

## **CONSTITUTION**

### **FEDERATION OF COMMUNITY LEGAL CENTRES (VICTORIA) INC**

**FIRST CONSTITUTED: 12 OCTOBER 1983**

**REVISED: 28 OCTOBER 1998**

**REVISED: 25 FEBRUARY 2004**

**REVISED: 14 OCTOBER 2009**

**CONSTITUTION**  
**FEDERATION OF COMMUNITY LEGAL CENTRES (VICTORIA) INC**

**1. NAME**

The name of the association is the Federation of Community Legal Centres (Victoria) Inc.

**2. OBJECTIVES**

- 2.1. The objectives of the Federation are to provide for the relief of poverty, sickness, suffering, distress, misfortune, destitution or helplessness by the provision of legal and other services directly to the public and supporting and resourcing the work of community legal centres by one or more of the following means:
- (a) To be the peak contact and referral point for people seeking legal advice and assistance in Victoria from community legal centres, especially people who are subject to discrimination or disadvantage due to their economic circumstances, race, gender, disability, sexuality, age, religion, physical appearance, pregnancy, political belief, marital status, industrial activity or any other unspecified reason or otherwise unable to access conventional legal redress mechanisms or appropriate agencies;
  - (b) To conduct, and where possible involve the public in conducting policy, law reform, advice and community legal education work which seeks to produce a society which is just, fair and equitable in which people are fully aware of their legal rights and can exercise them, including a legal system which is accessible and operates in a way that recognizes the impact of disadvantage and contributes to just and humane outcomes;
  - (c) To give advice to the public concerning the operation of the current law and proposals for law reform and to promote and facilitate community awareness of the law and to encourage community participation in the legal process;
  - (d) To promote the development, funding and maintenance of community legal centres;
  - (e) To promote co-operation between Victorian community legal centres and their national counterparts;

- (f) To promote and facilitate equal opportunity and social justice in the law;
  - (g) To resource and support work of community legal centres in Victoria and encourage high standards of legal service delivery to disadvantaged members of society; and
  - (h) To represent the views of its Full Members.
- 2.2 The assets and income of the Federation will be applied solely in furtherance of the above-mentioned objectives and no portion will be distributed directly or indirectly to the Members of the Federation except as bona fide compensation for services rendered or expenses incurred on behalf of the Federation.

### **3. DEFINITIONS**

#### **3.1 In this Constitution:**

"Act" means the *Associations Incorporation Act 1981* (Vic);

"Associate Member" means an organisation or individual that becomes an associate member under clause 7 of this Constitution;

"Committee" means the Management Committee of the Federation;

"community" means a local or geographic community and/or community of interest;

"community legal centre" means an organisation which operates independently<sup>1</sup> from government, commercial and professional bodies and is:

- (a) not for profit, community based and has goals and priorities established in response to the geographic community and/or community of interest it aims to serve; and
- (b) aims to:
  - (i) provide legal and/or related services;
  - (ii) develop effective ways of informing its community members of their legal rights and responsibilities;
  - (iii) provide disadvantaged sections of the community and/or the public generally in public interest matters with access to legal and related information and/or services;
  - (iv) advocate for the development of laws, administrative practices and a legal justice system which are fair, just and accessible to all;

---

<sup>1</sup> This requirement does not preclude the organisation from having people from government, commercial or professional bodies on its Management Committee, or such people or the organisation themselves as Members.

- (v) develop and maintain close links with its community to ensure that areas of unmet need are detected and appropriate services developed; and
- (vi) develop, and continue to develop, management and operational structures which enable the involvement of the community or communities it aims to serve;

"Federation" means the Federation of Community Legal Centres (Victoria) Inc;

"Financial Year" means the year ending on June 30;

"Full Member" means a community legal centre that becomes a full member under clause 7 of this Constitution;

"Member" means a Full or Associate Member of the Federation;

"Members Meeting" means an Ordinary Members Meeting, Special General Meeting or Annual General Meeting under this Constitution;

"NACLC" means the National Association of Community Legal Centres;

"Professional Indemnity Insurance Scheme" means the professional indemnity insurance scheme administered by the NACLC for community legal centres in Australia; and

"Regulations" mean Regulations made under the Act.

If there is no Secretary of the Federation, then a reference to the "Secretary of the Federation" is a reference to the Public Officer of the Federation.

## **4. MEMBERSHIP**

### **Founding Members**

- 4.1 Any legal centre which at 27 May 1987 was a member of the unincorporated body known as the Federation of Community Legal Centres is a Member (except where such a Member ceases or has ceased to be a Member).
- 4.2 Membership of the Federation may be either full membership or associate membership.

### **Full membership**

- 4.3 Full membership of the Federation is open to community legal centres located in Victoria.

### **Associate membership**

- 4.4 Associate membership of the Federation is open to organisations or individuals that comply with the membership obligations in clause 5.2.

## **Transition from full to associate membership and the 2009 Constitution**

- 4.5. On adoption of this 2009 amended Constitution, all existing Members are deemed to be Full Members of the Federation, however the process in clauses 4.6 to 4.8 will apply to transition Members who do not meet the requirements of full membership to associate membership. This process may also be applied to any Member whose circumstances change so that they may no longer meet the criteria for full membership.
- 4.6. If the Committee believes that a Full Member does not meet the criteria for full membership, the Committee must, by resolution, recommend that the Member's membership be transitioned to associate membership. The Committee must give the Member a reasonable opportunity to be heard prior to the resolution being decided.
- 4.7. The next Members Meeting will consider the Committee's recommendation. If the Members Meeting believes that a Full Member does not meet the criteria for full membership, it must, by resolution, decide to transition the Member's membership to associate membership. The Member must be given a reasonable opportunity to be heard prior to the resolution being decided.
- 4.8. The transition to Associate Member is effective on the passing of the resolution. The Federation must inform the Member in writing of the decision. The decision of the Members Meeting is final.

## **5. MEMBERSHIP OBLIGATIONS**

- 5.1. Members must comply with the following obligations as applicable.
- 5.2. Full and Associate Members are obliged to:
  - (1) adhere to the Federation's Constitution and objectives;
  - (2) promote the aims and interests of Full Members;
  - (3) pay membership fees and such additional levies as may be decided by the Federation from time to time.
- 5.3. In addition, Full Members are obliged to:
  - (1) work co-operatively with other community legal centres in furthering the aims and interests of the Federation;
  - (2) participate in Members Meetings and activities;
  - (3) undertake to review, discuss and give due consideration to the decisions of the Federation; and
  - (4) comply with NACLC Accreditation Criteria or have satisfied the

Federation that they are working towards complying with the NACLC Accreditation Criteria.

- 5.4 Full Members that are part of the Professional Indemnity Insurance Scheme are also obliged to comply with the requirements of that scheme.

### **Consequences of Failure to Meet Membership Obligations**

- 5.5 Members that refuse or neglect to comply with these Membership Obligations may have action taken against them, including action leading to suspension or expulsion, in accordance with clause 10.4 of this Constitution.

## **6. MEMBERSHIP RIGHTS**

### **Voting**

- 6.1 A Full Member has the right to vote once its name has been entered onto the Register of Members and each Full Member has one vote at Members Meetings. Associate Members do not have voting rights.

### **Not transferable**

- 6.2 A right of membership is not transferable to another organisation or person and terminates on cessation of membership.

## **7. APPLICATION FOR MEMBERSHIP**

### **Written application**

- 7.1 An application for membership must be made in writing to the Secretary of the Federation and the applicant must be nominated by an existing Full Member and seconded by another Full Member. The application must indicate whether the applicant is applying for full or associate membership.

### **Payment of fee if required**

- 7.2 Where required by the Federation, the application must include payment of the application or joining fee.

### **Determination process**

- 7.3 The Secretary must refer any application for membership to the Committee for consideration at its next meeting.
- 7.4 The Committee must forward the application to the next Members Meeting for decision, together with the Committee's recommendation as to its acceptance or rejection and reasons.
- 7.5 Upon a decision being made with regard to a membership application, the Secretary shall advise the applicant in writing of the decision and, where

- relevant, of their appeal rights, within one week.
- 7.6 Where a membership applicant has been informed that their application has been approved, they must pay all relevant fees within 28 days.
  - 7.7 Upon receipt of payment of fees from an approved membership applicant, the Federation must enter the applicant's name in the Register of Members within seven days.
  - 7.8 Upon payment of fees and entry of their name on the Register, the applicant becomes a Member.

#### **Appeal rights**

- 7.9 An applicant for membership who is notified that the Members Meeting has decided to reject their application for membership, may appeal against that rejection by giving notice in writing to the Secretary within one month from the date of the letter advising them of the rejection decision. The applicant must include a written explanation of the bases of the appeal.
- 7.10 The Committee will consider the appeal at its next meeting and must forward the appeal to the next Members Meeting for decision, together with the Committee's recommendation as to its acceptance or rejection and reasons. The decision of the Members Meeting upon the appeal is final.

## **8. MEMBERSHIP FEES**

#### **Types of fees**

- 8.1 There are three different annual fees for which members are potentially liable:
  - (1) Full and Associate Members must pay membership fees of the Federation.
  - (2) Full and Associate Members must pay contributions to the NACLC as determined by the NACLC.
  - (3) Full Members that also seek membership of NACLC's Professional Indemnity Insurance Scheme are additionally liable to pay a professional indemnity insurance premium and levy.

#### **Federation application and membership fees**

- 8.2 The Committee may set Federation application fees and membership fees.

#### **Date of payment**

- 8.3 Each Member must pay the annual fees to the Federation by the first day of the financial year or such other date as is determined by the Federation.

### **Effect of non payment of fees**

- 8.4 A Member whose annual fees are not paid within 60 days after the due date ceases to be a Member following the next Committee Meeting unless the Committee determines otherwise.

## **9. REGISTER OF MEMBERS**

The Secretary must keep and maintain a Register of Members. The Register must show the full name, address and date of entry of each Member. The Register must also show whether a Member is a Full Member or an Associate Member. The Register must be available for inspection by Members.

## **10. DISCIPLINE, SUSPENSION, RESIGNATION AND EXPULSION OF MEMBERS**

- 10.1. Membership of the Federation may cease in the following circumstances.

### **Entity ceases to exist**

- 10.2 Membership ceases if the Member ceases to exist.

### **Resignation**

- 10.3 A Member may resign from the Federation by giving notice in writing to the Secretary. One month after the date of the notice of resignation, the Member ceases to be a Member and the Secretary must record this on the Register of Members.

### **Discipline, Suspension or Expulsion**

- 10.4 Subject to this Constitution, if the Committee is of the opinion that a Member has failed to comply with the Membership Obligations of this Constitution, or has in any other way refused or neglected to comply with this Constitution, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Federation, the Committee may, by resolution:

- (1) reprimand that Member; or
- (2) suspend that Member from membership of the Federation for a specified period; or
- (3) expel that Member from the Federation.

### **Form of Notice of Intention to Suspend or Expel**

- 10.5 The Committee must give notice to a Member before it passes a resolution under clauses 10.4(2) or 10.4(3) in relation to the Member. The notice must:
- (1) be in writing;
  - (2) include the time, date and place of the Committee meeting at which

- the question of the Member's suspension or expulsion will be decided;
- (3) include the particulars of the conduct and/or non compliance with the Membership Obligation; and
- (4) be given to the Member not less than 30 days before the date of that Committee meeting.

#### **Opportunity to be Heard**

- 10.6 The Committee must provide the Member with a reasonable opportunity to be heard at the Committee meeting.
- 10.7 If the Committee decides, after having heard from that Member, that the Member is, subject to hearing from them, to be suspended or expelled, the Secretary must within one week advise the Member in writing of its decision and the reasons for it.
- 10.8 Subject to the exercise of an appeal right, the decision to suspend or expel a Member takes effect 21 days after the letter in which the notice of the decision is sent to the Member.

#### **Appeal rights**

- 10.9 A Member who is notified that the Committee has decided that the Member is to be suspended or expelled, may appeal to the Members Meeting against that suspension or expulsion by giving notice in writing to the Secretary within 14 days from the date of the letter advising them of the suspension or expulsion decision. The applicant must include a written explanation of the bases of the appeal.
- 10.10 The appeal shall be considered at the next Members Meeting after notice of the appeal is given. The Member must be given a reasonable opportunity to be heard at that Members Meeting.
- 10.11 The Members Meeting must by resolution either confirm or set aside the decision to suspend or expel the Member.
- 10.12 The Member will be informed in writing of the appeal decision.
- 10.13 The decision of the Members Meeting upon the appeal is final.
- 10.14 The decision takes effect 7 days after the resolution is made.

### **11. PROFESSIONAL INDEMNITY INSURANCE**

- 11.1 Full Members are entitled to seek membership of the Professional Indemnity Insurance Scheme.
- 11.2 All Members that are members of the Professional Indemnity Insurance

- Scheme must comply with all minimum practice requirements set out in the NACLC Risk Management Guide, participate in annual external peer reviews of compliance, and attend Practice and Insurance Committee meetings.
- 11.3 To be accepted into the Scheme, a Member must satisfy the Convenors of the Federation's Practice and Insurance Committee that it has the necessary systems to comply with the NACLC Risk Management Guide.

## **12. DISPUTES AND RESOLUTIONS**

- 12.1 The grievance procedure set out in this clause applies to disputes under this Constitution between-
- (1) a Member and another Member; or
  - (2) a Member and the Federation.
- 12.2 The parties to the dispute must meet and discuss, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 12.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 12.4 The mediator must be-
- (1) a person chosen by agreement between the parties; or
  - (2) in the absence of agreement-
    - (a) in the case of a dispute between a Member and another Member, a person appointed by the Committee; or
    - (b) in the case of a dispute between a Member and the Federation, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 12.5 Unless they are a party to the dispute, a Member can be a mediator.
- 12.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 12.7 The mediator, in conducting the mediation, must-
- (1) give the parties to the mediation process every reasonable opportunity to be heard; and
  - (2) allow due consideration by all parties of any written statement submitted by any party; and
  - (3) ensure that natural justice is accorded to the parties to the dispute

throughout the mediation process.

- 12.8 The mediator must not determine the dispute.
- 12.9 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **13. ANNUAL GENERAL MEETINGS**

- 13.1 The Federation must hold an Annual General Meeting within 5 months of the end of each Financial Year, on a date determined by the Committee.
- 13.2 The Secretary must send Members written notice of the time, date, place and business to be dealt with at the Annual General Meeting at least 21 days before the meeting.
- 13.3 The ordinary business of the Annual General Meeting is:
  - (1) to confirm the minutes of the previous Annual General Meeting and any Special General Meeting held since that meeting;
  - (2) to receive reports and audited accounts from the Committee in respect to the previous year's activities;
  - (3) to elect the members of the Committee and the office bearers of the Federation; and
  - (4) to receive and consider the statements submitted to the Federation in accordance with Section 30(3) of the Act.
- 13.4 An Annual General Meeting may transact special business of which notice is given in accordance with this Constitution.

### **14. SPECIAL GENERAL MEETINGS**

- 14.1 The Committee may convene Special General Meetings of the Federation.
- 14.2 The Committee must, on the request in writing of three or more Full Members, convene a Special General Meeting of the Federation. The written request must state the purpose of the meeting.
- 14.3 If the Committee does not call a Special General Meeting within one month after the date on which the request is made, the Members making the request, or any of them, may convene a Special General Meeting of the Federation.
- 14.4 Notice of a Special General Meeting must be sent to all Members at least 7 days (or, if a special resolution has been proposed, at least 21 days) prior to

the date set for the meeting and must set out the time, date, place and business to be dealt with at the Special General Meeting to be held no later than three months after that date.

- 14.5 All reasonable expenses incurred by Members in convening a Special General Meeting under clause 14.3 must be refunded by the Federation to the Members incurring the expense.
- 14.6 Only the business set out in the notice convening a Special General Meeting can be dealt with at the meeting.

## **15. ORDINARY MEMBERS MEETINGS**

- 15.1 The Federation must convene at least 4 Ordinary Members Meetings in each calendar year.
- 15.2 Notice of Ordinary Members Meetings must be sent to all Members at least 7 days (or, if a special resolution has been proposed, at least 21 days) before the meeting and must set out the time, date, place and business to be dealt with at the Ordinary Members Meeting.
- 15.3 Any Member desiring to bring any business before an Ordinary Members Meeting must send notice of that business in writing to the Secretary at least 14 days prior to the meeting. The Secretary must include a description of that business in the notice for the meeting (unless the Secretary does not receive notice of that business until after the notice of meeting has been sent to Members).
- 15.4 Only the business set out in the notice convening an Ordinary Members Meeting can be dealt with at the meeting.

## **16. PROCEEDINGS AT MEMBERS MEETINGS**

- 16.1 No item of business can be dealt with at a Members Meeting unless a quorum of Full Members is present.
- 16.2 The quorum at all Members Meetings is one-quarter of the Full Members.
- 16.3 If within half an hour of the time an Ordinary Members Meeting or Annual General Meeting is supposed to start a quorum is not obtained, the meeting is adjourned to the day, time and place the Committee decides and notifies to Members, or if no decision is notified before then, to the same time on the same day in the next week at the same place. If within half an hour of the time the adjourned meeting is supposed to start a quorum is not obtained, the

- meeting is dissolved. Only business left unfinished may be dealt with at the adjourned meeting.
- 16.4 If within half an hour of the time a Special General Meeting is supposed to start a quorum is not obtained, the meeting lapses.
  - 16.5 The Chairperson, or in their absence, a Committee member nominated by the Chairperson, will chair each Members Meeting. In the absence of any Committee members, the Full Members present at a Members Meeting may choose a person to chair the meeting.
  - 16.6 The Chairperson or other person appointed to chair a Members Meeting may, with the consent of a majority of the Full Members present at the meeting, adjourn the meeting. Only business left unfinished at the meeting may be dealt with at the adjourned meeting.
  - 16.7 If a meeting is adjourned, a notice of the adjourned meeting must be given to all Members according to the Constitution.
  - 16.8 At any meeting each Full Member has one vote. Voting at meetings is by a method determined by the chair, unless a poll is demanded either before or on declaration of the result of the vote. Unless a poll is demanded, the chairperson's declaration on a resolution is final. Subject to the Act, a majority of the Full Members attending and voting is needed to pass a motion. If there is a tied vote, the motion is lost.
  - 16.9 A poll may be demanded on any resolution (except a resolution concerning the election of a chairperson) by the chair or at least two Full Members present and entitled to vote on the resolution. If a poll is demanded, it must be taken at that meeting in such manner as the chair determines.
  - 16.10 Each Member may appoint an individual as its representative to attend and act for the member at a Members' Meeting. A Member can make a standing appointment and can revoke any appointment. The representative may, but need not, be an employee of the Member.
  - 16.11 The Committee can establish reasonable procedures for verifying that a representative has been appointed by a Member.
  - 16.12 If a Full Member has appointed a representative to act at a Members Meeting, that Full Member is taken to be present at a meeting at which the representative is present.
  - 16.13 The Federation may hold a Members Meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity

to participate.

- 16.14 A question arising at a Members Meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- 16.15 An Associate Member has the right to receive notices of Members Meetings and to attend and speak at Members Meetings but has no right to vote at a Members Meeting.

## **17. MANAGEMENT COMMITTEE**

- 17.1 There is to be a Management Committee, including a Chairperson, a Secretary and a Treasurer, consisting of seven people.
- 17.2 The Committee:
  - (1) is responsible for the management of the business and affairs of the Federation;
  - (2) may exercise the powers and functions of the Federation, other than those powers and functions that are required by this Constitution to be exercised by Members Meetings; and
  - (3) subject to this Constitution, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association and may delegate any of its powers to employees of the Federation (or other persons) as it considers appropriate.
- 17.3 The officers of the Federation are the Chairperson, the Secretary and the Treasurer.

## **18. ELECTIONS AND VACANCIES**

- 18.1 Nominations for membership of the Committee must be sent to the Secretary at least 21 days before the Annual General Meeting. Nominations can only be made by Full Members and each Full Member can only nominate one person for the Committee each election.
- 18.2 The Secretary must send all information received by the Secretary concerning nominations to all Members at least 14 days before the Annual General Meeting.
- 18.3 The Annual General Meeting must elect the seven Committee members. Half of the Committee is elected in alternative years (ie; four one year, then three

the next).

- 18.4 The period of office of the Committee members finishes at the end of the second Annual General Meeting after they are appointed (ie; approximately two year terms).
- 18.5 At each Annual General Meeting, the elected Committee members must, from within themselves, elect the Chairperson, Secretary and Treasurer, who shall serve in that capacity until the next Annual General Meeting (ie; the office bearer positions are elected annually from within the Committee).
- 18.6 Members of the Committee may be re-elected.
- 18.7 In the event of a casual vacancy the Committee may appoint a person to fill that vacancy. That person holds office until the end of the term of the Committee member they have been appointed to replace. If the casual vacancy was a Committee member serving as Chairperson, Secretary or Treasurer, the Committee must elect a replacement from within the Committee members.
- 18.8 A casual vacancy arises if a member of the Committee:
  - (1) resigns by giving notice in writing to the Secretary; or
  - (2) fails to attend three successive meetings without giving apologies.
- 18.9 The Federation in a Members Meeting may remove any member of the Committee before the expiration of their term and appoint another person to hold office until the next Annual General Meeting. No person may be removed without first having the opportunity to be heard.

#### **Transition to 2009 Constitution**

- 18.10 For the purposes of transition to this 2009 amended Constitution and in particular clause 18.4, on adoption of this Constitution the Committee members who have been elected Chairperson, Secretary and Treasurer will be deemed to be elected for their full term (their Committee positions will be up for election at the second Annual General Meeting from their election) and the remaining Committee members' positions will be up for election at the next Annual General Meeting.

### **19. PROCEEDINGS AT COMMITTEE MEETINGS**

- 19.1 The Committee must meet at least eight times each year.
- 19.2 A quorum of the Committee is four.
- 19.3 No business can be dealt with at a Committee meeting unless a quorum is

- present. If within half an hour of the time the meeting is supposed to start a quorum is not present, the meeting is adjourned to the same place and at the same time of the same day in the following week.
- 19.4 The Chairperson will chair the Committee meetings. If the Chairperson is absent, the other Committee members present may choose one of their number to chair the meeting.
  - 19.5 The Secretary must give reasonable notice to all Committee members of each Committee meeting. The notice must specify the general nature of any business to be dealt with. No other business may be conducted at the meeting.
  - 19.7 The Secretary must ensure that minutes of Committee meetings are distributed to all Committee members.
  - 19.8 The Committee may adjourn and, subject to this Constitution, otherwise regulate its meetings as it decides.
  - 19.9 A Committee meeting may be held using any means of audio or audio visual communication by which each Committee member participating can hear and be heard by each other Committee member participating. A Committee meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Committee members present at the meeting is located or, if an equal number of Committee members is located in each of two or more places, at the place where the chairperson of the meeting is located.
  - 19.10 Each Committee member has one vote.
  - 19.11 A resolution of the Committee must be passed by a majority of the votes cast by members of the Committee entitled to vote on the resolution. The chairperson of a Committee meeting does not have a casting vote. If an equal number of votes is cast for and against a resolution, the matter is decided in the negative.
  - 19.12 If all the Committee members entitled to receive notice of a Committee meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a Committee resolution in those terms is passed at the time when the last Committee member signs.
  - 19.13 For the purpose of clause 19.12:
    - (1) two or more separate documents in identical terms, each of which is

- signed by one or more Committee members, are treated as one document; and
- (2) a facsimile or electronic message containing the text of the document expressed to have been signed by a Committee member that is sent to the Federation is a document signed by that Committee member at the time of its receipt by the Federation.
- 19.14 If the number of members of the Committee is insufficient to constitute a quorum for a Committee meeting, the remaining Committee members must act as soon as possible to:
- (1) increase the number of members of the Committee to a number sufficient to constitute a quorum; or
  - (2) convene a Members Meeting for that purpose,
- and until that happens, the Committee may only act if and to the extent there is an emergency requiring them to act.

## **20. SECRETARY**

The Secretary:

- (1) must ensure that the Federation keeps minutes of the proceedings of every Members and Committee Meeting together with a record of the people present and the Members represented at the meeting;
- (2) must ensure that the Federation maintains a Register of Members;
- (3) must ensure that the Federation attends to correspondence;
- (4) except as otherwise provided in this Constitution, must keep custody of or control of all books, documents and securities of the Federation;
- (5) must perform any other duties set out in this Constitution; and
- (6) may delegate their functions to an employee of the Federation.

## **21. TREASURER**

21.1 The Treasurer:

- (1) must ensure that the Federation collects and receives all money due to the Federation and make all payments authorised by the Federation;
- (2) must ensure that the Federation keeps correct accounts and books showing the financial affairs of the Federation with full details of all receipts and expenditure connected with its activities; and
- (3) may delegate their functions to an employee of the Federation.

- 21.2 The accounts and books must be available for inspection by Members.
- 21.3 The Treasurer must present financial reports to ordinary Committee meetings.

## **22. CHEQUES AND FUNDS**

- 22.1 The funds of the Federation are to be derived from application and membership fees, donations, government grants and any other source that the Committee thinks appropriate.
- 22.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by at least two people appointed by the Committee.

## **23. WORKING GROUPS**

- 23.1 The Federation, in Members Meetings, may establish working groups to undertake activities or projects on its behalf.
- 23.2 A convenor must be appointed for each working group. The convenor must circulate minutes, prepare regular reports for consideration at Members Meetings and circulate notices of meetings to all working group members.

## **24. SEAL**

- 24.1 The Common Seal of the Federation must be kept in the custody of the Secretary.
- 24.2 The Common Seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal must be attested by the signatures either of two members of the Committee or of one member of the Committee and one staff member of the Federation.

## **25. ALTERATION OF THE CONSTITUTION AND STATEMENT OF PURPOSES**

This Constitution can only be altered in accordance with the Act.

## **26. NOTICES**

- 26.1 Any notice that is required to be given to a Member, by or on behalf of the Federation, under this Constitution may be given by;
  - (1) delivering the notice to the Member personally;
  - (2) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members;

- (3) facsimile transmission to the facsimile number nominated by the Member for the receipt of notices (if any); or
  - (4) electronic transmission to the electronic address nominated by the Member for the receipt of notices (if any).
- 26.2 A notice by the Federation to a Member is regarded as given and received:
- (1) if it is delivered personally or sent by facsimile transmission or electronic transmission:
    - (a) by 5.00 pm on a business day – on that day; or
    - (b) after 5.00 pm on a business day, or on a day that is not a business day – on the next business day; and
    - (c) if it is sent by post – one business day after posting.
- 26.3 For the purposes of clause 26.2, a business day is a day that is not a Saturday, Sunday or public holiday in Melbourne, Victoria.

## **27. WINDING-UP OR CANCELLATION**

If upon the winding up of the Federation there remains, after satisfaction of all just debts and liabilities, any property whatsoever, that property shall not be paid or distributed amongst the Members of the Federation but shall be transferred to some other institution or institutions having objects similar to the Federation and which have been approved as a public benevolent institution for the purposes of item 4.1.1 of Section 30.45(1) of the *Income Tax Assessment Act 1997* (Cth).