

**CONSTITUTION
OF
THE VICTORIAN RECREATIONAL FISHING PEAK BODY
(VRFish)
ACN 068 111 624
Company Limited by Guarantee**

Incorporated on 7 February 1995

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CONSTITUTION OF THE VICTORIAN RECREATIONAL FISHING PEAK BODY

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**CONSTITUTION OF VICTORIAN RECREATIONAL FISHING PEAK BODY
COMPANY LIMITED BY GUARANTEE**

1. DEFINITIONS

In this Constitution, the terms and words set out in this clause shall have the following meanings unless otherwise indicated by the context:

- 1.1. **"Act"** means the Corporations Act 2001 (Cth);
- 1.2. **"Annual General Meeting"** means the Annual General Meeting of the Members;
- 1.3. **"Board"** means the governing group of the Peak Body;
- 1.4. **"Board Members"** means those elected or appointed to the Board pursuant to this Constitution
- 1.5. **"Books"** includes any Register or record of other information and any accounts or accounting records, however compiled, recorded or stored;
- 1.6. **"Chairperson"** means the Board Member elected or appointed to the position of Chairperson pursuant to this Constitution;
- 1.7. **"Classes of Membership"** means the classes of Membership of the Peak Body outlined in clause 4.1;
- 1.8. **"Commercial Fishing"** means the harvest of fish or seafood with the main purpose of marketing it;
- 1.9. **"Constitution"** means this Constitution as originally adopted or as from time to time duly added to or amended;
- 1.10. **"Deputy Chairperson"** means the Board Member elected to the position of Deputy Chairperson pursuant to this Constitution;
- 1.11. **"Executive Officer"** means the person appointed as the Executive Officer of the Peak Body pursuant to this Constitution;
- 1.12. **"Financial Year"** means 1 July in any year to 30 June in the following year;
- 1.13. **"General Meeting"** means a meeting of the Members and includes Special General Meetings and Annual General Meetings;
- 1.14. **"Members"** means any organisations or individuals eligible to be a member of the Peak Body as defined by the Classes of Membership pursuant to this Constitution, and who applies, is accepted and agrees to be a member;
- 1.15. **"Membership"** means having been approved as a member of the Peak Body;
- 1.16. **"Officer"** means any officer of the Peak Body, including a Board Member or officer of any committee;
- 1.17. **"Ordinary Resolution"** means a resolution passed by more than 50% of:
 - 1.17.1. all members who are entitled to vote at a General Meeting; or
 - 1.17.2. Board Members in a Board meeting;and who do vote in person, electronically or other means deemed appropriate by the Board from time to time;

- 1.18. **“Peak Body”** means the Victorian Recreational Fishing Peak Body ACN 068 111 624;
- 1.19. **“Recreational Fisher”** is an individual who is involved in or participates in Recreational Fishing;
- 1.20. **“Recreational Fishing”** means all forms of fishing in Victoria excluding Commercial Fishing and Traditional Customary Fishing;
- 1.21. **“Recreational Fishing Community”** means all persons, corporations, associations, bodies or organisations in Victoria involved in, participating in or interested in Recreational Fishing;
- 1.22. **“Recreational Fishing Association and Foundation Member ”** means a Recreational Fishing organisation incorporated in Victoria, which:
- 1.22.1. has a membership comprising of affiliated Recreational Fishing Clubs; and
 - 1.22.2. has and continues to have objects similar to objects that do not conflict with the objects of the Peak Body;
- 1.23. **“Recreational Fishing Club”** means a Recreational Fishing organisation incorporated in Victoria which has as its members Recreational Fishers and has, and continues to have, purposes similar to objects that do not conflict with the purposes of the Peak Body;
- 1.24. **“Register”** means the Register of Members;
- 1.25. **“Returning Officer”** means the Officer appointed to act as returning officer for Board elections;
- 1.26. **“Secretary”** means any person appointed to perform the duties of a secretary of the Peak Body;
- 1.27. **“Special General Meeting”** means a special general meeting of Members to discuss the matter/s for which the meeting was called;
- 1.28. **“Special Resolution”** means a resolution passed by not less than 75% of all members who are entitled to vote at a General Meeting and who do vote in person, electronically or other means deemed appropriate by the Board from time to time; and
- 1.29. **“Traditional Customary Fishing”** means fishing in accordance with relevant indigenous laws and customs for the purpose of the satisfying personal, domestic or non-commercial communal needs.

2. INTERPRETATION

In this Constitution:

- 2.1. The singular includes the plural and the plural includes the singular.
- 2.2. A reference to a gender includes a reference to each other gender.
- 2.3. A reference to a person includes a reference to a firm, corporation or other corporate body.
- 2.4. A reference to a statute shall include any statutes amending, consolidating or replacing the statute and any regulations made under such statutes.
- 2.5. All headings are for ease of reference only and shall not be taken into account in the construction or interpretation of this Constitution.
- 2.6. Unless the context otherwise requires, expressions appearing in this Constitution and defined in the Act shall have the same meaning as defined in the Act.

2.7. If any doubt shall arise as to the proper construction or meaning of any of this or of any rules made under this Constitution, the decision of the Board as to the proper construction shall be final and conclusive provided the decision of the Board is produced in writing and recorded in the minutes.

2.8. Reading of Constitution with the Act

2.8.1. The replaceable rules contained in the Act will not apply to the Peak Body to the extent that they conflict with any provision of this Constitution.

2.8.2. The Act overrides any clause in this Constitution which is inconsistent with the Act.

2.8.3. A word or expression that is defined in the Act, or used in the Act and covering the same subject, has the same meaning as in this Constitution.

3. STATEMENT OF PURPOSES

3.1. The purposes for which the Peak Body is established are to:

3.1.1. encourage, develop and promote Recreational Fishing in Victoria;

3.1.2. represent and advocate the interests and rights of members and Recreational Fishers on any issues affecting the participation, development, quality and sustainability of Recreational Fishing;

3.1.3. educate and engage the Recreational Fishing Community on sustainable Recreational Fishing, adoption of ethical and best practices, safety and any other issues or matters that affect Recreational Fishing;

3.1.4. provide membership support, coordination, advocacy and representation, and research and policy development services for all Recreational Fishers;

3.1.5. facilitate, assist and lead research that supports Recreational Fishing access, improved habitat and water quality;

3.1.6. encourage and support Recreational Fishers to participate in and lead activities that benefits Recreational Fishing;

3.1.7. maintain a high level of liaison and co-operation as may be necessary for the fulfilment of the other objects of the Peak Body with National and State Government departments, agencies and authorities and with other organisations;

3.1.8. encourage community health and welfare by ensuring Recreational Fishing is accessible to all;

3.1.9. recognise the heritage, culture and contribution of our nation's first people, and to give practical support to the issue of indigenous reconciliation through Recreational Fishing;

3.1.10. facilitate co-operation between members of the Peak Body and external organisations, bodies and individuals;

3.1.11. encourage membership of Recreational Fishing clubs and associations and encourage networking to lead activities that benefit Recreational Fishing; and

3.1.12. implement activities for the mutual and collective benefit of the all Recreational Fishers.

3.2. The purposes of the Peak Body outlined in clause 3.1 are collectively referred to as the "Purposes".

3.3. The Peak Body undertakes to do everything practically and reasonably necessary for the advancement of these Purposes.

4. MEMBERSHIP

4.1. Classes of Membership

4.1.1. Those who shall be eligible for Membership are made up of individuals, families and organisations that support the Purposes and agree to comply with the rules of the Peak Body outlined in this Constitution. Members are entitled to any benefits of membership prescribed to apply to their class of Membership.

4.1.2. The Classes of Membership are as follows:

4.1.2.1. Adult Members Individual members aged 16 years or above.

4.1.2.2. Adult Financial Members

4.1.2.3. Junior Members under the age of 16 years.

4.1.2.4. Family Members, family members including their children.

4.1.2.5 Life Members

4.1.2.5.1. Life Membership is the highest honour which can be bestowed by the Peak Body for longstanding and valued service to Recreational Fishing in Victoria.

4.1.2.5.2. On the nomination of the Board or a Member, any individual may be elected as a Life Member by Special Resolution.

4.1.2.5.3. Nominations for Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.

4.1.2.5.4. The Board shall adopt a Policy outlining the required criteria to be met by individuals to be considered for Life Membership.

4.1.2.6. Recreational Fishing Club Members

Recreational Fishing Clubs with aligned Purposes to the Peak Body.

4.1.2.7. Recreational Fishing Association Members

Recreational Fishing Associations with aligned purposes to the Peak Body.

4.1.2.8. Foundation Members

4.1.2.9. Affiliate Members

Not for profit organisations that have aligned and supporting Purposes to those of the Peak Body.

4.1.2.10. Corporate Members

For profit organisations that supply goods or services to the Recreational Fishing Community.

4.1.3. The Board has the power from time to time to create new Classes of Membership, provided that any new Class of Membership established by the Board cannot be granted voting rights without the approval of the Members in a General Meeting.

4.2. Admission to Membership

An entity will become a Member, and the Board will direct the Secretary to record their name in the Register kept by the Peak Body, only upon meeting the criteria applicable to the relevant Class of Membership set out in this Constitution and, in respect of all Members, provided the Member has signed an application, which is accepted by the Peak Body, and the Member undertakes to:

4.2.1. be bound by this Constitution, the statutes and regulations and the by-laws of the Peak Body (including by-laws specific to the relevant category of Membership);

4.2.2. pay the membership fees determined to apply to the Member under clause 5; and

4.2.3. support the Peak Body in the achievement of its Purposes.

4.3. Acceptance of Membership

The Peak Body will acknowledge acceptance of Membership or will inform the applicant of the reason for denial of Membership within seven (7) working days of the applicant's application for Membership.

4.4. Effect of Membership

4.4.1. All Members other than Junior Members, shall have the right to receive notice of General Meetings and to be present, debate and vote at General Meetings.

4.4.2. Recreational Fishing Clubs, Recreational Fishing Associations, Affiliate Members and Corporate Members shall have the right to receive notice of Annual General and to be present and debate and each have one vote per organisation at Annual General Meetings.

4.4.3. All Recreational Fishing Foundation Members Organisations shall have the right to have two (2) Delegates and have the right to receive notice of Annual General Meetings and be present and debate and each Delegate have one (1) vote representing their Organisation at Annual General Meetings.

4.4.4. Recreational Fishing Clubs and Recreational Fishing Associations have access to the Member registration system.

4.5. Liability of Members

4.5.1. The liability of the Members is limited.

4.5.2. Every Member of the Peak Body undertakes to contribute to the assets of the Peak Body, in the event of the same being wound up while they are a Member, or within one year after they cease to be a Member, for payment of the debts and liabilities of the Peak Body contracted before they cease to be a Member, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding twenty (20) dollars.

5. MEMBERSHIP FEES

5.1. The Membership fee for each Class of Membership (**Membership Fee**) will be determined by the Board. Membership Fees must be paid in full for any person to be eligible to the rights conferred by their Class of Membership.

5.2. Membership will be renewable annually and shall fall due on the anniversary of the date the Member joined.

5.3. The rights of a Member (including the right to vote) who has not paid the set Membership Fee by the due date are suspended until the fee is paid.

6. RESIGNATION OF MEMBERSHIP

Any Member who wishes to resign shall give notice in writing and the resignation shall take effect upon acknowledgement from the Peak Body or automatically following 14 days after the submission of a notice.

7. DISCIPLINE OF MEMBER

7.1. Reprimand

The Board, as it sees fit, may reprimand a Member if in the opinion of the Board, the Member has:

- 7.1.1. refused or neglected to comply with this Constitution; or
- 7.1.2. been guilty of conduct unbecoming or prejudicial to the interests of the Peak Body.

7.2. Suspension or Forfeiture

The Board, as it sees fit, may suspend a Member or declare the Member's Membership forfeited if:

- 7.2.1. the Member has refused or neglected to comply with the Constitution;
- 7.2.2. the Member has been guilty of conduct unbecoming or prejudicial to the interests of the Peak Body;
- 7.2.3. the Member has failed to maintain the eligibility requirements for that Class of Member set out in this Constitution;

7.3. Forfeiture

The Board shall declare the Membership of any Member forfeited if the Member:

- 7.3.1. has committed an indictable offence; or
- 7.3.2. who is an individual, becomes of unsound mind or is liable to be dealt with in any way under the law relating to mental health.

7.4. Exercise of Powers

- 7.4.1. The powers conferred on the Board by this Constitution shall not be exercised until a meeting of the Board has been held and an Ordinary Resolution passed by it.
- 7.4.2. The proceedings of meetings held pursuant to conditions of this Constitution shall be conducted in such a manner as the Board may at any time determine.

7.5. Right of Appeal Against Forfeiture

Where the Board passes a resolution pursuant to this Constitution, it shall as soon as practicable serve on the Member a notice in writing:

7.5.1. setting out the resolution of the Board and the grounds on which it is based; and

7.5.2. informing the Member that the Member may appeal to a General or Special Meeting upon giving the Peak Body notice in writing within 21 days after the date of service of the notice.

7.6. Referral of Appeal to General or Special General Meeting

Where the Peak Body receives a notice of appeal under the terms laid out in this Constitution, the Board shall refer the appeal to the next General or Special General Meeting occurring at least 28 days after the date on which the Peak Body receives the notice of appeal.

7.7. Appeal to be Voted Upon by Members

At the General Meeting:

7.7.1. the Board may place before the General Meeting details of the grounds for the resolution and the reasons for the passing of the resolution;

7.7.2. the Member shall be given an opportunity to be heard;

7.7.3. the Members present shall vote by secret ballot on the question as to whether the resolution should be confirmed or revoked;

7.7.4. if a majority of the Members vote in favour of the confirmation of the resolution, the resolution is confirmed and, in any other case, the resolution is revoked.

7.8. Removal of Member from Register

When a Member ceases to be a Member or a Member's Membership is forfeited, the Member's name shall be removed from the Register.

7.9. Re-admission

No Member who has ceased to be a Member shall be eligible to apply for re-admission unless the former Member:

7.9.1. meets the eligibility requirements set out in this Constitution;

7.9.2. has agreed to be bound by the provision of this Constitution; and

7.9.3. is approved by the Board.

8. REGISTER

8.1. Maintenance of Register

The Peak Body shall maintain the Register.

8.2. Contents of Register

The Register shall set out the status of each Member and shall contain such further particulars as the Board may at any time prescribe.

8.3. Changes to the Register

No name or designation except the names and designations of those already on the Register shall be entered, removed or changed on the Register except with the authority of the Board.

8.4. Information for the Register

Each Member shall furnish the appointed Officer with all required information to enable that Officer to compile and maintain the Register.

8.5. Inspection of the Register

Any Member shall have the right to inspect the Register at any time during normal business hours within the limitations of the Privacy Act 1988 (Cth).

9. GENERAL MEETINGS

9.1. Annual General Meeting

The Annual General Meeting shall be held once in every year, not later than five (5) months after the end of the Financial Year at a time and place in Victoria that the Board determines.

9.2. Special Meetings

9.2.1. The Board may, whenever it thinks fit, convene a Special Meeting.

9.2.2. The Board, within 21 days of the receipt of a request in writing, signed by not less than 20 of the Members entitled to vote stating the object and purpose of the meeting, must convene a Special Meeting to be held at the place and time which the Board determines.

9.2.3. If the Board fails within the time specified in this Constitution to convene a Special Meeting, the Members signing the request may convene a Special Meeting in Melbourne, Victoria.

9.2.4. Business transacted at a Special Meeting requiring a vote shall be by way of an Ordinary Resolution.

9.3. Motion Brought By Member before the Annual General Meeting

9.3.1. Any Member intending to bring any motion or business before the Annual General Meeting which does not relate to the ordinary business of the Peak Body shall give notice in writing of their intention to the Board not less than 21 days before the day of the meeting.

9.3.2. No motion or business other than the motion or business brought before the Annual General Meeting by the Board shall come before the Annual General Meeting unless the proper notice of the 14 motion or business by the Member pursuant to the terms of this Constitution has been given.

10. NOTICES OF GENERAL MEETINGS

10.1. Period of Notice

Not less than 28 clear days' written notice of a General Meeting specifying the time and place in Victoria of the General Meeting and the general nature of the business to be dealt with at that General Meeting shall be given to the Members.

10.2. Service of Notice

All notices of General Meeting can be served either:

10.2.1. by sending the notice by post addressed to the Members at the address set out in the Register or to the Member's known place of business; or

10.2.2. by electronic means.

10.3. Deeming of Service of Notice

A notice sent shall be deemed to be served on the date following that on which the notice is posted or electronically transmitted.

10.4. Accidental Omission of Giving Notice

The accidental omission to give such notice of General Meeting to any of the Members shall not invalidate any resolution passed at any such General Meeting.

11. PROCEEDINGS AT GENERAL MEETINGS

11.1. Business of Annual General Meeting

The business of an Annual General Meeting shall be:

- 11.1.1. to receive and consider the annual report of the Peak Body;
- 11.1.2. to receive and consider the statement of income and expenditure, the balance sheet and report of the Peak Body Board for the past year;
- 11.1.3. to receive and consider any other business any Member brings before the Annual General Meeting in accordance with the procedure set out in this constitution;
- 11.1.4. to appoint an auditor;
- 11.1.5. to elect Board Members of the Peak body; and
- 11.1.6. any other business which may be lawfully transacted at the Annual General Meeting.

11.2. Quorum

- 11.2.1. A quorum for a General Meeting shall consist of not less than 20 Members present in person or via use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other, and;
 - 11.2.1.1. those Members are entitled to vote; and
 - 11.2.1.2. no business shall be transacted at any General Meeting unless a quorum is present.
- 11.2.2. If a quorum is not present within an hour of the time appointed for any Special General Meeting, the Meeting shall be dissolved.
- 11.2.3. If a quorum is not present within an hour of the time appointed for any Annual General Meeting convened by the Board, the General Meeting shall be adjourned by the person appointed to be Chairperson to some date not more than 14 days later at a time and place appointed.

11.3. Chairperson of General Meetings

The Chairperson of a General Meeting shall be the Chairperson, or in the absence of the Chairperson, the Deputy Chairperson or another Board Member appointed by the Members present in person and entitled to vote.

11.4. Voting at General Meetings

11.4.1. Each motion submitted to a General Meeting shall be decided in the first instance by a show of hands.

11.4.2. In the case of an equality of votes, the Chairperson shall on a show of hands and at a poll have a casting vote in addition to the Chairperson's deliberative vote.

11.5. Record of Motions

At any General Meeting, unless a poll is demanded by the Chairperson or at least 5% Members present, a declaration is to be made by the Chairperson that a resolution has been carried by a particular majority or lost or not carried by a particular majority. An entry to that effect into the minutes of the General Meeting shall be conclusive evidence in favour of or against such resolution.

11.6 Poll

If a poll is demanded:

11.6.1. the poll shall be taken in such a manner either after an interval or adjournment or otherwise;

11.6.2. the result of the poll shall be deemed to be the resolution of the Members at the General Meeting.

11.6.3. the demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded; and

11.6.4. the demand for a poll may be withdrawn.

11.7. Adjournment of Meeting

If at any General Meeting the whole of the business before the General Meeting is not completed, the Chairperson may with the consent of the General Meeting adjourn it to any other time and place.

12. VOTES OF MEMBERS

12.1. Votes at a General Meeting

12.1.1. On a show of hands and upon a poll of every Member present in person, electronic means or by proxy, every Member entitled to vote shall have one vote.

12.1.2. On a poll by way of postal vote, every Member entitled to vote shall have one vote.

12.1.3. Votes may be given in person, by electronic means or by proxy.

12.2. Voting by Proxy

12.2.1. A proxy, who may be a Member or not, shall be appointed in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing.

12.2.2. An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote in a resolution except as specified in the instrument.

12.2.3. An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll;

12.2.4. An instrument appointing a proxy shall be in a form that is determined by the Peak Body.

12.2.5. An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or is a notarially certified copy of that power or authority, is or are deposited, not less than 48 hours before the time for holding the General Meeting or the adjourned General Meeting at which the person named in the instrument proposes to vote. In the case of a poll, it will not be treated as valid unless, not less than 24 hours before the time appointed for the taking of the poll, it is deposited at the registered office of the Peak Body or at such other place in Victoria as is specified for that purpose in the notice convening the General Meeting.

12.2.6. A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the Member provided no intimation in writing of the death, unsoundness of mind or revocation has been received by the Peak Body at the registered office before the commencement of the General Meeting or adjourned General Meeting at which the instrument is used or the power is exercised.

13. THE BOARD

13.1. Creation of the Board

The affairs of the Peak Body shall be managed to the fullest extent permitted by law under the control of the Board.

13.2. Board Members

The Board shall comprise nine (9) Board Members inclusive of the Chairperson.

13.2.1. The membership of the Board must have 50% gender diversity. (4)

13.2.2. The membership of the Board is required to include cultural diversity.

13.3. Method of Election of Board Members

13.3.1. The Board will appoint three (3) Board Members and the remaining six (6) Board Members will be elected by the membership.

13.3.2. Subject to the requirements of electing or appointing Board Members set out in this clause 13.3, four (4) Board Members plus the Chairperson shall be elected or appointed at an Annual General Meeting followed by the election of four (4) Board Members at the subsequent Annual General Meeting.

13.3.3. At least two (2) months before the time fixed for holding the Annual General Meeting, notice shall be given to the Members of the Board positions that are to be filled at the next Annual General Meeting. The skill set sought shall be listed as well as the skill sets of those remaining on the Board.

13.3.4. The date upon which nominations for these positions are to close is a minimum of 28 days before the time fixed for the Annual General Meeting.

13.3.5. Each nomination of a candidate for election shall be in writing and signed by a Member entitled to vote for the candidate and contain the consent of the candidate to act if elected.

13.3.6. Nominations must be in the hands of the Returning Officer on or before the date on which the nominations are to close.

13.3.7. Each candidate shall have the right to submit to the Returning Officer with a nomination a statement not exceeding 250 words detailing their expertise and the contribution they can bring to the Board.

13.3.8. If the number of candidates exceeds the positions on the Board, a paper and/or electronic ballot paper shall be created and it shall contain the name of each candidate, and a statement of the number of candidates to be elected to the Board. For the ballot:

13.3.8.1. each member voting shall place a number in the order of their preference, adjacent to every candidate's name; and

13.3.8.2. each candidate's numbers will be tallied and the candidates with the lowest tallies shall be declared elected to the Board based on how many candidates are required.

13.3.9. If the number of candidates is less than the number of positions on the Board, the Board shall appoint another Member to the Board at a Board meeting immediately following the Annual General Meeting. The Board Member appointed under this clause shall take office at the conclusion of the Board meeting.

13.3.10. At a convenient time before the date fixed for the Annual General Meeting, the Board shall appoint a Returning Officer.

13.3.11. Should an election be required for the position of Chairperson, the same voting or appointing method used to select the Board shall be used.

13.3.12. The Chairperson shall declare at the Annual General Meeting the results of the Elected Board Members and the three (3) appointed Board Positions that may include the Chairperson.

13.3.13. If the results of the election show an equality of votes for any position on the Board, there will be a secret ballot held at the Annual General Meeting in such usual and proper manner as the Chairperson directs until a result is achieved.

13.3.14. If the results of the election show an equality of votes for the position of Chairperson, there will be another ballot held until a result is achieved.

13.3.15. At the first meeting of the new Board, it shall elect a Deputy Chairperson from amongst their number.

13.4. Period of Office

The Board Members and Chairperson shall hold office from the conclusion of an Annual General Meeting for a period of two (2) years until the election at the Annual General Meeting according to their term and then shall be eligible for re-election for no longer than two (2) terms.

13.5. Replacement of Board Member at Special General Meeting

The Peak Body may, by Special Resolution of the Members, remove a Board Member at a Special General Meeting called for that purpose before the next Annual General Meeting and may by Ordinary Resolution elect a Member to replace the position of the removed Board Member until the next Annual General Meeting.

13.6. Vacation of Office of a Board Member

The office of a Board Member shall be vacated if the Board Member:

- 13.6.1. holds any office of profit with the Peak Body;
- 13.6.2. becomes insolvent or bankrupt or makes any arrangement or composition with the Board Member's creditors generally;
- 13.6.3. becomes prohibited from being a director of a company by reason for any order made under the Act;
- 13.6.4. becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health;
- 13.6.5. resigns from office by notice in writing to the Board;
- 13.6.6. ceases to be a Member;
- 13.6.7. is absent for more than three consecutive meetings of the Board held during that period; or
- 13.6.8. is directly or indirectly interested within the meaning of the Act in any contract with the Peak Body or participates in the profits of any contract with the Peak Body unless specifically allowed by the terms of this Constitution.

13.7. When Office of Board Member Not Vacated

A Board Member's office shall not be vacated by reason of that Board Member:

- 13.7.1. receiving reasonable and proper rent for premises demised and let to the Peak Body;
- 13.7.2. receiving interest on moneys lent to the Peak Body pursuant to this Constitution; or
- 13.7.3. being a member of any corporation, society or association which has entered into contracts or done work for the Peak Body if such corporation, society or association is among the class of Member Organisations referred to in this Constitution; and the Board Member shall have declared the nature of the interest in the manner required by the Act.

13.8. Conflicts of Interest

A Board Member shall not vote in respect of any contract in which that Board Member is interested or any matter arising out of such contract and if the Board Member does so vote then that vote shall not be counted.

13.9. Filling of Casual Vacancy

- 13.9.1. If a Board position is vacant and/or has been vacated, the Board may appoint another Member to fill the casual vacancy on the Board until the next Annual General Meeting.

13.9.2. The Board may continue to act during any vacancy on the Board provided that a quorum is present.

14. PROCEEDINGS OF THE BOARD

14.1. Frequency of Board Meetings

14.1.1. The Board shall meet not less than four (4) times in each year. One of such meetings shall be held as soon as practicable after the close of the Annual General Meeting in each year.

14.1.2. The Board can meet for the transaction of business at such times or places as it may from time to time by Ordinary Resolution determine in person or via electronic means.

14.2. Board Quorum

No business shall be transacted at a meeting of the Board unless a quorum of five (5) Board Members is present either in person or electronically.

14.3. Notice of a Board Meeting

14.3.1. At least 14 days notice shall be given to Board Members of meetings of the Board except in respect of matters considered by the Chairperson to be of an urgent nature. Meetings of the Board may be convened on such shorter notice as the Chairperson shall determine.

14.3.2. If the Chairperson calls an urgent meeting of the Board, such notice may be in writing, by electronic media or given verbally.

14.4. Chairperson of the Board

At every meeting of the Board, the Chairperson shall be the Chairperson but in the absence of the Chairperson, the Deputy Chairperson or the Board Members present shall appoint one of them to be Chairperson of the meeting.

14.5. Board Voting

Motions arising at any meeting are best decided by consensus however can be decided by an Ordinary Resolution and each Board Member present shall have one vote. The Chairperson shall not have a deliberative vote.

14.6. Written Resolution

A resolution in writing signed by all of the Board Members shall be valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Such resolution shall be entered in the minutes of the Board meeting and ratified by the Board at its next meeting.

14.7. Recording of Meetings of the Board

14.7.1. The Board shall enter into the Minutes of its meetings, meetings of its committees and of General Meetings the names of those present.

14.7.2. Until they have been confirmed by resolution, the minutes of any meeting shall be prima facie evidence of the transactions and decisions of that meeting.

14.7.3. When they have been confirmed by resolution, the minutes of any meeting shall, subject to this Constitution, be conclusive evidence of the transactions and decisions of that meeting.

14.7.4. Nothing in this Constitution shall be considered as in any way limiting the power of a meeting to correct any error in or omission from the minutes whether before or after they have been confirmed.

15. POWERS OF THE BOARD

15.1. Exercise of Powers

The Board may exercise all those powers of the Peak Body as are not, by the Act or by this Constitution, required to be exercised by the Members in General Meeting or otherwise.

15.2 Delegation of Peak Body Powers

15.2.1. The Board may delegate any of its powers, barring its fiduciary responsibilities, to an Officer or other committees consisting of such Members as it shall think fit and may at any time make such delegation.

15.2.2. Any committee formed pursuant to this Constitution shall, in exercise of its powers so delegated, conform to any rules that may at any time be imposed upon it by the Board.

15.2.3. If no rules have been made by the Board for a committee formed pursuant to this Constitution, the meetings and proceedings of the committee appointed shall be governed by provisions contained in this Constitution for regulating the meetings and proceedings of the Board as far as those provisions are applicable.

15.2.4. All acts done at any meeting of the Board or of a committee appointed by it or by any member of the Board or any member of a committee appointed by the Board shall be valid even if it is afterwards discovered that there was some defect in the appointment of the Board, the committee, the member of a committee or Board Member, or that any of them were disqualified, as if the Board Member or member of the committee had been duly appointed and was qualified to act.

15.2.5 The Board have authority to engage expertise, advisers as required to assist decision making in accordance with their management of the Peak Body business.

16. APPOINTMENT OF EXECUTIVE OFFICER

The Board shall have the power to appoint the Executive Officer to conduct the affairs of the Peak Body.

17. SECRETARY

The Secretary will be appointed by the Board for such term, at such remuneration and upon such conditions as the Board thinks fit, and any Secretary so appointed may be removed by them.

18. FUNDS

18.1. Receipt of Funds

All monies received on account of the Peak Body shall be paid into the account of the Peak Body.

18.2. Negotiable Instruments

All cheques, bills of exchange, promissory notes or other negotiable instruments can be accepted, made or drawn for on behalf of the Peak Body by any 2 persons appointed by the Board for that purpose.

19. ACCOUNTS AND INSPECTION OF RECORDS

19.1. Accounts

The Board shall cause proper accounting and other records to be kept, and also distribute copies of such to the Members as required by the Act.

19.2. Inspection of Books

The Board shall determine whether and to what extent and at what time and places and under what conditions the Books of the Peak Body or any of them will be opened to the inspection of Members other than the Board Members. A Member other than a Board Member shall not have the right to inspect any document of the Peak Body except as provided by law or authorised by the Board.

19.3. Appointment of Auditor

At least once annually, the accounts of the Peak Body shall be examined and reported by one or more auditors who shall be a person or firm appointed at the Annual General Meeting.

19.4. Period of Office of Auditor

19.4.1 An auditor shall hold office for a period of 12 months or until the auditor's successor has been appointed (whichever is the greater period) and an auditor shall be eligible for re-appointment.

19.4.2 A Board Member shall not be eligible for appointment as an auditor.

19.5 Casual Vacancy of Office of Auditor

The Board may fill any casual vacancy in the office of auditor but while any vacancy continues the surviving or continuing auditor or auditors (if any) may act as the sole auditor or auditors.

20. NOTICES

20.1. Notice to Members

Other than as previously outlined in this Constitution, a notice may be served by the Peak Body upon any Member either by serving the notice on the Member personally or by sending it by prepaid post or electronic media to the Member at the Member's address as shown in the Register or the address supplied by the Member to the Peak Body for the giving of notices to the Member.

20.2. Deeming of Notice

Other than as previously outlined in this Constitution, any notice given by the Peak Body shall be deemed to have been given:

20.2.1. if by prepaid post, on the day it would have been received in the normal course of post; and

20.2.2. if by electronic media, on the day of transmission.

20.3. Notices of General Meetings

20.3.1. Notices of General Meetings shall be given in the manner authorised by this Constitution to every Member and the auditor or auditors of the Peak Body.

20.3.2. No person other than the Members and the auditor or auditors shall be entitled to receive notices of General Meetings.

20.4. Signature of Notice

The signature of any notice to be given by the Peak Body may be written or electronically transferred.

21. INDEMNITY OF OFFICERS

21.1. Every Officer, past Officer and member acting for and on behalf of the Peak Body may be indemnified by the Peak Body to the fullest extent permitted by law, against a liability incurred by that person as an Officer of the Peak Body, including without limitation legal costs and expenses incurred in defending an action.

21.2. The Peak Body may pay the premium on a contract insuring a person who is or who has been an Officer or member of the Peak Body to the fullest extent permitted by law.

22. RULES

22.1. Power to Make Rules

The Members shall have full power to make rules consistent with this Constitution on all matters relating to:

22.1.1. the affairs of the Peak Body and the conduct or management of its business and of the business of all committees or otherwise for the purpose of carrying out its objects; and

22.1.2. the rights and obligations of Members.

22.2. Effect of Rules

All rules made and at any time in force shall be binding on the Members as if they formed part of this Constitution and shall have full effect accordingly provided that any rules so made may be rescinded or amended by Special Resolution of any General Meeting.

23. ALTERATION OF CONSTITUTION

23.1. This Constitution may be altered, rescinded or repealed by Special Resolution in a General Meeting.

23.2. After acceptance by the Members, all changes to this Constitution must be forwarded to the Australian Securities & Investment Commission.

23.3. Any and all changes to this Constitution must not change the basic principles wherein:

23.3.1. the Constitution prohibits the Peak Body making distribution to its members and paying fees to the Board and/or members; and

23.3.2. the Constitution requires the Board to approve all other payments the Peak Body makes to the Board.

24. WINDING-UP

If, on the winding up of the Peak Body, any property remains after the satisfaction of all the Peak Body's debts and liabilities, the Members must give and transfer the property to another organisation with similar purposes which is not carried on for the profit or gain of its members.