member | <input type="checkbox"/> |
| (e) | Corporate (for-profit) Member | <input type="checkbox"/> |

.....
Name of applicant

(Please print)

.....
Date: