

AL Attachment 3 - proposed constitution changes

This is the annexure marked "A" referred to in the statutory declaration of:	
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Made on (date)	<i>14/10/25</i>
Before me	
(signature of witness on statutory declaration)	

Constitution of Arid Lands Environment Centre Incorporated

Preamble

Australia's first people lived sustainably in Central Australia for tens of thousands of years. Since European colonisation, there have been many challenges to the environment including, exploitation of land and water and the ongoing crisis of climate change. The Arid Lands Environment Centre Incorporated (ALEC) vision for Central Australia promotes the natural environment, respects the wisdom of Aboriginal people across Central Australia and the Barkly, and works to foster a spirit of community and respect for Aboriginal people and the natural world. ALEC recognises that sovereignty was never ceded.

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Part 1 – Preliminary

1. Name

The name of the incorporated association ("the Association") is Arid Lands Environment Centre Incorporated.

2. Objects and purposes

The central object of the Association is to protect the environment and ensure healthy futures for arid lands and peoples by:

- (a) recognising Aboriginal people as the traditional owners and custodians of Central Australia and acknowledging that sovereignty was never ceded.
- (b) making every effort to ensure that, building on the knowledge of Aboriginal people, the air, lands and waters of Central Australia and elsewhere are used with wisdom and foresight, and that the competing demands upon them are resolved in the best long-term interests of this region and nation.
- (c) promoting energy policies and initiatives based on low impact renewable and sustainable sources and demoting energy sources with costly environmental impacts such as fossil and nuclear.
- (d) working to create resilient communities, including but not limited to a focus on food security, sustainable transport, reduced energy and water consumption, and education for sustainability
- (e) educating, advocating and modelling strategies for climate change mitigation and adaptation
- (f) advocating for social equity in environmental policy and programmes including by working with Aboriginal communities, and supporting poor, vulnerable and disadvantaged groups – those most likely to be affected by climate change and other environmental challenges – to support fairer outcomes.
- (g) co-operating with and fostering co-operation among people and other bodies and associations concerned with or interested in conservation and sustainability, including traditional owner groups
- (h) taking such actions that are considered necessary or appropriate to promote conservation and sustainability of the natural environment, and
- (i) taking or encouraging actions and production of materials including but not restricted to written publications, online resources and other digital media, demonstration projects, research, social and environmental enterprise and other innovative means of advocacy, education, community engagement and action

3. Minimum number of members

The Association must have at least 10 members.

4. Definitions

In this Constitution, unless the contrary intention appears:

"Act" means the *Associations Act* and regulations made under that Act;

"Address" has the common meaning and includes an email address or other such electronic address.

"Board" has the same meaning as a Committee, as defined in section 4 of the Act and with the functions defined in this Constitution;

"Day" means business day.

"Financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth;

"General meeting" means a general meeting of members convened in accordance with clause 48;

"Member" means a member of the Association;

"Register of members" means the register of the Association's members established and maintained under section 34 of the Act

"Special resolution" means a resolution notice of which is given under clause 49 and passed in accordance with section 37 of the Act.

Part 2 – Constitution and Powers of Association

5. Powers of Association

- (1) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
- (2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, 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) procure contributions to the funds of the Association, receive and make gifts, be a beneficiary, and raise and borrow money on the terms and in the manner it considers appropriate;
 - (e) collect funds, solicit, receive, enlist and accept subscriptions, donations, bequests and any other financial or other aid or assistance from any person, trust, corporation, firm, association, institution, government body or instrumentality or any municipal body or any other body;
 - (f) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (g) establish and support or aid in the establishment and support of any other association formed for any of the basic objects of the Association, and perform all such acts in the law as are required or are incidental to such legal functions;
 - (h) raise and borrow money and secure the repayment of money borrowed by any lawful means including mortgage, charge, debenture or bill of sale over any property of the Association;
 - (i) undertake and execute any trust it considers necessary or desirable and accept any gift, endowment, bequest, or devise made to the Association generally or for a

specific object and carry out any trust attached to any gift, endowment, bequest or devise;

- (j) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments;
- (k) provide any kind of financial and other assistance to any person or body for any purpose which furthers the objects of the Association including conservation projects to research the establishment and management of National Parks and other parks, reserves, conservation areas, sanctuaries and the like;
- (l) offer, provide, sponsor or contribute towards any lecture, scholarship, prize or other award for any research, study, literature or other effort which furthers the objects of the Association;
- (m) construct maintain and alter buildings or works;
- (n) to do all such lawful things as are considered by the Board or the members at a general meeting incidental or conducive to the attainment of the objects or purposes of the Association;
- (o) appoint agents to transact business on its behalf; and
- (p) enter into any other contract it considers necessary or desirable.

6. Effect of Constitution

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

7. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

8. Altering the Constitution

- (1) The Association may alter this Constitution by special resolution but not otherwise.
- (2) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

Part 3 – Members

Division 1 - Membership

9. Register of members

- (1) The association must establish and maintain a register of members.
- (2) The register of members must be kept by the secretary and must contain the members:
 - (a) Name
 - (b) Address or an alternative address nominated by the member for the service of notices, and
 - (c) Date the member was admitted to membership and the date the member ceased to be a member.

10. Category of Membership

(1) the Association has the following membership categories:

- (a) Individual
 - (i) An Individual member means a person who, upon appropriate application and on payment of the prescribed fees, is a person accepted by the Board as an Individual member.
- (b) Family
 - (i) A Family member means a family that, upon appropriate application and on payment of the prescribed fees, is accepted by the Board as a Family member.
- (c) Concession
 - (i) A concession member means a person who, upon appropriate application and on payment of the prescribed fees, is a person accepted by the Board as a Concession member.
- (d) Institution
 - (i) An Institution Member means an organisation that, upon appropriate application and on payment of the prescribed fees, is an organisation accepted by the Board as an Institution member.
 - (ii) An Institutional member may from time to time nominate in writing to the Secretary a person as its representative and, subject to this Constitution, that person shall have the same rights and privileges as an ordinary member.
 - (iii) Notwithstanding anything contained within this Constitution, the representative referred to in the preceding paragraph shall cease to be a representative for the purposes of this Constitution upon the body of which they are a representative ceasing to be a member body of the Association.
 - (iv) Where an Institutional member has not nominated a representative or has no representative for the time being, the rights and privileges of that member body shall be as determined by the Association.
 - (v) An Institution member is not entitled to cast a vote at a general meeting.
 - (vi) An Institution member is not entitled to hold any office in the Association.
- (e) Junior
 - (i) A Junior member means any person under the age of 18 years who, upon appropriate application, is a person accepted by the Board as a Junior member.
 - (ii) A Junior member is not entitled to cast a vote at a general meeting.
- (f) Life Member
 - (i) Any person who has rendered or is rendering distinguished service to the Association may be appointed a Life Member of ALEC by the Board on the written nomination of a member of the Board or of not fewer than six members submitted to the Board.

- (ii) A vote on such nomination will be taken at an Annual General Meeting and must obtain a three fourths majority to succeed.
- (iii) A Life Member shall not be liable for the payment of the annual membership fee but shall otherwise be deemed to be a financial member of the Association and entitled to all the privileges of membership, including voting rights.
- (iv) The number of Life Members allowable shall be decided upon by the Board from time to time.

11. Application for membership

- (1) Any person who can demonstrate an existing commitment to the Objects and Purposes of the Association may apply for admission to membership of the Association.
- (2) To apply to become a new or renewed member of the Association a person must submit an application for membership in a form approved by the Board.

12. Approval of Board

- (1) The Board must consider any application made under clause 11 at the next available Board meeting and must accept or reject the application at that meeting or the next.
- (2) If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within 14 days after being advised of the rejection.
- (3) If an applicant gives notice of an appeal against the rejection of their application, the Board must reconsider the application at the next Board meeting after receipt of the notice of appeal.
- (4) If after reconsidering an application the Board reaffirms its decision to reject the application, the decision is final.

13. Joining fee

- (1) If an application for membership is approved by the Board, the applicant becomes a member on payment of the joining fee.
- (2) The joining fee is the amount determined from time to time by resolution by the Board.

14. Annual membership fees

- (1) If an application for renewed membership is approved by the Board, the applicant becomes a member on payment of the membership fee.
- (2) The annual membership fee is the amount determined to be applicable to each membership category from time to time by resolution at a of the Board.
- (3) Each member must pay the annual membership fee to the Treasurer by the membership anniversary date.
- (4) A member whose subscription is not paid within 3 months after the due date ceases to be a member unless the Board determines otherwise.

Division 2 – Rights of members

15. General

- (1) Subject to clause 9(2), a member may exercise the rights of membership when their name is entered in the register of members.

- (2) A right of membership of the Association:
- I. is not capable of being transferred or transmitted to another person; and
 - II. terminates on the cessation of membership whether by death, resignation or otherwise.
 - III. All members are entitled to receive one copy of every issue of the newsletter of ALEC.
 - IV. Any other such rights and benefits as may be determined from time to time by a resolution of the Board

16. Voting

- (1) Subject to clauses 10 and 11(c), each member has one vote at general meetings of the Association.

17. Notice of meetings and special resolutions

The Secretary must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

18. Access to information on Association

The following must be available for inspection by members:

- (a) a copy of this Constitution;
- (b) minutes of annual general meetings and member general meetings;
- (c) annual reports and annual financial reports.

19. Raising grievances and complaints

- (1) A member may raise a grievance or complaint about a Board member, the Board or another member of the Association.
- (2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

20. Income and Assets

- (1) The income and assets of the Association shall be applied solely to the promotion of the objects of the Association and, subject to clause 21 (2) hereunder, no portion thereof shall be transferred directly or indirectly by way of profit to any member of the Association.
- (2) Nothing herein shall prevent the payment in good faith to a member of the Association for:
- (a) remuneration in return for services rendered or goods supplied in the ordinary course of business;
 - (b) interest at a mutually agreed rate on money lent to the Association;
 - (c) a reasonable rent on premises let to the Association;
 - (d) reimbursement of expenses actually incurred on association business or on behalf of the Association.

21. Liability of Members

No member shall be liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of a winding-up of the Association.

Division 3 – Termination, death, suspension and expulsion

22. Termination of membership

- (1) Membership of the Association may be terminated by:
 - (a) a notice of resignation addressed and posted to the Association or given personally to the Secretary or another Board member;
 - (b) non-payment of the annual membership fee within the time allowed under clause 12(3); or
 - (c) expulsion in accordance with this Division.
- (2) Any member or member body resigning or otherwise ceasing to be a member shall, as from the date of withdrawal or cessation, cease to have any claim they may have had upon the Association, its property or its funds.

23. Death of member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown, the Board must cancel the member's membership.

24. Suspension or expulsion of members

- (1) If the Board considers that a member should be suspended or expelled because their conduct is detrimental to the interests of the Association, the Board must give notice of the proposed suspension or expulsion to the member.
- (2) The notice must:
 - (a) be in writing and include:
 - (i) the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and
 - (b) be given to the member not less than 30 days before the date of the Board meeting referred to in paragraph (a)(i).
- (3) At the meeting, the Board must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (4) The Board may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.
- (5) Subject to clause 26, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

25. Appeals against suspension or expulsion

- (1) A member who is suspended or expelled under clause 25 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Board's decision.
- (2) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.

- (3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Board to suspend or expel the member.
- (4) The member is not suspended or does not cease to be a member until the decision of the Board to suspend or expel them is confirmed by a resolution of the members.

Part 4 –Board of Governance

Division 1 – General

26. Role and powers

- (1) The business of the Association must be managed by or under the direction of a Board of Governance.
- (2) The Board shall be responsible to the Association.
- (3) The Board may exercise all the powers of the Association in all matters concerning the Association in such a manner as it judges appropriate to further the objects and interests of the Association, except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- (4) The Board may appoint and remove the Manager and the Manager will be responsible for all other staffing appointments and removals.
- (5) The Board may establish one or more subcommittees consisting of the members of the Association the Board considers appropriate.

27. Composition of Board

- (1) The Board of Governance consists of:
 - (a) a Chair;
 - (b) a Deputy-Chair;
 - (c) a Secretary;
 - (d) a Treasurer; and
 - (e) up to 5 general members.
- (2) Unless elected directly as a separate office holder, the Board must appoint one Board member to be the Association's public officer.

28. Delegation

- (1) The Board may delegate to 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.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke wholly or in part the delegation.

Division 2 – Tenure of office

29. Eligibility of Board members

- (1) A Board member must be a member who is 18 years or over.
- (2) A member may not hold any position on the Board if they hold any elected office in State, Territory, Local or Commonwealth Government.
- (3) Board members must be elected to the Board at an annual general meeting or appointed under clause 33.

30. Nominations for election to Board

- (1) A member is not eligible for election to the Board unless the Secretary receives a written nomination for that member by another member not less than 21 days before the date of the next annual general meeting.
- (2) The nomination must be signed by:
 - (a) the nominator and a seconder; and
 - (b) the nominee to signify their willingness to stand for election.
- (3) A person who is eligible for election or re-election under this clause may:
 - (a) propose or second themselves for election or re-election; and
 - (b) vote for themselves.
- (4) The Board will review all nominations received, submit a full list of nominations received and make recommendations for election to the Board to the next annual general meeting.

31. Retirement of Board members

- (1) A Board member holds office until the next annual general meeting unless the member vacates the office under clause 35 or is removed under clause 36.
- (2) Subject to subclauses (4) and (5), tenure for Board members is two (2) years with nominations for one half of the Board membership called at each annual general meeting where elections are held for new Board members to take their place.
- (3) All office bearer positions will be vacated with elections held at the annual general meeting to elect members to the Board.
- (4) The Chair must preside at the annual general meeting.
- (5) Members may serve 5 consecutive terms on the Board.

32. Election by default

- (1) If the number of persons nominated for election to the Board under clause 28 does not exceed the number of vacancies to be filled, the Chair must declare the persons to be duly elected as members of the Board at the annual general meeting.
- (2) If the nominations are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Board in accordance with clause 37.

33. Election by ballot

- (1) If the number of nominations exceeds the number of vacancies on the Board, ballots for those positions must be conducted.
- (2) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.
- (3) The members chosen by ballot must be declared by the Chair to be duly elected as members of the Board.

34. Vacating office

The office of a Board member becomes vacant if:

- (a) the member:
 - (i) is disqualified from being a Board member under section 30 or 40 of the Act;
 - (ii) resigns by giving written notice to the Board;
 - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
- (b) the member is absent from more than:
 - (i) 3 consecutive Board meetings; or
 - (ii) 3 Board meetings in the same financial year without tendering an apology to the Chair;

of which meetings the member received notice and the Board has resolved to declare the office vacant; or
- (c) The public officer:
 - (i) ceases to be a resident of the Territory;
- (d) the Board member ceases to be a member of the Association, or the organisation which they represent ceases to be a Member Body of the Association,
- (e) the Board member accepts a nomination, or nominates themselves, for an elected office in State, Territory, Local or Commonwealth Government*,
- (f) an absolute majority of the Board votes to remove a Board member who has ceased to be an effective member of the Board or who has breached the Expected Standards of Behaviour of the Board.
- (g) Where an Institutional member representative is absent from more than 3 consecutive Board meetings, or absent from 3 meetings in the same sitting year without tendering an apology to the Board the Member Body will be asked to replace that representative.
- (h) These and any other actions which are deemed by the Board and/or members of the Association as bringing the Association into disrepute.

35. Removal of Board member

- (1) The Association, through a special general meeting of members, may remove any Board member, before the member's term of office ends.

- (2) If the Board seeks to suspend or remove an elected board member under clause 31(c) or (d) that member is automatically suspended from the Board from the date of the notice issued.
- (3) A Board member suspended from the Board has the right of appeal under clause 22.
- (4) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

36. Filling casual vacancy on Board

- (1) If a vacancy remains on the Board after the application of clause 32 or if the office of a Board member becomes vacant under clause 35, the Board may appoint any member of the Association to fill that vacancy.
- (2) However, if the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.
- (3) The Board may continue to function notwithstanding any casual vacancy in its numbers.

37. Office Bearer Election

- (1) At the first board meeting convened as soon as practicable following the Annual General Meeting, the members elected to the Board will elect the office bearers for the Association.
- (2) The election will be conducted by ballot and must be conducted in a manner determined by the members present.

Division 3 – Duties of Board members

38. Collective responsibility of Board

- (1) As soon as practicable after being elected to the Board, each Board member must become familiar with the Act and regulations made under the Act.
- (2) The Board is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

39. Chair and Deputy-Chair

- (1) Subject to subclauses (2) and (3), the Chair must preside at all general meetings and Board meetings.
- (2) If the Chair is absent from a meeting, the Deputy-Chair must preside at the meeting.
 - (a)

40. Secretary

The Secretary must:

- (a) coordinate the correspondence of the Association;
- (b) ensure minutes of all proceedings of general meetings and of Board meetings are kept in accordance with section 38 of the Act;
- (c) maintain the register of members in accordance with section 34 of the Act;

- (d) unless the members resolve otherwise at a general meeting – have custody of all books, documents, records and registers of the Association, other than those required by clause 41(5) to be in the custody of the Treasurer; and
- (e) perform any other duties imposed by this Constitution on the Secretary.

41. Treasurer

- (1) The Treasurer will be responsible for overseeing the financial affairs of the association and will work closely with the Board and the Manager to ensure its financial integrity and sustainability; and
- (2) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

42. Public officer

- (1) The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.
- (2) The public officer must keep a current copy of the Constitution of the Association.

Part 5 – Meetings of Board of Governance

43. Frequency and calling of meetings

- (1) The Board must meet together for the conduct of business not less than 6 times in each financial year.
- (2) The Chair, or at least half the Board members, may at any time convene a special meeting of the Board.
- (3) A special meeting may be convened to deal with an appeal under clause 26.

44. Voting and decision making and using technology to conduct meetings

- (1) Each Board member present at the meeting has a deliberative vote.
- (2) A question arising at a Board meeting must be decided by a majority of votes.
- (3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.
- (4) The Board may hold meetings by using any technology (such as video or teleconferencing) that is agreed to by all the Board members.

45. Quorum

- (1) For a Board meeting, half plus 1 Board members constitutes a quorum.
- (2) At least one of the following Board members must be present at all times in order to constitute a quorum:
 - (a) Chair; or
 - (b) Deputy-Chair.

46. Procedure and order of business

- (1) The procedure to be followed at a Board meeting must be determined from time to time by the Board.

- (2) The order of business may be determined by the board members present at the meeting.
- (3) Only the business for which the meeting is convened may be considered at a special meeting.

47. Disclosure of interest

- (1) A Board member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Board in accordance with section 31 of the Act.
- (2) The Secretary must record the disclosure in the minutes of the meeting.
- (3) The Chair must ensure a Board member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

Part 6 – General Meetings

48. Convening general meetings

- (1) The Association must hold its first annual general meeting within 18 months after its incorporation.
- (2) The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
- (3) The Board:
 - (a) may at any time convene a special general meeting;
 - (b) must, within 30 days after the Secretary receives a notice under clause 26(1), convene a special general meeting to deal with the appeal to which the notice relates; and
 - (c) must, within 30 days after it receives a request under clause 46(1), convene a special general meeting for the purpose specified in that request.

49. Special general meetings

- (1) Five (5) members may make a written request to the Board for a special general meeting unless otherwise provided in the Schedule.
- (2) The request must:
 - (a) state the purpose of the special general meeting; and
 - (b) be signed by the members making the request.
- (3) If the Board fails to convene a special general meeting within the time allowed:
 - (a) for clause 48(3)(b) – the appeal against the decision of the Board is upheld; and
 - (b) for clause 48(3)(c) – the members who made the request may convene a special general meeting as if they were the Board.
- (4) If a special general meeting is convened under subclause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Secretary must give to all members not less than 21 days notice of a special general meeting.

- (6) The notice must specify:
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.

50. Annual general meeting

- (1) The Secretary must give to all members not less than 14 days notice of an annual general meeting.
- (2) The notice must specify:
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is as follows:
 - (a) First – the consideration of the accounts and reports of the Board;
 - (b) Second – the election of new Board members;
 - (c) Third – any other business requiring consideration by the Association at the meeting.
 - (d) Fourth – appointment of the external auditor

51. Special resolutions

- (1) A special resolution may be moved at any general meeting of the Association.
- (2) The Secretary must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

52. Notice of meetings

- (1) The Secretary must give a notice under this Part by –
 - (a) serving it on a member personally; or
 - (b) sending it by post or email to a member at the address or email address of the member appearing in the register of members.
- (2) If a notice is sent by post under subclause (1)(b), sending of the notice is taken to have been properly effected if:
 - (a) If the notice was sent by post, the notice is addressed and posted to the member by ordinary prepaid mail; or
 - (b) If the notice was sent by email, the notice is sent to the email address.

53. Quorum at general meetings

- (1) At a general meeting, 10 members present in person constitutes a quorum.
- (2) Members may also attend General Meetings by way of video link in lieu of being physically present at the General Meeting.

54. Lack of quorum

- (1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present –
 - (a) for an annual general meeting or special general meeting convened under clause 48(3)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
 - (b) for a meeting convened under clause 48(3)(b) – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
 - (c) for a meeting convened under clause 48(3)(c) – the meeting lapses.
- (2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.
- (3) The Chair may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.
- (4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

55. Voting

- (1) Subject to clauses 17(2) and 25, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) At a general meeting:
 - (a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
 - (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.
- (3) A poll may be demanded by the Chair or by 3 or more members present in person or by proxy.
- (4) If demanded, a poll must be taken immediately and in the manner the Chair directs.

56. Proxies

- (1) A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.
- (2) Proxies must be received by the Manager no later than 5 days before the date of the General meeting.

Part 7 – Financial Management

57. Financial year

The financial year of the Association is the twelve months ending 30 June.

58. Funds and accounts

- (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.
- (2) Subject to any restrictions imposed by the Association at a general meeting, the Board may approve expenditure on behalf of the Association within the limits of the budget.
- (3) All transactions (electronic funds transfer, cheques, drafts, bills of exchange, promissory notes) and other negotiable instruments must be signed or approved in accordance with the schedule of delegations as approved from time to time by resolution of the Board.
- (4) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.
- (5) With the approval of the Board, the Manager 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.

59. Accounts and audits

The responsibility of the Board under clause 38(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to:

- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Association's annual statement of accounts; and
- (c) the auditing of the Association's accounts.

Part 8 – Grievance and disputes

60. Grievance and disputes procedures

- (1) This clause applies to disputes between:
 - (a) a member and another member; or
 - (b) a member and the Board.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (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 after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:

- (i) for a dispute between a member and another member – a person appointed by the Board; or
 - (ii) for a dispute between a member and the Board – a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) 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.

Part 9 – Gift Fund Requirements

Clauses 61 – 64 inclusive shall only be in effect where the Association is approved by the Australian Taxation Office as having deductible gift recipient status.

61. Establishment of the Gift Fund

The Association shall establish and maintain a separate gift fund (the "Gift Fund") for the sole purpose of receiving gifts and donations intended to support the purpose and objectives of the association.

62. Purpose of the Gift Fund

- (1) The Gift Fund shall be used only to support the Association's purposes, which aligns with its charitable objectives.
- (2) The Association will maintain a Gift Fund called the ALEC Gift Fund
 - a) which will be used only for the principal purpose of the Association;
 - b) all gifts and deductible contributions of money or property for that purpose are made to it;
 - c) any money received because of such gifts or deductible contributions is credited to it; and
 - d) and it does not receive any other money or property.

63. Not-for-Profit

The income and property of the Association shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the organisation.

64. Conduit Policy

Any allocation of funds or property to other persons or Associations will be made in accordance with the established purposes of the Association and not be influenced by the preference of the donor.

Part 10 – Miscellaneous

65. Common seal

- (1) The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded by the Manager.
- (2) The affixing of the common seal of the Association must be witnessed by any 2 of the following:
 - (a) the Chair;
 - (b) the Deputy Chair
 - (c) the Secretary;
 - (d) the Treasurer.
- (3) The common seal of the Association must be kept in the custody of the Secretary or another person the Board from time to time decides.

66. Distribution of surplus assets on winding up

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remain any assets, the assets must not be distributed to the members or former members.
- (2) The surplus assets must be given or transferred to another association incorporated under the Act that:
 - (a) has similar objects or purposes;
 - (b) is not carried on for profit or gain to its individual members; and
 - (c) is determined by resolution of the members.

67. Constitution

- (1) Any doubt as to the application of or meaning of any clause shall be decided on by a vote in a General Meeting or a Special General Meeting. This decision shall be final and conclusive.
- (2) The Objectives and Rules of the Association may be amended, altered or repealed by a simple majority of members voting at a General Meeting or a Special General Meeting either in person or by proxy where every financial Member has been given at least

twenty-one (21) days notice of the proposal. The Secretary shall make available full details of proposed amendments or alterations to any Member who requests to see them.

- (3) If the Constitution is altered the Public Officer must ensure compliance with section 23 of the Act.

68. Manager

- (1) The Manager must:
- (a) pay all moneys received into an account of the Association within 5 working days after receipt;
 - (b) make any payments authorised by the Board or by a General meeting of the Association from the Association's funds; and
 - (c) ensure all transactions (electronic funds transfer, cheques, drafts, bills of exchange, promissory notes) and other negotiable instruments must be signed or approved in accordance with the schedule of delegations as approved by the Board.
- (2) The Manager must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
- (3) The Manager must coordinate the preparation of the Association's annual statement of accounts.
- (4) If directed to do so by the Chair, the Manager must submit to the Board a report, balance sheet or financial statement in accordance with that direction.
- (5) The Manager has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.
- (6) The Manager must perform any other duties imposed by this Constitution and as delegated by written instrument by the Board.

Schedule to the Constitution

Part 1 – Mandatory Details

Expected Standards of Behaviour for the Association Board Member

- (1) Conflict of Interest: Board members should disclose any potential conflicts of interest to the board and accept the decision of the board on how to manage that conflict of interest, including abstaining from voting on any matter where they have a conflict of interest.
- (2) Confidentiality: Board members should maintain confidentiality regarding any sensitive information related to the association, and any matters discussed at a board meeting. They should not disclose any confidential information to any third party without prior approval from the board.
- (3) Decision making: board members are collectively responsible for board decisions and policies and must publicly support all board decisions, even in the event that a board member was of a minority view when the matter was discussed and/or voted on.
- (4) Diligence: Board members should perform their duties with diligence and care. They should attend all meetings, prepare for meetings, and participate in discussions actively.
- (5) Compliance: Board members should comply with all applicable laws, regulations, and policies related to the association.
- (6) Respect: Board members should treat other Board members, association members, and stakeholders with respect and dignity.
- (7) Accountability: Board members should be accountable for their actions and decisions. They should be transparent in their dealings and provide accurate information to the Board.
- (8) Solidarity: Board members should support one another in the endeavours agreed to by the Board to ensure all Board members are feeling supported by one another and are contributing fairly.

Part 2 – Replaceable Details

Clause	Description of clause	Default detail	Replacing detail

Part 3 – Additional Details