



**CONSTITUTION OF VICTORIA POLICE LEGACY
SCHEME INCORPORATED**
ABN 44 598 947 546

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PART 1 – PRELIMINARY

1. Name

The name of the incorporated association is “Victoria Police Legacy Scheme Incorporated”.

Note: Under Section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2. Purposes

- 2.1 The purpose for which the Association is established is to be a non-profit incorporated association established and to be operated for the relief of grief and hardship including relief of any associated economic burden experienced by members, their partners, their families and Legatees caused by the death of a Member and for other related purposes.
- 2.2 The Association will pursue its purposes by facilitating a range of programs to support the wellbeing, connection, development and financial security of Legatees and, where appropriate, Friends of Police Legacy, including by;
- (a) providing emotional support, facilitating counselling and wellbeing services;
 - (b) providing financial assistance and practical support in times of need;
 - (c) assisting with the costs associated with education, training, employment and life transitions;
 - (d) facilitating programs, activities and experiences that promote connection, resilience, wellbeing and community engagement;
 - (e) supporting families through practical assistance, facilitation to respite and care-related support where appropriate;
 - (f) maintaining regular contact and engagement with and between Legatees, particularly those who may be vulnerable, isolated or in need of additional support;
 - (g) fostering connection and fellowship through community, commemorative and social initiatives;
 - (h) providing assistance in response to special circumstances, hardship or unforeseen need;
 - (i) advocating for Legatees and facilitating access to professional advice, support services and community resources; and
 - (j) undertaking any other activity that may be considered desirable, necessary or convenient for the promotion of, or in achieving, the Association’s purposes.



3. Financial Year

The financial year of the Association is each period of 12 months ending on 30 June.

4. Definitions

In this Constitution:

Absolute Majority, of the Board, means a majority of the Directors currently holding office and entitled to vote at the time (as distinct from a majority of Directors present at a Board Meeting);

Advertisement means in relation to a notice to members, any of the following:

- (k) the publishing of the matters that must be included in the notice in any newsletter, gazette or circular that is sent to members of Victoria Police by Victoria Police; and/or
- (l) the publishing of the matters that must be included in the notice on a website or social media platform operated by Victoria Police or the Association; and/or
- (m) in any other means of advertising set out in any Policy.

Ambassador means a person appointed under rule 60;

Annual General Meeting means a General Meeting conducted in accordance with rule 24;

Board means the Board having management of the business of the Association;

Board Meeting means a meeting of the Board held in accordance with this Constitution;

Business Day means a day other than a Saturday, Sunday or public holiday in Melbourne;

Chair means:

- (a) the person elected as the Chair under rule 43; and
- (b) in relation to the conduct of a General Meeting or Board Meeting, means the person chairing the meeting as required under rule 40;

Chief Executive Officer means the person employed by the Association from time to time as the Association's most senior employee who is responsible for the day-to-day management of the Association and is accountable to the Board;

Child means a person who is:

- (a) aged 21 or younger; and
- (b) the child, a step-child or an adopted child of the person; and
- (c) a dependent of the person,

and **Children** has a corresponding meaning;

Constitution means this document as amended from time to time in accordance with this document and Relevant Law;

Director means a member of the Board elected or appointed under Division 3 of Part 5;



Disciplinary Meeting means a meeting of the Board convened for the purposes of rule 17;

Disciplinary Committee means the subcommittee appointed under rule 15;

Friend of Police Legacy means:

- (a) a person who is the parent or guardian of a Legatee who is aged 21 or younger; or
- (b) any other person that the Board determines is a Friend of Police Legacy in its absolute discretion, including taking into account the length of the person's service with Victoria Police, the person's support of Victoria Police Legacy or others connected with Victoria Police, if applicable, the circumstances of their separation from Victoria Police and any other matter the Board considers relevant;

Financial Year means the 12 month period specified in rule 3;

General Meeting means a general meeting of the Members of the Association convened in accordance with Part 4 and includes an Annual General Meeting and a Special General Meeting;

Governance Charter means the document described in rule 49;

Guest means a person described in subrule 54.1;

Legatee means a person the Board deems eligible to receive the Association's services and/or the support as described in subrule 2.2 as the Board determines to be reasonable and just in the circumstances and/or to be special and/or extraordinary and may include (but may not necessarily be limited to):

- (a) a Member whose Spouse has died;
- (b) the Child of a Member whose Spouse has died;
- (c) a Spouse or a Child of a Member who died while the Member was Serving with Victoria Police as a Police Officer or Protective Services Officer;
- (d) a former Member who served with Victoria Police as a Police Officer or Protective Services Officer for more than 20 years whose Spouse has died;
- (e) a Spouse or a Child of a Police Officer or a Protective Services Officer who served with Victoria Police as a Police Officer or Protective Services Officer for more than 20 years who has died; and
- (f) any other person who the Board determines, in its absolute discretion, taking into account to the length of service with Victoria Police and (if applicable) the circumstances of their separation from Victoria Police, is eligible to receive the Association's support;

Member means a Serving Police Officer or a Protective Services Officer who is a member of the Association under rule 8;

Patron means a person appointed under rule 61;

Police Officer has the meaning given by the Victoria Police Act and:

- (a) includes a Police Recruit as defined in the Victoria Police Act; and



- (b) despite Division 8 of Part 3 of the Victoria Police Act, does not include a Police Reservist as defined in the Victoria Police Act;

Police Profession Register has the meaning given by the Victoria Police Act;

Policy means any document issued or approved by the Board for the purpose of ensuring the efficient and effective management of the Association, including any rule, regulation, procedure, protocol or process;

Protective Services Officer has the meaning given by the Victoria Police Act;

Relevant Law means (as applicable):

- (a) the Act
- (b) the Australian Charities and Not-for-profits Commission Act 2012 (Cth);
- (c) the Australian Charities and Not-for-profits Commission Regulation 2023 (Cth);
- (d) the Charities Act 2013 (Cth);
- (e) the Corporations Act;
- (f) the Corporations Regulations 2001 (Cth); or
- (g) a Ruling;

Ruling means any:

- (a) public or private ruling issued by the Australian Taxation Office; or
- (b) Commissioner's interpretation statement issued by the Australian Charities and Not-for-profits Commission;

Secretary means the person appointed under rule 41;

Serving in relation to a Police Officer or a Protective Services Officer means currently employed by Victoria Police;

Special General Meeting has the meaning given by subrule 25.1;

Special Resolution means a resolution that requires not less than three-quarters of the Members voting at a General Meeting, whether in person or by proxy, to vote in favour of the resolution;

Spouse of a Member means a person who:

- (a) is, or was while the Member lived:
- (i) married to the Member; or
- (ii) in a stable domestic relationship with the Member; or
- (b) the Board deems, in its absolute discretion, to be the Member's spouse,

but does not include a person whom the Board deems, in its absolute discretion, not to have been a spouse of the Member at the time of the Member's death;



the Act means the *Associations Incorporation Reform Act 2012 (Vic)* and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations;

Vice Chair means the person elected as Vice Chair under rule 43;

Victoria Police has the same meaning as in the Victoria Police Act;

Victoria Police Act means the *Victoria Police Act 2013 (Vic)*.

PART 2 - POWERS OF THE ASSOCIATION

5. Powers of Association

5.1 Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

5.2 Without limiting subrule 5.1, the Association may:

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on any terms and in any manner as it thinks fit;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf;
- (g) enter into any other contract it considers necessary or desirable.

5.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

6.1 The Association must not distribute any surplus, income or assets directly or indirectly to its Members.

6.2 Subrule 6.1 does not prevent the Association from paying a Member—

- (a) reimbursement for expenses properly incurred by the Member; or
- (b) for goods or services provided by the Member

if this is done in good faith on terms no more favourable than if the Member was not a Member.

Note: Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its Members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its Members.



PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 – Membership

7. Minimum number of Members

The Association must have at least 5 Members.

8. Membership

A Member of the Association is a person who:

- 8.1 is a Serving Police Officer or Protective Services Officer, including someone who is in training as a Police Officer or a Protective Services Officer recruit; and
- 8.2 who has not resigned as a Member or has otherwise ceased as a Member.

9. Membership fees and contributions

- 9.1 A Member is not liable to pay any fee, subscription or levy in respect of their membership of the Association.
- 9.2 A Member may make a voluntary contribution through a workplace giving scheme administered by Victoria Police. If a Member makes a contribution, regardless of the circumstances of the making of the contribution, the contribution will be an absolute gift that is the property of the Association and not subject to claim or refund.

10. General rights of Members

- 10.1 A Member of the Association who is entitled to vote has the right:
 - (a) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by this Constitution; and
 - (b) to submit items of business for consideration at a General Meeting; and
 - (c) to attend and be heard at General Meetings; and
 - (d) to vote at a General Meeting; and
 - (e) to have access to the minutes of General Meetings and other documents of the Association as provided under rule 68; and
 - (f) to inspect the register of Members.
- 10.2 A Member is entitled to vote if:
 - (a) more than 10 business days have passed since he or she became a Member of the Association;



- (b) if the person is registered in the Police Profession Register, their registration is not suspended or cancelled; and
- (c) the Member's Membership rights are not suspended for any reason.

11. Rights not transferable

The rights of a Member are not transferable and end when Membership ceases.

12. Ceasing Membership

- 12.1 The Membership of a person ceases on resignation, expulsion or death.
- 12.2 If a person ceases to be a Member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the register of Members.
- 12.3 A Member may resign by notice in writing given to the Association and is deemed to have resigned at the time the Member ceases to meet the qualifications set out in either of subrules 8.1.

13. Register of Members

- 13.1 The Secretary must keep and maintain a register of Members that includes:
 - (a) for each current Member:
 - (i) the Member's name;
 - (ii) the address for notice last given by the Member;
 - (iii) the date of becoming a Member;
 - (iv) any other information determined by the Board; and
 - (b) for each former Member, the date of ceasing to be a Member.
- 13.2 Any Member may, at a reasonable time and free of charge, inspect the register of Members.

Note: Under section 59 of the Act, access to the personal information of a person recorded in the register of Members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2 – Disciplinary action

14. Grounds for taking disciplinary action

The Association may take disciplinary action against a Member in accordance with this Division if it is determined that the Member

- (a) has failed to comply with this Constitution; or
- (b) refuses to support the purposes of the Association; or



- (c) has engaged in conduct prejudicial to the Association.

15. Disciplinary Committee

- 15.1 If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Board must appoint a Disciplinary Committee to hear the matter and determine what action, if any, to take against the Member.
- 15.2 The Disciplinary Committee must comprise of at least:
- (a) 3 Members; and
 - (b) one Director.
- 15.3 The Board may appoint one person who is not a Member or a Director to a Disciplinary Committee.
- 15.4 All members of a Disciplinary Committee must be persons who, in the Board's opinion, hold no bias in favour or against the Member concerned.

16. Notice to Member

- 16.1 Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:
- (a) stating that the Association proposes to take disciplinary action against the Member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the Disciplinary Committee intends to consider the disciplinary action (the **Disciplinary Meeting**); and
 - (d) advising the Member that he or she may do one or both of the following
 - (i) attend the Disciplinary Meeting and address the Disciplinary Committee at that meeting;
 - (ii) give a written statement to the Disciplinary Committee at any time before the Disciplinary Meeting; and
 - (e) setting out the Member's appeal rights under rule 18.
- 16.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.

17. Decision of committee

- 17.1 At the Disciplinary Meeting, the Disciplinary Committee must:
- (a) give the Member an opportunity to be heard; and
 - (b) consider any written statement submitted by the Member.



- 17.2 After complying with subrule 17.1, the Disciplinary Committee may:
- (a) take no further action against the Member; or
 - (b) subject to subrule 17.3:
 - (i) reprimand the Member; or
 - (ii) suspend the Membership rights of the Member for a specified period; or
 - (iii) expel the Member from the Association.
- 17.3 The Disciplinary Committee may not fine the Member.
- 17.4 The suspension of Membership rights or the expulsion of a Member by the Disciplinary Committee under this rule takes effect immediately after the vote is passed.

18. Appeal rights

A person whose Membership rights have been suspended or who has been expelled from the Association under rule 17 has no right to appeal against the suspension or expulsion.

Division 3 – Grievance procedure

19. Application

- 19.1 The grievance procedure set out in this Division applies to disputes under this Constitution between—
- (a) a Member and another Member;
 - (b) a Member and the Board;
 - (c) a Member and the Association.
- 19.2 A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

20. Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

21. Appointment of mediator

- 21.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 20, the parties must within 10 days:
- (a) notify the Board of the dispute; and
 - (b) agree to or request the appointment of a mediator; and



(c) attempt in good faith to settle the dispute by mediation.

21.2 The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement
 - (i) if the dispute is between a Member and another Member, a person appointed by the Board; or
 - (ii) if the dispute is between a Member and the Board or the Association, a person appointed or employed by the Dispute Settlement Centre of Victoria.

21.3 A mediator appointed by the Board may be a Member or former Member of the Association but in any case must not be a person who:

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

21.4 Unless the parties to the dispute agree otherwise:

- (a) costs associated with the appointment of the mediator and the conduct of the mediation must be borne in equal proportions by the parties; and
- (b) each party to the dispute must bear their own costs.

22. Mediation process

22.1 The mediator to the dispute, in conducting the mediation, must:

- (a) give each party every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties throughout the mediation process.

22.2 The mediator must not determine the dispute.

23. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.



PART 4 - GENERAL MEETINGS OF THE ASSOCIATION

24. Annual General Meetings

- 24.1 The Board must convene an Annual General Meeting of the Association to be held at least once each Financial Year in compliance with Relevant Law.
- 24.2 Despite subrule 24.1, the Association may hold its first Annual General Meeting at any time within 18 months after its incorporation.
- 24.3 The Board may determine the date, time and place of the Annual General Meeting.
- 24.4 The ordinary business of the Annual General Meeting is as follows:
- (a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then;
 - (b) to receive and consider
 - (i) the annual report of the Board on the activities of the Association during the preceding Financial Year; and
 - (ii) the financial statements of the Association for the preceding Financial Year submitted by the Board in accordance with Part 7 of the Act;
 - (c) to elect the Members of the Board.
- 24.5 The Annual General Meeting may also conduct any other business of which notice has been given in accordance with this Constitution.
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25. Special General Meetings

- 25.1 Any General Meeting of the Association, other than an Annual General Meeting, is a Special General Meeting.
- 25.2 The Board may convene a Special General Meeting whenever it thinks fit.
- 25.3 No business other than that set out in the notice under rule 27 may be conducted at the meeting.
- Note:** General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 27 and the majority of Members at the meeting agree.
-

26. Special General Meeting held at request of Members

- 26.1 The Board must convene a Special General Meeting if a request to do so is made in accordance with subrule 26.2 by at least 500 Members.
- 26.2 A request for a Special General Meeting must:
- (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and



- (c) include the names and signatures of the Members requesting the meeting; and
 - (d) be given to the Secretary.
- 26.3 If the Board does not convene 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 the Special General Meeting.
- 26.4 A Special General Meeting convened by Members under subrule 26.3:
- (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- 26.5 The Association must reimburse all reasonable expenses incurred by the Members convening a Special General Meeting under subrule 26.3.

27. Notice of General Meetings

- 27.1 The Secretary (or, in the case of a Special General Meeting convened under subrule 26.3, the Members convening the meeting) must give to each Member of the Association—
- (a) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a General Meeting in any other case.
- 27.2 The notice must:
- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a Special Resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a Special Resolution; and
 - (d) comply with subrule 28.5.
- 27.3 The notice may be given by Advertisement.

28. Proxies

- 28.1 A Member may appoint another Member as their proxy to vote and speak on their behalf at a General Meeting.
- 28.2 The appointment of a proxy must be in writing and signed by the Member making the appointment.
- 28.3 The Member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.



- 28.4 If the Board has approved a form for the appointment of a proxy, the Member may use any other form that clearly identifies the person appointed as the Member's proxy and that has been signed by the Member.
- 28.5 Notice of a General Meeting given to a Member under rule 27 must:
- (a) state that the Member may appoint another Member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- 28.6 A form appointing a proxy must be given to the Chair of the meeting before or at the commencement of the meeting.
- 28.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

29. Use of technology

- 29.1 A Member not physically present at a General Meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- 29.2 For the purposes of this Part, a Member participating in a General Meeting as permitted under subrule 29.1 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

30. Quorum at General Meetings

- 30.1 No business may be conducted at a General Meeting unless a quorum of Members is present.
- 30.2 The quorum for a General Meeting is the presence (physically, by proxy or as allowed under rule 29) of all Directors who are Members and who are not subject to a current leave of absence in accordance with rule 59.
- 30.3 If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
- (a) in the case of a meeting convened by, or at the request of, Members under rule 26—
the meeting must be dissolved;

Note If a meeting convened by, or at the request of, Members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If Members wish to have the business reconsidered at another special meeting, the Members must make a new request under rule 26.

- (b) in any other case:
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.



- 30.4 If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under subrule 30.3(b), the Members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

31. Adjournment of a General Meeting

- 31.1 The Chair of a General Meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 31.2 Without limiting subrule 31.1, a meeting may be adjourned—
- (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the Members more time to consider an item of business.
- Example:** The Members may wish to have more time to examine the financial statements submitted by the Board at an Annual General Meeting.
- 31.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 31.4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 27.

32. Voting at a General Meeting

- 32.1 On any question arising at a General Meeting—
- (a) subject to subrule 32.3, each Member who is entitled to vote has one vote; and
 - (b) Members may vote personally or by proxy; and
 - (c) except in the case of a Special Resolution, the question must be decided on a majority of votes.
- 32.2 If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
- 32.3 If the question is whether or not to confirm the minutes of a previous meeting, only Members who were present at that meeting may vote.

33. Special resolutions

A Special Resolution is passed if not less than three quarters of the Members voting at a General Meeting (whether in person or by proxy) vote in favour of the resolution.

Note: In addition to certain matters specified in the Act, a Special Resolution is required

- (a) to remove a Director from office;
- (b) to alter this Constitution, including changing the name or any of the purposes of the Association.



34. Determining whether a resolution is carried

34.1 Subject to subrule 34.2, the Chair of a General Meeting may, on the basis of a show of hands, declare that a resolution has been:

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

34.2 If a poll (where votes are cast in writing) is demanded by three or more Members on any question:

- (a) the poll must be taken at the meeting in the manner determined by the Chair of the meeting; and
- (b) the Chair must declare the result of the resolution on the basis of the poll.

34.3 A poll demanded on the election of the Chair or on a question of an adjournment must be taken immediately.

34.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chair.

35. Minutes of a General Meeting

35.1 The Board must ensure that minutes are taken and kept of each General Meeting.

35.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

35.3 In addition, the minutes of each Annual General Meeting must include:

- (a) the names of the Members attending the meeting; and
- (b) proxy forms given to the Chair of the meeting under subrule 28.6; and
- (c) the financial statements submitted to the Members in accordance with subrule 24.4(b)(ii); and
- (d) the certificate signed by two Directors certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.



PART 5 - BOARD

Division 1 - Powers of the Board

36. Role and powers

- 36.1 The business of the Association must be managed by or under the direction of a Board.
- 36.2 The Board may exercise all the powers of the Association except those powers that this Constitution or the Act require to be exercised by General Meetings of the Members of the Association.
- 36.3 The Board may:
- (a) appoint and remove staff;
 - (b) establish subcommittees consisting of Members with terms of reference it considers appropriate.
-

37. Delegation

- 37.1 The Board may delegate to a Director, a subcommittee or staff, any of its powers and functions other than—
- (a) this power of delegation; or
 - (b) a duty imposed on the Board by the Act or any other law.
- 37.2 The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 37.3 The Board may, in writing, revoke a delegation wholly or in part.
-

Division 2—Composition of the Board and duties of Members

38. Composition of the Board

- 38.1 The Board consists of up to 10 individuals, each of whom must:
- (a) be committed to, and act to further, the Association's purposes;
 - (b) act honestly, independently and in the best interests of the Association;
 - (c) possess skills, experience or qualifications that are relevant to organisational governance;
 - (d) have an understanding of, or respect for, the policing environment and the needs of Victoria Police families;
 - (e) agree to comply with Relevant Law, all Policies and the Governance Charter.



38.2 The Board will comprise of the offices:

- (a) a Chair; and
- (b) a Vice-Chair; and
- (c) ordinary Directors (if any) elected under rule 44 (Election of Directors), or appointed under subrule 38.4 or rule 48 (Casual vacancies).

38.3 The Chief Commissioner of Police and the Police Association of Victoria may, but are not obliged to, each nominate one individual who is a Member to be a Director of the Association.

38.4 The Board:

- (a) may appoint as Directors up to 3 individuals who are not Members, but who otherwise meet the qualifications set out in subrule 38.1 on the basis that the Board is satisfied that the individuals have skills, experience or expertise that is desirable; and
- (b) must appoint as Directors any person nominated under subrule 38.3.

39. General Duties

39.1 As soon as practicable after being elected or appointed to the Board, each Director must become familiar with this Constitution and the Act.

39.2 The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with this Constitution and Relevant Law.

39.3 Directors must exercise their powers and discharge their duties with reasonable care and diligence.

39.4 Directors must exercise their powers and discharge their duties:

- (a) in good faith in the best interests of the Association; and
- (b) for a proper purpose.

39.5 Directors and former Directors must not make improper use of:

- (a) their office; or
- (b) information acquired by virtue of holding their office:

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note: See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

39.6 In addition to any duties imposed by this Constitution, a Director must perform any other duties imposed from time to time by resolution at a General Meeting.



40. Chair and Vice-Chair

- 40.1 Subject to subrule 40.2, the Chair or, in the Chair's absence, the Vice-Chair is the Chairperson for any General Meetings and for any Board Meetings.
- 40.2 If the Chair and the Vice-Chair are both absent, or are unable to preside, the Chairperson of the meeting must be:
- (a) in the case of a General Meeting - a Member elected by the other Members present; or
 - (b) in the case of a Board Meeting – a Director elected by the other Directors present.

41. Secretary

- 41.1 The Board may appoint (and remove) the Chief Executive Officer as the Secretary. If the office of Chief Executive Officer is vacant or the Board has removed the Chief Executive Officer as Secretary, the Board may appoint a Director to be the Secretary.
- 41.2 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- Example** Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.
- 41.3 The Secretary must:
- (a) maintain the register of Members in accordance with rule 13; and
 - (b) keep custody of all books, documents and securities of the Association (other than the financial records referred to in subrule 64.3) in accordance with rule 68; and
 - (c) subject to the Act and this Constitution, provide Members with access to the register of Members, the minutes of General Meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by this Constitution.
- 41.4 The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

Division 3 - Election of Directors and tenure of office

42. Nominations

- 42.1 Prior to the election of each office, the Chair of the meeting must call for nominations to fill that office.
- 42.2 An eligible Member of the Association who meets the qualifications set out in subrule 38.1 may:
- (a) nominate himself or herself; or
 - (b) with the Member's consent, be nominated by another Member.
- 42.3 A nomination for election to an office on the Board must be in a form that the Board approves from time to time and must include the nominee's written consent to their appointment should they be elected.



43. Election of Chair etc.

- 43.1 At the first Board Meeting after each Annual General Meeting, if the current Chair or Vice-Chair are to retire under subrule 43.5, or at the next Board Meeting after the Chair or the Vice-Chair resigns their office, the Board must elect Directors to fill the vacant office or offices.
- 43.2 Any Director who has not served as Chair or Vice-Chair for 2 consecutive terms immediately prior to the election is eligible to be nominated for the role of Chair or Vice-Chair. To avoid doubt a Director who has served 2 consecutive terms as Vice-Chair immediately prior to the election is eligible to be nominated as Chair.
- 43.3 If only one Director is nominated for an office, the Chair of the meeting must declare the Member elected to the office.
- 43.4 If more than one Director is nominated, the Chair of the meeting must conduct a ballot.
- 43.5 Following their election, the Chair and the Vice-Chair will hold their office until the first Board Meeting after the second Annual General Meeting after their election, unless they resign earlier in writing to the Secretary.
- 43.6 On their election, the new Chair may take over as Chair of the meeting.

44. Election of Directors

- 44.1 The Annual General Meeting may, by resolution, elect nominees for the office of Director to fill any offices that are vacant, or will become vacant as a result of the operation of rules 46 or 47 or subrule 48.2.
- 44.2 If the number of nominees for election as Director is less than or equal to the number to be elected, the Chair of the meeting must declare each of those nominees to be elected to the office.
- 44.3 If the number of nominees exceeds the number to be elected, a ballot must be held in accordance with rule 45.

45. Ballot

- 45.1 If a ballot is required for the election for an office, the Chair of the meeting must appoint a Member to act as returning officer to conduct the ballot.
- 45.2 The returning officer must not be a Member nominated for an office.
- 45.3 Before the ballot is taken, each candidate may make a short speech in support of their election.
- 45.4 The election must be by secret ballot.
- 45.5 The returning officer must give a blank piece of paper to:
- (a) each Member present in person; and
 - (b) each proxy appointed by a Member.

Example: If a Member has been appointed the proxy of 5 other Members, the Member must be given 6 ballot papers - one for the Member and one each for the other Members.



- 45.6 If the ballot is for a single office, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 45.7 If the ballot is for more than one office:
- (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- 45.8 Ballot papers that do not comply with subrule 45.7(b) are not to be counted.
- 45.9 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 45.10 The returning officer must declare elected the candidate or, in the case of an election for more than one office, the candidates who received the most votes.
- 45.11 If the returning officer is unable to declare the result of an election under subrule 45.10 because 2 or more candidates received the same number of votes, the returning officer must:
- (a) conduct a further election for the office in accordance with subrules 45.4 to 45.10 to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.
- Examples:** The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

46. Term of office and rotations

46.1 Application of this rule

Subrules 46.2 and 46.3 do not apply to Directors appointed because of a nomination under subrule 38.3.

46.2 Initial rotation of Directors

- (a) At the end of the first and second Annual General Meetings after date this Constitution is adopted (**Adoption Date**), one third of the Directors who hold office as at the Adoption Date must retire.
- (b) If a Director that held office at the Adoption Date has resigned as Director between the Adoption Date and the first Annual General Meeting after the Adoption Date, or between the first and second Annual General Meetings, the office of that Director is counted in the third of Directors to retire at the relevant Annual General Meeting.
- (c) The Directors to retire at either of the Annual General Meetings referred to in subrule 46.2(a) are:
 - (i) first, those that wish to retire (including those that have retired before the Annual General Meeting);
 - (ii) second, those who have been longest in office since their appointment; and
 - (iii) third, as between those persons who became Directors on the same day, determined by lot.



- (d) At the end of the third Annual General Meeting after the Adoption Date, the balance of the Directors who held office at the Adoption Date must retire.

46.3 Director terms

- (a) An elected Director will hold office from the end of the Annual General Meeting at which they were appointed until the end of the third Annual General Meeting after that appointment.
- (b) A Director is eligible for re-election for a maximum of 3 consecutive terms.
- (c) Subrule 46.3(b) does not prevent a person:
- (i) serving as a Director for more than 3 terms; or
 - (ii) being re-elected as a Director after having served 3 consecutive terms, if any further term starts at least 3 years after the end of the person's third consecutive term as Director.
- (d) Any term served as a Director before the Adoption Date does not count for the purpose of subrules 46.3(a) or (c).

47. Vacation of office

- 47.1 A Director may resign from the Board by written notice addressed to the Board.
- 47.2 A person ceases to be a Director if he or she:
- (a) ceases to be a Member of the Association; or
 - (b) fails to attend 3 consecutive Board Meetings (other than special or urgent Board Meetings) without leave of absence under rule 59; or
 - (c) otherwise ceases to be a Director by operation of section 78 of the Act.

Note: A Director may not hold the office of secretary if they do not reside in Australia.

48. Casual vacancies

- 48.1 The Board may appoint an eligible Member of the Association to fill an office on the Board that:
- (a) has become vacant under rule 47; or
 - (b) was not filled by election at the last Annual General Meeting.
- 48.2 A Director appointed under this rule holds office until the end of the Annual General Meeting after their appointment and is eligible for nomination for election under rule 42.
- 48.3 The Board may continue to act despite any vacancy in its Membership.

49. Governance charter

The Board may adopt charter that sets out the framework for the governance and the adoption and maintenance of policies that apply to the Association, the Directors and the Association's



managers, including in relation to how the Association's values are pursued and how the authority of the Board may be delegated.

Division 4 - Meetings of the Board

50. Notice of meetings

- 50.1 Notice of each Board Meeting must be given to each Director no later than 5 Business Days before the date of the meeting.
- 50.2 Notice may be given of more than one Board Meeting at the same time.
- 50.3 The notice must state the date, time and place of the meeting.
- 50.4 If a special Board Meeting is convened, the notice must include the general nature of the business to be conducted.
- 50.5 The only business that may be conducted at a Board Meeting is the business for which the meeting is convened.

51. Urgent meetings

- 51.1 In cases of urgency, a meeting can be held without notice being given in accordance with rule 50 provided that as much notice as practicable is given to each Director by the quickest means practicable.
- 51.2 Any resolution made at the meeting must be passed by an Absolute Majority of the Board.
- 51.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

52. Procedure and order of business

- 52.1 The procedure to be followed at a Board Meeting must be determined from time to time by the Board.
- 52.2 The order of business may be determined by the Directors present at the meeting.

53. Use of technology

- 53.1 A Director who is not physically present at a Board Meeting may participate in the meeting by the use of technology that allows that Director and the Directors present at the meeting to clearly and simultaneously communicate with each other.
- 53.2 For the purposes of this Part, a Director participating in a Board Meeting as permitted under subrule 53.1 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.



54. Guests at Board Meetings

- 54.1 The Board may permit, at its absolute discretion, individuals who may attend all or part of any Board Meeting.
- 54.2 A Guest may, with the Chair's permission:
- (a) speak on an agenda item;
 - (b) provide advice, counsel and information on any matter that is the subject of an agenda item; and
 - (c) answer any question put by the Directors through the Chair.
- 54.3 A Guest:
- (a) cannot cast a vote on any resolution put to a Board Meeting;
 - (b) cannot propose an agenda item of a Board Meeting; and
 - (c) must not hold themselves out as a Director or as someone who has authority in respect of the Association or can affect its financial or regulatory standing.

55. Quorum

- 55.1 No business may be conducted at a Board Meeting unless a quorum is present.
- 55.2 The quorum for a Board Meeting is the presence (in person or as allowed under rule 53) of a majority of the Directors, a majority of whom must be Members. A Guest does not count towards a quorum.
- 55.3 If a quorum is not present within 30 minutes after the notified commencement time of a Board Meeting:
- (a) in the case of a special meeting the meeting lapses;
 - (b) in any other case the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 50.

56. Voting and decisions**56.1 Voting on resolution**

- (a) On any question arising at a Board Meeting, each Director present at the meeting has one vote.
- (b) A resolution is passed if a majority of Directors present at the meeting vote in favour of the motion.
- (c) Subrule (b) does not apply to any motion or question which is required by this Constitution to be passed by an Absolute Majority of the Board.



- (d) If votes are divided equally on a question, the Chair of the meeting does not have a second or casting vote and the resolution on the question is not passed.
- (e) Voting by proxy is not permitted.

56.2 Circular resolutions of the Directors

- (a) The Directors may pass a circular resolution without a Board Meeting being held.
- (b) A circular resolution is passed if a majority of the Directors (other than a Director on leave of absence approved by the Directors) entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in subrules 56.2(c) or (d).
- (c) Each Director may sign:
 - (i) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (ii) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- (d) The Association may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- (e) A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in subrules 56.2(c) or (d).

56.3 Validity of acts

An act done in good faith by any Board Meeting, or any committee formed by the Directors or by any person acting as a Director is valid despite:

- (a) any defect in the election, appointment or tenure of a Director or person acting on any such committee;
- (b) the disqualification of any of them; or
- (c) the person not being entitled to vote.

57. Conflict of interest

57.1 A Director who has a material personal interest in a matter being considered at a Board Meeting must disclose the nature and extent of that interest to the Board.

57.2 The Member:

- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

Note: Under section 81(3) of the Act, if there are insufficient Directors to form a quorum because a Member who has a material personal interest is disqualified from voting on a matter, a General Meeting may be called to deal with the matter.



- 57.3 This rule does not apply to a material personal interest:
- (a) that exists only because the Member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the Member has in common with all, or a substantial proportion of, the Members of the Association.
-

58. Minutes of meeting

- 58.1 The Board must ensure that minutes are taken and kept of each Board Meeting.
- 58.2 The minutes must record the following:
- (a) the names of the Members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 57.
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59. Leave of absence

- 59.1 The Board may grant a Director leave of absence from Board Meetings for a period not exceeding 3 months.
- 59.2 The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Director to seek the leave in advance.
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Part 6 - AMBASSASORS AND PATRONS

60. Appointment of Ambassadors

- 60.1 The Board may appoint individuals who:
- (a) are Serving Police Officers or Protective Services Officers; and/or
 - (b) meet all criteria set under the VPL Ambassador Policy set by the Board,
whose role is to:
 - (c) champion the Association to increase awareness across Victoria Police and the wider community;
 - (d) represent the Association as required; and
 - (e) make a meaningful contribution to the Association.



- 60.2 An Ambassador must at all times comply with the VPL Ambassador Policy.
- 60.3 An individual's appointment as an Ambassador ends if:
- (a) the individual resigns by written notice to the Board;
 - (b) the individual dies or loses legal capacity; or
 - (c) the Board, in its absolute discretion, terminates the appointment by written notice to the individual.
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61. Patrons

- 61.1 A Patron of the Association is a person who, having accepted an invitation from the Board, may act in a representative capacity on behalf of the Association at public functions and who willingly and publicly supports the objectives of the Association. A Patron may make Public Statements on behalf of the Association at functions that have been pre-approved by the Board for the Patron to attend.
- 61.2 The role of a Patron is to increase the public profile of the Association in such a way as to promote the objectives and good standing of the Association.
- 61.3 The Board may appoint up to 2 individuals (at any one time) as Patrons of the Association in accordance with this rule.
- 61.4 The Board may determine the term of a Patron's role at the time of their appointment and may terminate the appointment at any time.

PART 6 - FINANCIAL MATTERS

62. Source of funds

The funds of the Association may be derived from donations, fund-raising activities, grants, interest dividends and any other sources approved by the Board.

63. Management of funds

- 63.1 The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 63.2 Subject to any restrictions imposed by a General Meeting of the Association, the Board may approve expenditure on behalf of the Association.
- 63.3 The Board may authorise the Secretary to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 63.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Directors, unless the Board determines otherwise.



- 63.5 All funds of the Association must be deposited into the financial account of the Association no later than 5 Business Days after receipt.
- 63.6 With the approval of the Board, the Secretary may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

64. Financial records

- 64.1 The Association must keep financial records that:
- (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- 64.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 64.3 The Secretary must keep in their custody, or under their control:
- (a) the financial records for the current Financial Year; and
 - (b) any other financial records as authorised by the Board.

65. Financial statements

- 65.1 For each Financial Year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 65.2 Without limiting subrule 65.1, those requirements include:
- (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Board;
 - (d) the submission of the financial statements to the Annual General Meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 - GENERAL MATTERS

66. Registered address

The registered address of the Association is:

- (a) the address determined from time to time by resolution of the Board; or



- (b) if the Board has not determined an address to be the registered address—the postal address of the Secretary.

67. Notice requirements

- 67.1 Any notice required to be given to a Member or a Director under this Constitution may be given:
- (a) by Advertisement;
 - (b) by handing the notice to the Member personally; or
 - (c) by sending it by post to the Member at the address recorded for the Member on the register of Members; or
 - (d) by email or facsimile transmission.
- 67.2 Subrule 67.1 does not apply to notice given under rule 51.
- 67.3 Any notice required to be given to the Association or the Board may be given:
- (a) by handing the notice to a Director; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Board determines that it is appropriate in the circumstances:
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

68. Custody and inspection of books and records

- 68.1 Members may on request inspect free of charge:
- (a) the register of Members;
 - (b) the minutes of General Meetings;
 - (c) subject to subrule 68.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.
- Note:** See note following rule 13 for details of access to the register of Members.
- 68.2 The Board may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 68.3 The Board must on request make copies of this Constitution available to Members and applicants for Membership free of charge.
- 68.4 Subject to subrule 68.2, a Member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.



68.5 For purposes of this rule:

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

- (a) its Membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

69. Winding up and cancellation

69.1 The Association may be wound up voluntarily by Special Resolution of the Members.

69.2 In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Members or former Members of the Association.

69.3 Subject to the Act, any court order made under section 133 of the Act and subrule 69.5, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual Members.

69.4 The body to which the surplus assets are to be given must be decided:

- (a) by Special Resolution at or before the winding up; or
- (b) if no such Special Resolution is passed, a Judge of the Supreme Court or such other court of competent jurisdiction.

69.5 If the Association is endorsed as a deductible gift recipient under subdivision 30BA of the *Income Tax Assessment Act 1997* (Cth) at the time it is wound up, then in addition to the requirements under subrule 69.4, the body or bodies to which the surplus assets are distributed must also be endorsed as a deductible gift recipient at the time the distribution is made.

69.6 If the Association is endorsed as a deductible gift recipient under subdivision 30BA of the *Income Tax Assessment Act 1997* (Cth) and that deductible gift recipient endorsement is revoked (whether or not the Association is to be wound up), any surplus gift funds must be transferred to one or more bodies that meet the requirements of subrules 69.4 and 69.5, as decided by the Board.

69.7 For the purpose of this rule 69.6:

- (a) **gift funds** means:
 - (i) gifts of money or property for the Association's purposes;
 - (ii) contributions made in relation to a fund-raising event held for the Association's purposes; and
 - (iii) money received by the Association because of such gifts and contributions; and



- (b) contributions and fund-raising event have the same meaning as in Division 30 of the *Income Tax Assessment Act 1997* (Cth).]

70. Alteration of this Constitution

This Constitution may only be altered by Special Resolution of a General Meeting of the Association.

Note: An alteration of this Constitution does not take effect unless or until it is approved by the Registrar. If this Constitution (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

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