



Constitution
Institute of Public Administration Australia
(Victorian Division) Inc.
ABN: 49012662861

Constitution adopted by the membership
at the IPAA Victoria Annual General Meeting (AGM)
on Wednesday 22 November 2023.

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INTRODUCTION

The Institute of Public Administration Australia (Victorian Division) Inc. operates under the *Associations Incorporation Reform Act 2012*(Vic) (AIR Act).

IPAA Victoria's Constitution is **based** on the Model Rules for an Incorporated Association provided under Schedule 4 of the *Associations Reform Regulations 2012* (Vic).

1. Name

- 1.1 The name of this organisation is the Institute of Public Administration Australia Victorian Division, Inc. and it shall be referred to in this Constitution, as IPAA Victoria.
- 1.2 IPAA Victoria is the peak body and professional association for the public sector in Victoria, representing public sector professionals as well as community, tertiary and private sector organisations that work with the public sector in Victoria.

2. Purposes

The purposes of IPAA Victoria are to:

- 2.1 Support continuing professional development and encourage networking opportunities for Members to build capability in the public sector in Victoria;
- 2.2 Develop partnerships and collaborations with organisations that support IPAA Victoria's purposes;
- 2.3 Engage in thought leadership, information sharing and informed debate on issues of relevance to the public sector in Victoria;
- 2.4 Advance the interests of the public sector in Victoria;
- 2.5 Create awareness and enhance the reputation of the public sector and its service to the Victorian community;
- 2.6 Support excellence and continuous improvement in the public sector in Victoria;
- 2.7 Promote inclusion and diversity in the public sector in Victoria;
- 2.8 Encourage entrepreneurship and innovation in the public sector in Victoria;
- 2.9 Promote ethical standards, transparency, accountability and integrity within the public sector in Victoria;
- 2.10 Be an active and supportive member of IPAA National.

3. Definitions and interpretation

3.1 In this Constitution:

- (a) **Act** means the Associations Incorporation Reform Act 2012 (Vic) (amendments 2017) and includes any regulations made under that Act;
- (b) **Audit, Finance and Risk Committee** means the Committee established by the Board for the purposes of **Clause 34**;
- (c) **Board** means the governing body of IPAA Victoria as described in **Part 4**;

- (d) **Board member** means a Member of the Board elected, appointed or co-opted under **Part 4**.
- (e) **Chief Executive Officer (CEO)** means the person appointed to that role in accordance with **Clause 27** and who is the Secretary of IPAA Victoria for the purposes of the Act;
- (f) **Co-opted Board Member** means a Member appointed to the Board under **Clause 28.7**;
- (g) **Deputy President** means the person appointed as Deputy President by the Board in accordance with **Clause 28.3**;
- (h) **Disciplinary Appeal Meeting** means a meeting of the Members of IPAA Victoria convened under **Clause 19**;
- (i) **Disciplinary Committee** means the committee appointed under **Clause 15**.
- (j) **Disciplinary Meeting** means a meeting convened for the purposes of **Clause 16.1**;
- (k) **Eligible member** means any Member:
 - (i) who has paid all applicable fees; and
 - (ii) whose membership rights are not suspended for any reason.
- (l) **Executive Committee** means the Standing Committee established by the Board for the purposes of **Clause 35**;
- (m) **Financial Year** of IPAA Victoria is each period of twelve (12) months ending on 30 June.
- (n) **General Meeting** means a General Meeting of Members of IPAA Victoria convened in accordance with **Part 5** and includes an Annual General Meeting (AGM) and Special General Meeting.
- (o) **IPAA National** means the Institute of Public Administration Australia Incorporated with divisions in each state and territory;
- (p) **Member** means an individual or entity which is a Member of IPAA Victoria whose membership has been approved in accordance with **Clause 7**;
- (q) **Motion** is a proposal that a Member and Secunder put at a Meeting in order that some action be done or decision made about an issue.
- (r) **President** means the person appointed as President by the Board in accordance with **Clause 28.3**;
- (s) **Registrar** means the Registrar of Incorporated Associations.
- (t) **Relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of IPAA Victoria and includes the following:
 - (i) membership records;
 - (ii) financial statements;

(iii) financial records;

(iv) records and documents relating to transactions, dealings, business or property of IPAA Victoria.

(v) Minutes of Meeting.

(u) **Resolution** means a Motion that has been approved or passed at a Meeting and is a binding decision.

(v) **Special Resolution** means a Resolution that requires not less than 75% of the Members voting at a General Meeting, whether in person or by proxy, to vote in favour of the Resolution.

(w) **Standing Committee** means the Executive Committee, the Audit, Finance and Risk Committee, or any other committee established by the Board under Clause 34.

(x) **Victorian Fellow** means an individual that has been awarded as an IPAA Victoria Fellow in accordance with the IPAA Victoria Fellowship Policy.

3.2 The terms, 'Personal Member', 'Honorary Life Member' and 'Corporate Member' are described in Clause 8.

3.3 This Constitution forms the rules of IPAA Victoria for the purposes of the Act and is taken to constitute the terms of contract between IPAA Victoria and its Members.

PART 2 POWERS OF ASSOCIATION

4. Powers of Association

4.1 Subject to the Act, IPAA Victoria has power to do all things incidental or conducive to achieve its purposes.

4.2 Without limiting Clause 4.1, and subject to existing laws, IPAA Victoria may:

- (a) lease, acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security;
- (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.

4.3 IPAA Victoria may only exercise its powers and use its income and assets (including any surplus) for its purposes as outlined in Clause 2.

5. Not for profit Organisation

5.1 IPAA Victoria is a not for profit organisation. Its assets and income shall be applied solely in furtherance of its purposes in Clause 2. No surplus, income or assets shall be distributed either directly or indirectly to its Members.

5.2 Clause 5.1 does not prevent IPAA Victoria from paying a Member:

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

PART 3 MEMBERSHIP

6. Minimum number of members

6.1 IPAA Victoria must have at least six (6) Members.

7. Eligible members

7.1 IPAA Victoria aims to reflect in its membership, the mix of people and entities working in or with the public sector in Victoria.

7.2 Membership is open to individuals who agree to comply with the Constitution and support the purposes of IPAA Victoria and who are:

- (a) working in, or who have retired from, federal, state, or local government;
- (b) working in, or who have retired from community, tertiary and private sector entities, that work with the public sector in Victoria;
- (c) engaged in full time or part time study in a field relevant to the public sector.

7.3 Membership is open to entities that:

- (a) agree to comply with the Constitution; and
- (b) support the purposes of IPAA Victoria; and
- (c) work in or with the public sector in Victoria.

7.4 Membership of IPAA Victoria becomes effective on:

- (a) the approval of membership under clause 7.5; and
- (b) receipt of applicable fees as set by the Board.

7.5 The Board is responsible for approval of applications for membership and may delegate this power to the CEO.

7.6 If an application for membership is rejected, the CEO must, as soon as practicable, notify the applicant in writing that the application has been rejected.

8. Membership Categories

8.1 The Board determines membership categories and the criteria for each category of membership. Membership categories may include, but are not limited to:

- (a) **Personal Member** – for an individual who satisfies the conditions of membership set out in Clause 7;

(b) **Honorary Life Member** – for any person whom the Board determines to have made an outstanding contribution to IPAA Victoria and selects as an Honorary Life Member, and who satisfies the criteria as determined by the Board from time to time;

(c) **Corporate Member** – for any entity that satisfies the conditions of membership set out in Clause 7.

9. Application for Membership

9.1 To apply for membership of IPAA Victoria, a person must submit a written application to IPAA Victoria stating that the person:

- (a) wishes to become a Member of IPAA Victoria;
- (b) supports the purposes of IPAA Victoria;
- (c) agrees to comply with the Constitution; and
- (d) agrees to pay the membership subscription as determined by the Board from time to time.

9.2 The Board may set different fees payable for each category of membership.

9.3 Fees will be due on the date determined by the Board.

10. General Rights of Members

10.1 A Member of IPAA Victoria who is entitled to vote has the right to:

- (a) receive a Notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by the Constitution; and
- (b) submit items of business for consideration at a General Meeting; and
- (c) attend and be heard at General Meetings; and
- (d) vote at a General Meeting; and
- (e) have access to the Minutes of General Meetings as provided under Clause 61;
- (f) Subject to the Act, inspect the Register of Members.

10.2 A Member is entitled to vote if the:

- (a) Member complies with Clause 7; and
- (b) Member's membership rights are not suspended.

10.3 The rights of a Member are not transferrable and end when the membership ceases.

11. Annual subscription and fees

11.1 At the last Board meeting of each financial year when the Board approves its operating budget for the subsequent financial year, IPAA Victoria must determine the amount of the annual subscription for the following financial year.

11.2 IPAA Victoria may determine that any new Member who joins after the start of a financial year, must for that financial year, pay a fee equal to:

- (a) the full annual subscription; or
- (b) a pro rata annual subscription as determined from time to time by the Board; or
- (c) a fixed amount determined from time to time by the Board.

12. Cessation of Membership

- 12.1 Membership ceases on resignation, expulsion or death of the Member.
- 12.2 A Member may resign at any time by giving notice in writing to the CEO/Secretary.
- 12.3 A Member whose annual subscription is unpaid on the due date will be deemed an **unfinancial** Member and will lose voting rights until payment is made.
- 12.4 If the Member's annual subscription is more than two (2) months in arrears, the Member will be forwarded a reminder and advised that their membership is suspended until payment is made and that if membership is not renewed within thirty (30) days from the date of the reminder, the Member will be deemed to have resigned.
- 12.4 A Member who resigns will not be entitled to any refund (or part refund) of their membership fee.
- 12.5 Where membership ceases, the CEO/ Secretary must, as soon as practicable, enter the date membership ceased in the Register of Members.

13. Register of Members

- 13.1 The CEO/Secretary must keep and maintain securely a Register of Members that includes:
 - (a) For each current Member the:
 - (i) Member's name;
 - (ii) address for notice last given by the Member, which can be an email address;
 - (iii) date of becoming a Member;
 - (iv) category of membership;
 - (v) employment details; and
 - (vi) any other information determined by the Board.
 - (b) For each former Member, the date of ceasing to be a Member.
- 13.2 Subject to the Act, and **Clause 61**, a Member may at a reasonable time and free of charge, inspect the Register of Members.
- 13.3 Members are responsible for informing the CEO/Secretary of changes to the information contained in the Register of Members and any other information including a change in their employment, address or membership status.

14. Grounds for taking disciplinary action

- 14.1 IPAA Victoria may take disciplinary action against a Member in accordance with the Constitution if it is determined that the Member:

- (a) has failed to comply with the Constitution; or
- (b) refuses to support the purposes of IPAA Victoria; or
- (c) has engaged in conduct inconsistent with IPAA Victoria's purposes or prejudicial to IPAA Victoria.

15. Disciplinary Committee

- 15.1 If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Board shall appoint a Disciplinary Committee to hear the matter and determine what action, if any, to take against the Member.
- 15.2 There shall be three (3) members of the Disciplinary Committee who:
- (a) may be Board members, or Members of IPAA Victoria;
 - (b) must not be biased against, or in favour of, the Member concerned.

16. Notice to Member

- 16.1 Before disciplinary action is taken against a Member, the CEO must give written notice to the Member:
- (a) stating that IPAA Victoria 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, either alone or with a representative;
 - (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 **Clause 18**.
- 16.2 The notice must be given no earlier than twenty-eight (28) days and no later than fourteen (14) days, before the Disciplinary Meeting is held.

17. Decision of Disciplinary 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 **Clause 17.1**, the Disciplinary Committee may:
- (a) take no further action against the Member; or

- (b) reprimand the Member; or
- (c) suspend the membership rights of the Member for a specified period; or
- (d) expel the Member from IPAA Victoria.

17.3 The decision of the Disciplinary Committee is decided on a majority of votes.

17.4 A Member may not vote by proxy at the Meeting.

17.5 The Disciplinary Committee may not fine the Member.

17.6 The suspension of membership rights or the expulsion of a Member by the Disciplinary Committee under this Clause takes effect immediately after the vote is passed.

17.7 The decision of the Disciplinary Committee will be sent by the CEO to the Member in writing.

18. Appeal Rights

18.1 A person whose membership rights have been suspended, or who has been expelled from IPAA Victoria under **Clause 17** may lodge an appeal against the suspension or expulsion.

18.2 The appeal must be in writing and given:

- (a) to the Disciplinary Committee immediately after the vote to suspend or expel the person is taken; or
- (b) to the CEO not later than forty-eight (48) hours after the vote.

18.3 If a person has given notice under **Clause 18.2**, a Disciplinary Appeal Meeting shall be established in accordance with **Clause 19** and its members must be advised of the:-

- (a) date, time and place of the Meeting; and
- (b) (i) name of the person against whom the disciplinary action has been taken;
 - (ii) grounds for taking that action;
 - (iii) the decision of the Disciplinary Committee; and

(iv) that at the Disciplinary Appeal Meeting, the Members present must vote on whether the decision to suspend or expel the Member should be upheld or revoked.

19. Conduct of Disciplinary Appeal Meeting

19.1 A Disciplinary Appeal Meeting shall consist of three (3) Members, who have not been part of the original Disciplinary Meeting and who:

- (a) may be Board members, or Members of IPPA Victoria;
- (b) must not be biased against, or in favour of the Member concerned.

19.2 (a) No business other than the question of the appeal may be conducted; and

(b) the grounds for suspending or expelling the Member, and the reasons for taking that action are to be stated;

(c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard at the Disciplinary Appeal Meeting, either alone or with a representative.

19.3 The Members present and entitled to vote at the Meeting must vote by secret ballot on the question of whether the decision to suspend or expel the Member should be upheld or revoked.

19.4 A Member may not vote by proxy at the Meeting.

19.5 The decision is upheld if the Disciplinary Appeal Committee decides on a majority of votes.

19.6 The decision of the Disciplinary Appeal Committee will be sent by the CEO to the Member in writing.

20. Grievance Procedure

20.1 The grievance procedure set out in this Constitution applies to disputes between a:

(a) Member and another Member;

(b) Member and the Board;

(c) Member and IPAA Victoria.

20.2 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.

21. Parties must attempt to resolve disputes

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

22. Appointment of Mediator

22.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by **Clause 21**, the parties must within ten (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.

22.2 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 IPAA Victoria a person appointed or employed by the Dispute Settlement Centre of Victoria.

22.3 A Mediator appointed by the Board may be a Member or former Member of IPAA Victoria 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.

23. Mediation process

23.1 The Mediator to the dispute 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 that natural justice is accorded to the parties to the dispute throughout the mediation process.

23.2 The Mediator must not determine the dispute.

24. Failure to resolve dispute by mediation

24.1 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 BOARD AND COMMITTEES

25. The Board

25.1 The Board is the governing body of IPAA Victoria.

25.2 The powers and duties of the Board include:

- (a) determining policy to advance the purposes of IPAA Victoria and the best interests of the Members;
- (b) ensuring IPAA Victoria is governed in accordance with the relevant legal and financial requirements;
- (c) approving membership categories;
- (d) determining fees and benefits;
- (e) conferring the status of Fellow and Honorary Life Member of IPAA Victoria in accordance with **Clause 8**;
- (f) presenting a report at each Annual General Meeting on the financial position and performance of IPAA Victoria, and on its activities during the past year;
- (g) reprimanding Members, suspending membership rights and expelling members from IPAA Victoria
- (h) appointing and co-opting persons to the Board, committees or advisory groups;
- (i) appointing and dismissing the CEO;
- (j) any other powers consistent with and necessary to achieving the purposes of IPAA Victoria.

26. Delegation

26.1 The Board may delegate any of its powers and functions to any committee or person other than:

- (a) this power of delegation; or
- (b) a duty imposed on the Board by the Act or any other law.

26.2 The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.

26.3 The Board may, in writing, revoke a delegation wholly or in part.

26.4 The delegate must exercise the powers delegated to him or her in accordance with any directions of the Board.

26.5 The exercise of the power by the delegate is as effective as if the Board had exercised it.

27. CEO/Secretary

27.1 The Board shall appoint a CEO.

27.2 The CEO shall have the powers and responsibilities determined by the Board.

27.3 The CEO is the Secretary to the Board and an ex officio Board member who is not entitled to vote on any Board resolution.

27.4 The CEO as Secretary must perform any duty or function required under the Act to be performed by the Secretary of an incorporated association.

27.5 The Secretary must;

- (a) maintain the Register of Members in accordance with **Clause 13**; and
- (b) keep custody of the common seal (if any) of IPAA Victoria in accordance with **Clause 58**; and
- (c) except for the financial records referred to in **Clause 55**, keep all books, documents and securities of IPAA Victoria in accordance with **Clauses 61 and 62**; and
- (d) subject to the Act and **Clause 61**, provide Members with access to the Register of Members, the Minutes of General Meetings and other books and documents; and
- (e) Perform any other duty or function imposed on the Secretary by this Constitution.

27.6 The Secretary must give the Registrar notice of his or her appointment within fourteen (14) days after the appointment.

27.7 The CEO must be a resident of Victoria.

28. Composition of the Board

28.1 The Board shall comprise:

(a) a minimum of six (6) and a maximum of ten (10) elected Eligible Members, taking into account any person appointed in accordance with Clauses 29.6 or 31.3;

(b) the CEO;

(c) up to three (3) additional Eligible Members who may be appointed by the Board under Clause 28.4; and

(d) up to two (2) additional Eligible Members who may be co-opted by the Board under Clause 28.7.

28.2 Each Board member appointed or elected under this Constitution must satisfy the conditions of membership set out in Clause 7.

28.3 A President and Deputy President shall be appointed by the Board from amongst the Board members. The term of the President and Deputy President shall be two (2) years. Individuals may be re-appointed as President and Deputy President for a subsequent term or terms (for so long as he or she is a Board member).

28.4 To ensure that all sectors of IPAA Victoria's membership are represented on the Board, the elected members of the Board may appoint up to three (3) additional Board members.

28.5 A person appointed under Clause 28.4 can be appointed due to his or her experience in any of the following sectors:

(a) federal government;

(b) state government;

(c) local government;

(d) the tertiary sector;

(e) the private sector;

(f) the community sector.

Only one person can be appointed from any one sector.

28.6 The term of a person appointed under Clause 28.4 concludes at the next Annual General Meeting following their appointment.

28.7 The Board may co-opt up to two (2) additional Eligible Members to the Board for a specific period (not exceeding two (2) years and for a specified reason, as determined by the Board.

28.8 Co-opted Board members are not entitled to vote on resolutions of the Board or the Standing Committees, or to serve as President or Deputy President.

29. Election of Board Members

29.1 The Board shall be elected by the Annual General Meeting in accordance with the voting procedures as determined by the Board.

- 29.2 Eligible Members will be notified of the date of an election, the candidates standing for election and election procedures at least twenty-one (21) days prior to an election.
- 29.3 Subject to Clause 28.2, any Eligible Member may be nominated to stand for election to the Board.
- 29.4 Nominations of candidates for election to the Board shall be made in writing on the nomination form prescribed by the Board, and signed by two (2) Eligible Members and the nominee.
- 29.5 Nominations shall be delivered to the CEO by the date specified in the prescribed nomination form.
- 29.6 If, by the closing date on the prescribed nomination form, the number of nominations received by the CEO is equal to or less than the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 29.7 If, by the closing date on the prescribed nomination form, the CEO receives insufficient nominations to fill the minimum number of six (6) elected positions on the Board, the Board may appoint one or several Eligible Member(s) to fill the position(s) to ensure that the Board has six (6) Members until the next Annual General Meeting.
- 29.8 If the number of nominations exceeds the number of vacancies to be filled, a Board election must be held.
- 29.9 All Eligible Members may vote by ballot to elect Board members in a Board election, in accordance with voting procedures as determined by the Board.
- 29.10 The CEO shall appoint Eligible Members to serve as the Returning Officer and independent Scrutineer respectively where a Board election is required.
- 29.11 The results of the election shall be officially counted and recorded by the Returning Officer assisted by the CEO or his/her nominees, and monitored by the independent Scrutineer.
30. Term of Board Membership
- 30.1 For elected Board members, the term of Board membership is two (2) years. The appointment of elected Board members concludes at the end of the second Annual General Meeting following the Member's election. The maximum term for Board membership is three (3) continuous terms or six (6) consecutive years.
- 30.2 For Board members appointed to the Board under Clause 28.4, the term of Board membership is in accordance with Clause 28.6.
- 30.3 Subject to Clause 30.1 Board members, other than Co-opted Board Members may be re-elected for subsequent terms.
- 30.4 For Co-opted Board Members, the term of Board membership is as determined by the Board, but the term must not exceed two (2) years.
- 30.5 Where a Board member is suspended from membership of IPAA Victoria, his or her position on the Board is also suspended for the duration of his or her suspension from membership. This does not constitute a casual vacancy for the purposes of Clause 31.

31. Termination of Board membership and Casual Vacancy

- 31.1 A Board membership is terminated if during his or her term, a Board member (other than a Co-opted Board member):
- (a) dies;
 - (b) resigns from the Board;
 - (c) advises the CEO in writing that he or she resigns their membership of IPAA Victoria;
 - (d) is expelled from membership of IPAA Victoria;
 - (e) becomes an insolvent under administration within the meaning of the *Corporations Act 2001 (Cth)*;
 - (f) is absent from three (3) consecutive Board meetings without cause;
 - (g) in the view of the Board becomes of unsound mind.
- 31.2 Where a Board membership is terminated pursuant to **Clause 31.1**, a casual vacancy occurs on the Board.
- 31.3 In the event of a casual vacancy, the Board may appoint an Eligible Member to fill the vacancy until the next Annual General Meeting.
- 31.4 Decisions of the Board are valid provided there is a quorum, notwithstanding any casual vacancy or vacancies on the Board.

32. Board Meetings

- 32.1 The Board shall meet at least five (5) times per year.
- 32.2 A quorum for Board meetings is 50% of the total number of elected and appointed Members who are entitled to vote, plus one Board member (who is entitled to vote).
- 32.3 No business shall be transacted by the Board unless a quorum is present.
- 32.4 If a quorum is not present, the Board meeting stands adjourned. The person presiding as determined in Clause 32.5, shall set a date and time for the meeting to be reconvened.
- 32.5 The President shall preside over Board meetings. In the absence of the President, this responsibility shall be assumed by (in order of priority):
- (a) the Deputy President;
 - (b) a Member of the Executive Committee other than the CEO; or
 - (c) any other Board member appointed by the meeting, other than a Co-opted Board member.
- 32.6 Board members shall be notified of Board meetings in writing by the CEO at least five (5) days prior to the meeting date. Notice shall include the general nature of the business to be transacted.

33. Voting and Decisions

- 33.1 Any Board member present at a Board meeting can request a vote on an issue.
- 33.2 Each Board member present, other than the CEO and Co-opted Board Members, is entitled to one vote.

33.3 In the event of an equality of votes, the Chairperson may exercise a second or casting vote.

34. Standing Committees

34.1 There shall be at least two (2) Standing Committees of the Board: the Executive Committee and the Audit, Finance and Risk Committee.

34.2 The Board may establish or dissolve other Standing Committees as it sees fit.

34.3 The Board shall determine the terms of reference for the Executive Committee, the Audit, Finance and Risk Committee and any other Standing Committee and may appoint or dismiss any person to a Standing Committee.

34.4 Every Standing Committee shall regulate its own procedures, subject to [Clause 34.3](#).

34.5 Notices of all Standing Committee meetings and records of proceedings shall be provided to the CEO and made part of the record of IPAA Victoria.

34.6 Each member of a Standing Committee must satisfy the conditions of membership set out in [Clause 7](#).

34.7 The fact that a Standing Committee is not properly constituted does not invalidate the proceedings at meetings of that committee or resolutions passed by that committee.

35. Executive Committee

35.1 The major function of the Executive Committee is to ensure that the Board fulfils all statutory requirements under the Act.

35.2 The Executive Committee shall consist of the:

(a) President as Chairperson;

(b) Deputy President;

(c) CEO as Secretary; and

(d) Chair of the Audit, Finance and Risk Committee as Treasurer.

35.3 The Board may select an additional member of the Board to serve on the Executive Committee.

36. Audit Finance and Risk Committee

36.1 The major function of the Audit, Finance and Risk Committee is to assist the Board in fulfilling its financial responsibility and accountability to the Members.

36.2 The Audit, Finance and Risk Committee shall consist of at least three (3) Board members appointed by the Board.

36.3 One (1) member of the Audit, Finance and Risk Committee must have appropriate qualifications in accounting and/or finance.

36.4 The Board may co-opt an Eligible Member to the Audit, Finance and Risk Committee for any specified reason as determined by the Board.

36.5 The Board shall appoint a Chairperson of the Audit, Finance and Risk Committee. The Eligible Member appointed under **Clause 36.4** may not be appointed the Chairperson of the Audit, Finance and Risk Committee.

37. Other Committees and Advisory Groups

37.1 The Board may, as it sees fit, convene committees or advisory groups to assist the Board to carry out its functions.

37.2 These committees and advisory groups shall have those powers, authorities and discretions which are delegated to them by the Board and shall operate within the limits, time-frames and terms of reference set by the Board.

37.3 Every committee or advisory group shall regulate its own procedures subject to **Clause 37.2**.

38. Notice of Meetings

38.1 Notice of each Board meeting must be given to each Board member no later than seven (7) days before date of the Meeting.

38.2 Notice may be given of more than one (1) Board Meeting at the same time.

38.3 The notice must state the date, time and place of the Meeting.

38.4 If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.

38.5 The only business that may be conducted at the Special Meeting is the business for which the meeting is convened.

38.6 In case of urgency, a meeting (Urgent Meeting) can be held without notice being given in accordance with **Clause 38.1** provided that as much notice as practicable is given to each Board member by the quickest means practicable.

38.7 Any Resolution made at the Urgent Meeting must be passed by an absolute majority of the Board.

38.8 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

39. Use of Technology

39.1 A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows the Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.

39.2 A Board member participating in a Board meeting as permitted under **Clause 39.1** is taken to be present at the meeting and if the Board member votes at the meeting, is taken to have voted in person.

40. Minutes and Records

- 40.1 Notices and Minutes shall be kept of all meetings of the Board, committees and advisory groups and shall be provided to the CEO and made part of the records of IPAA Victoria.
- 40.2 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 **Clause 41**.
- 40.3 Minutes of all General Meetings (including accounting records and financial statements) shall be freely accessible to Eligible Members via the IPAA Victoria website.
- 40.4 Access to Minutes of Board meetings, committees and advisory groups shall only be permitted as follows:
- (a) Current Members of each board, committee and advisory groups shall have access to the Minutes of their respective meetings;
 - (b) Current Board members shall have access to the Minutes of all Standing Committees, other committees and advisory groups; and
 - (c) Subject to **Clause 61**, an Eligible Member's application for access to the Minutes of the Board, Standing Committees or advisory groups will only be granted with Board approval.

41. Conflict of Interest

- 41.1 A Board member and members of committees and advisory groups who have or may have a material personal interest in a matter being considered at a meeting must disclose the nature and extent of that interest to the CEO or declared at a Board meeting, committee meeting or advisory group meeting. A conflict of interest can be actual, potential or perceived and can be financial or non-financial in nature.
- 41.2 Where **Clause 41.1** applies, that Member must:
- (a) not be present while the matter is being considered at the meeting; and
 - (b) not vote on the matter.
- 41.3 Disclosure of a conflict of interest shall be included in the Minutes of the Meeting.

42. Leave of absence

- 42.1 The Board may grant a Board member leave of absence from Board meetings for a period not exceeding **six (6) months**.

- 42.2 The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

PART 5 GENERAL MEETINGS

43. Annual General Meetings

- 43.1 The Annual General Meeting shall be held at least once in each calendar year within five (5) months after the end of each Financial Year.
- 43.2 All Eligible Members may vote on Motions put to the Annual General Meeting.
- 43.3 The main business of the Annual General Meeting is to:
- (a) Confirm the Minutes of the last Annual General Meeting and of any Special General Meeting;
 - (b) Receive a report on the activities of IPAA Victoria during the preceding financial year;
 - (c) Elect members to the Board; and
 - (d) Receive and consider the audited financial and related statements.

44. Special General Meetings

- 44.1 Other General Meetings may be held in addition to the Annual General Meeting.
- 44.2 Any General Meeting other than the Annual General Meeting is a Special General Meeting.
- 44.3 The Board may convene a Special General Meeting as it sees fit.
- 44.4 Eligible Members may request the CEO to convene a Special General Meeting. This request must:
- (a) be in writing;
 - (b) include the signatures of twenty (20) Eligible Members; and
 - (c) state the purpose(s) of the Special General Meeting.
- 44.5 The CEO must convene a Special General Meeting upon receipt of a request that fulfils the requirements set out in Clause 44.4.

45. Special Resolution

- 45.1 The following matters require a Special Resolution by Eligible Members at a General Meeting:
- (a) Changes to the name of IPAA Victoria;
 - (b) Amendment of the Constitution;
 - (c) Removal of a Board member from office;
 - (d) Changes to the nature of the relationship of IPAA Victoria with IPAA National;
 - (e) Amalgamation with another incorporated association;

(f) Voluntary winding up of IPAA Victoria and the distribution of property;

(g) Application for registration as a company or a co-operative.

45.2 A Special Resolution is passed at a meeting if, of the Eligible Members of IPAA Victoria who vote in person or by proxy at the meeting, is not less than 75% vote in favour of the Resolution.

46. Notice of General Meetings

46.1 The CEO shall give all Eligible Members at least twenty-one (21) days' notice in writing of an Annual General Meeting or Special General Meeting.

46.2 The notice shall specify the date, location and time of the meeting and the general business to be transacted.

46.3 The notice shall be sent to the address that the Member has nominated as their contact address in the Register.

46.4 Where a Special Resolution is to be considered, the notice must, in addition to the requirements set out in Clause 46.2:

(a) state in full the proposed Resolution; and

(b) specify the intention to propose the Resolution as a Special Resolution.

47. Chairperson at General Meetings

47.1 The President shall preside as Chairperson over General Meetings. In the absence of the President, this responsibility shall be assumed in order of priority by:

(a) the Deputy President; and

(b) any other Eligible Member appointed at the meeting by a majority of the Eligible Members attending.

48. Quorum at General Meetings

48.1 Twelve (12) Eligible Members present at an Annual General Meeting constitute a quorum.

48.2 Twenty (20) Eligible Members present at a Special General Meeting constitute a quorum.

48.3 If a quorum is not present within half an hour after the commencement time specified for the meeting in the notice, the meeting shall be adjourned to a date and time specified by the Chairperson and the CEO shall notify to all Members in accordance with Clauses 46.1- 46.3.

48.4 If the meeting was convened at the request of the Members under Clause 44.4 and a quorum is not present, within half an hour, the General Meeting shall be dissolved.

49. Voting at General Meetings

49.1 On any question arising at a General Meeting:

(a) subject to Clause 49.3, each Eligible Member 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.

49.2 All votes carry equal weight.

49.3 If votes are divided equally on a question, the Chairperson has a second or casting vote.

49.4 If the question is whether or not to confirm the Minutes of a previous meeting, only Members who were present at the meeting may vote.

49.5 This Clause does not apply to disciplinary procedures conducted under **Part 3** of the Constitution.

49.6 Voting may be conducted by proxy in accordance with **Clause 50**.

50. Proxies

50.1 Voting may be conducted by proxy.

50.2 An Eligible Member may:

(a) appoint another Eligible Member as a proxy; or

(b) appoint the Chairperson, under **Clause 47** as a proxy.

50.3 At a General Meeting, a proxy under **Clauses 50.2(a) or 50.2 (b)** has the same voting rights as the Member who appoints the proxy.

50.4 An Eligible Member who appoints another person as a proxy at a General Meeting, shall forward the completed proxy form (in the form prescribed by the Board) to the CEO not less than twenty-four (24) hours prior to a General Meeting. To be valid the proxy form must be in writing, nominate the proxy and be signed by the appointor.

50.5 In addition to the requirements in **Clause 50.4**, where an Eligible Member appoints a proxy under **Clause 50.2 (a)**, he or she must specify the name of the proxy.

50.6 A proxy form is valid despite the subsequent death or mental incapacity of the appointor, or its revocation, provided the Chairperson has not been notified of the death, mental incapacity or revocation before the commencement of the General Meeting.

50.7 A person who appoints a proxy under **Clause 50.2 (a)** may elect to allow their proxy vote to default to the Chairperson under **Clause 47** if the person they appoint as proxy:

(a) notifies the CEO before the meeting that he or she is unable to attend for any reason; or

(b) is unable to attend the General Meeting through death, mental incapacity or illness.

51. Polls

51.1 If a poll, where votes are cast in writing, is demanded by a Member on any question:

(a) the poll must be taken at the Meeting in the manner determined by the Chairperson; and

(b) the Chairperson must declare the result of the Resolution on the basis of the poll.

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

51.3 A poll demanded on any other question must be taken before the close of the Meeting at a time to be determined by the Chairperson.

52. Minutes of General Meeting

52.1 The Board must ensure that Minutes are taken and kept of each General Meeting.

52.2 The Chairperson of a General Meeting may, on the basis of a show of hands, declare that a Motion 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 Meeting is conclusive proof of that fact.

52.3 The Minutes must record the business conducted at the Meeting, any Motion on which a vote is taken and the result of the vote.

52.4 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 Chairperson of the Meeting; and
- (c) the financial statements submitted to the Members: and
- (d) The certificate signed by two (2) Board members certifying that the financial statements give a true and fair view of the financial position and performance of IPAA Victoria; 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 6 FINANCIAL MATTERS

53. Source of Funds

53.1 The funds of IPAA Victoria may be derived from subscriptions, donations, sponsorships, grants, revenue from programs, products and services supplied by IPAA Victoria, interest from investments, and such other sources as the Board determines.

54. Management of Funds

- 54.1 All revenue received by IPAA Victoria shall be deposited as soon as practicable into an account or accounts of a financial institution established in the name of IPAA Victoria from which all expenditure of IPAA Victoria is made.
- 54.2 The funds of IPAA Victoria shall be used in pursuance of the purposes of IPAA Victoria in such manner as the Board determines.
- 54.3 Cheques, drafts, letters of exchange, promissory notes and other negotiable instruments shall be signed by the CEO or other authorised officers as determined by the Board from time to time. Amounts over the threshold delegated by the Board shall be signed by the CEO and at least one Board member authorised by the Board.

55. Financial Records

- 55.1 IPAA Victoria 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.
- 55.2 IPAA Victoria must retain the financial records for seven (7) years after the transactions covered by the records are completed.
- 55.3 The Chair of Audit Finance and Risk Committee, as Treasurer, must keep in his or her custody, or under his or her control;
- (a) the financial records of the current financial year; and
 - (b) any other financial records as authorised by the Board.

56. Financial Statements

- 56.1 For each financial year, the Board must ensure that the requirements of the Act relating to financial statements of IPAA Victoria are met.
- 56.2 Without limiting Clause 54.1, those requirements include the:
- (a) preparation of financial statements;
 - (b) review or auditing of the financial statements (if required);
 - (c) certification of the financial statements by the Board;
 - (d) submission of financial statements to the Annual General Meeting of IPAA Victoria;
 - (e) lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

57. Auditors

- 57.1 The Board shall appoint qualified auditor(s) to examine and report on the finances and accounts of IPAA Victoria.
- 57.2 The auditor(s) may only be removed following resolution at a General Meeting.
- 57.3 The Board may, on the recommendation of the Audit, Finance and Risk Committee, send written notice to all Members of a resolution at a General Meeting to remove the auditor(s) of IPAA Victoria from office.
- 57.4 Written notice under Clause 57.3 must be sent at least twenty-one (21) days before the General Meeting at which the resolution is to be considered, and the notice must state in full the proposed resolution.

PART 7 GENERAL MATTERS

58. Common Seal

- 58.1 The common seal of IPAA Victoria shall have the name of IPAA Victoria in legible letters on the seal.
- 58.2 The common seal shall not be affixed to any instrument except by the authority of the Board. The affixing of the common seal shall be attested by the signatures of the CEO and one other member of the Board, or where the CEO is unable to attest the affixing of the common seal, by two members of the Board (other than Co-opted Board Members), as determined by the Board.
- 58.3 The common seal shall be kept in the custody of the CEO.

59. Registered Office

- 59.1 The registered office of IPAA Victoria is determined from time to time by resolution of the Board.
- 59.2 If the Board has not determined an address to be the registered address the postal address of the Secretary shall apply.

60. Notice Requirements

- 60.1 Any notice required to be given to a Member or a Board member may be given:
- (a) by handing the notice to the Member personally; or
 - (b) sending it by post to the Member at the address recorded for the Member on the Register of Members; or
 - (c) by email transmission.
- 60.2 Clause 60.1 does not apply to notices given for Urgent Meetings under Clause 38.6.
- 60.3 Any notice required to be given to IPAA Victoria or the Board may be given:
- (a) by handing the notice to a Board member; 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, by email to the email address of IPAA Victoria or the Secretary.

61. Custody and inspection of books and records

61.1 Members may on request inspect free of charge:

(a) the Register of Members;

(b) the Minutes of General Meetings;

(c) subject to Clause 61.2, the financial records, books securities, and any other relevant document of IPAA Victoria.

61.2 The Board may refuse to permit a Member to inspect records of IPAA Victoria that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of IPAA Victoria.

61.3 The Board must on request make copies of the Constitution available to Members and applicants for membership free of charge.

61.4 Subject to Clause 61.2, a Member can make a copy of any of the other records of IPAA Victoria referred to in this Clause and IPAA Victoria may charge a reasonable fee for provision of a copy of such a record.

62. Return of documents belonging to IPAA Victoria

62.1 Where a Board member, a committee or an advisory group has in that Member's custody documents belonging to IPAA Victoria and that Member ceases to hold that office, he or she, must within twenty-eight (28) days of ceasing to hold that office, return those documents to the Board.

63. Winding up and Limitation of Liability

63.1 IPAA Victoria may be wound up voluntarily in accordance with the Act, by Special Resolution.

63.2 In the event of the winding up or the cancellation of the incorporation of IPAA Victoria, the surplus assets of IPAA Victoria must not be distributed to any members or former members of IPAA Victoria.

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

63.4 The body to which the surplus assets are to be given must be decided by Special Resolution.

63.5 The liability of a Member to contribute towards the payment of debts and liabilities of IPAA Victoria or the costs, charges and expenses of winding up of IPAA Victoria, is limited to the amount (if any) of any unpaid IPAA Victoria membership fees owed by the Member.

64. Amalgamation

- 64.1 Where it furthers the purposes of IPAA Victoria to amalgamate with any one or more other organisations having similar purposes, the other organisation(s) must have rules prohibiting the distribution of its (their) assets and income to Members and must be exempt from tax.

65. Indemnity and Insurance

- 65.1 Every person who is or has been a director or officer of IPAA Victoria is entitled to be indemnified out of the property IPAA Victoria, against:

- (a) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity, unless:
- (c) IPAA Victoria is forbidden by statute to indemnify the person against the liability or legal costs; or
- (d) an indemnity by IPAA Victoria of the person against the liability or legal costs would, if given, be made void by statute.

- 65.2 IPAA Victoria may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or had been a director or officer of IPAA Victoria against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) IPAA Victoria is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if IPAA Victoria paid the premium, be made void by statute.

66. Alteration of Clauses

- 66.1 The clauses in the Constitution may only be altered by Special Resolution of a General Meeting of IPAA Victoria.