



Australian Men's Shed Association
SHOULDER TO SHOULDER

ABN 84 144 866 277

Constitution

Adopted on: 23 July 2013

AUSTRALIAN MEN'S SHED ASSOCIATION
(a Company limited by Guarantee)

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1. Name

The name of the Company is **Australian Men's Shed Association**.

2. Vision Statement

AMSA will work towards an Australia where all men have the opportunity to maintain and improve their well-being and health by participating in the Men's Shed Movement.

3. Objectives

AMSA will work towards an Australia where all men have the opportunity to maintain and improve their well-being of all men in Australia.

- a) promoting, advancing, and supporting an effective and sustainable Men's Shed Movement;
- b) representing the interests of men, Shedders, Men's Sheds and the Men's Shed Movement to all stakeholders including men, their Sheds, their communities, business, the health profession and all levels of government;
- c) holding regular Conferences including teleconferences; and
- d) the regular dissemination of information to all stakeholders including electronic communications.

4. Powers

Solely for carrying out the AMSA's purpose and objects, AMSA may:

- a) raise funds or encourage contributions by way of gifts (by will or otherwise), grants, sponsorships or otherwise, by personal or public appeals or by any other manner;
- b) provide programs by itself or in conjunction with others;
- c) provide funds or other material benefits by way of grant or otherwise;
- d) accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the directors from a class of trusts, objects or purposes specified by any person;
- e) accept and undertake trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration for doing so;
- f) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges;
- g) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;
- h) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes;

- i) construct, improve, maintain, develop, work, manage and control real or personal property;
- j) enter into contracts and deeds;
- k) appoint an attorney or agent with the powers (including the power to sub-delegate) and on the terms the association thinks fit, and procure registration or recognition of the association in any other country or place;
- l) enter into arrangements with any government or authority, and obtain from any government or authority any right, privilege or concession;
- m) engage, dismiss or suspend any employee, agent, contractor or professional person;
- n) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the association's property (both present and future) and purchase, redeem or pay off those securities;
- o) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- p) print and publish newspapers, periodicals, books or leaflets or otherwise publish information in hard copy or by electronic means;
- q) accept any gift of property, whether subject to any special trust or not;
- r) appoint patrons of the association;
- s) make donations for charitable purposes;
- t) decline or otherwise refuse to accept any gift (by will or otherwise), donation, settlement or other disposition of money or property;
- u) co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums; and
- v) do all other things that are incidental or conducive to doing so.

5. Not for Profit

5.1 Application of AMSA's income and property

AMSA's income and property must be applied:

- a) Solely towards promoting its purposes.
- b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any of the member or directors.
- c) This rule 5.1 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and this constitution.
- d) Neither does this Rule 5.1 prevent an officer of the Association or a Member being the recipient of services from the Association in accordance with the Association's Objects.

5.2 Payments of directors fees

No directors fees may be paid to the directors.

5.3 Other payments to directors

All other payments to directors must be approved by the directors including, but not limited to:

- a) out-of-pocket expenses incurred by a director in performing a duty as a director of the association; or
- b) a service rendered to the association by a director in a professional or technical capacity or as an employee, other than in the capacity as a director of the association, where:
 - i. the provision of the service has the prior approval of the directors; and
 - ii. the amount payable is not more than an amount which commercially would be reasonable payment for the service.
- a) repayment of any money borrowed from an officer of the association or a Member
- b) of interest at a rate fixed by the directors (but not exceeding the sum of the National Bank's published overdraft rate from time to time for its corporate customers and 5% per annum) on money borrowed from an officer of the Association or a Member or
- c) reasonable rent for premises let by an officer Of the association or a Member

6. Overview of Structure and Membership

Membership of AMSA, State Association Members and Men's Sheds is structured in levels so that representation flows from individual men to the highest level of the wider organization so that:

- a) Individual Men are eligible to become Sheddors on becoming a member of a registered Men's Shed;
- b) Men's Sheds are registered as members of AMSA and the relevant State Association Members; and
- c) State Association Members represent the interests of Sheddors and Men's Sheds on local and State based issues whilst AMSA provides administrative and operational support and represents their interests on a national basis..

7. Membership Categories and eligibility

7.1 Membership

Membership of AMSA is divided into the following Categories:

- a) **State Association Membership**
 - i. State Association / Branches approved by the Board are the shareholders of the association and entered on the Register of Shareholders

- ii. State Association / Branches of AMSA approved by the AMSA Board are eligible for State Association membership. Each State Association member is eligible to cast one vote. States and individual sheds, which are members of AMSA, agree to comply with this constitution, and any by-laws made under it, to the extent that it imposes obligations and requirements on them.

b) Shed Membership

Men's sheds that:

- i. meet all relevant criteria determined by the Directors to be eligible for registration
- ii. meet all other conditions of Shed membership as determined by the Directors from time to time and
- iii. have been entered onto the Register of Sheds

are deemed to be Shed members. Shed members do not have voting rights.

c) Life Membership

The Directors may bestow honorary membership upon any individual for life to honour them for their services to the AMSA or the Men's Shed Movement. Life membership has no voting rights and may be granted on such criteria and on such other terms and conditions as the directors may determine for time to time;

d) Patrons

The Directors may appoint and remove any persons as a patron or any other honorary title-holder of the Association on any terms the Directors think fit. A patron (or other honorary title-holder) may, in the discretion of the Directors, be given the right to:

- i. attend and speak (but not vote) at any general meeting of the Association and be given notice of the meeting as if a Member; and
- ii. receive accounts of the Association when available to Members.

e) Other Categories

Other Categories of membership may be created by the directors with such rights and privileges as they may determine.

f) Register of Members

Upon admission as a Member, that member's details will be recorded in the Register by a Director or the Association Secretary. A Member must promptly notify the Association of any change in the Member's details which are recorded in the Register.

- i. Directors may create and vary categories and category rights
- ii. The Directors may, subject to this Constitution and the Corporations Act:
 - i) prescribe, revoke and amend the criteria for membership and any classes of membership (but are not obliged to accept

- applicants fulfilling those criteria as Members or Members of a category);
- ii) establish any new class of Members and define the rights, restrictions and obligations of Members in that class; and
 - iii) vary or cancel the rights, restrictions and obligations of Members in any new or existing category, if at least 75% of the Members of that category give their written consent; or a Special Resolution to that effect is passed at a separate meeting of those Members.

7.2 Cessation of membership

A member ceases to be a member of AMSA if the member:

- a) being a natural person:
 - i. dies;
 - ii. becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under a law relating to mental health;
 - iii. becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors; or
 - iv. becomes, if the directors so decide in their absolute discretion, an untraceable member because the person has ceased to reside at, attend or otherwise communicate with his or Registered Address.
- b) being an organisation, is dissolved or wound up, or having a liquidator or provisional liquidator appointed to it; or being insolvent;
- c) resigns membership or does not pay any monies due to AMSA for fees, subscriptions, or any other amount owing in respect of membership within 60 days of the due date for payment, or if the member or Shed fails to meet all conditions required of it as a member;
- d) Or is expelled from AMSA in accordance with this Constitution.
- e) Or brings AMSA into disrepute under the opinion as voted by the directors.
- f) Resignation

A Member may by written notice to the Association resign from membership with immediate effect or with effect from a specified date occurring not more than six months after the service of the notice. A Member remains liable after resignation for all money due by the Member to the Association at the date of resignation, in addition to any sum for which the Member is liable as a Member under article 7.6
- g) Termination of membership

Without limiting article 7.3 the Directors may by written notice to the Member terminate the Member's membership with immediate effect or with effect from a specified date occurring not more than three months after service of the notice.

7.3 Expulsion

- a) The directors may by resolution expel a member who is a State Association Member or a Shed , from AMSA if, in their absolute discretion, they decide it is not in the interests of AMSA for the person to remain a member brings AMSA into disrepute, as voted by the directors. or the directors or Secretary must first give written notice to the Member setting out what is alleged against the Member and the Member must be given the opportunity to rectify the matter.
- b) If the directors intend to consider a resolution to expel under rule 7.3(a) at least one week before the meeting at which the resolution is to be considered, they must give the member written notice:
 - i. stating the date, place and time of the meeting;
 - ii. setting out the intended resolution and the grounds on which it is based; and
- c) informing the member that he or she may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote;
- d) at the Director's meeting and before voting on the resolution, the Member must be given the opportunity to give a written or verbal explanation as the Member sees fit;
- e) If a resolution for the Member's expulsion is passed in accordance with rule 7.3, the Member's membership automatically terminates and the Member ceases to be a Member.

7.4 Membership entitlements not transferable

A right, privilege or obligation which an organisation or a person has by reason of being a member of AMSA:

- a) is not capable of being transferred or transmitted to another person or organisation, and
- b) terminates on cessation of the membership of that person or organisation.

7.5 Fees and subscriptions

- a) A member of AMSA must, on admission to membership, pay to AMSA a membership fee (if any) as determined by the Directors for that class of membership.
- b) The Directors shall set annual subscriptions (if any) for each class of membership which shall become due and payable in advance on 30th June each year.
- c) The Directors may vary the amount paid by a member in recognition of the member's particular circumstances.
- d) Registration of a new Men's Shed is conditional on AMSA receiving payment of their annual subscription which is calculated on a pro-rata basis from the date of their application is accepted to the end of the end of the membership year in accordance with the rule set out in the Membership By Law.

7.6 Members' liability

In the event of AMSA being wound up while a member is a member or within 12 months of a member ceasing to be a member, each member of AMSA must agree to pay all amounts due, but unpaid with respect to their Membership, together with a contribution towards the payment of the debts and liabilities of AMSA or the costs, charges and expenses of the winding up of AMSA. The additional contribution shall not exceed \$10.

7.7 Use of name “Men’s Shed”

A State Association Members or Men’s Shed that ceases to be a member of AMSA for whatever reason must not use the name “Men’s Shed” in its ongoing title or in any way whatsoever, whether to describe itself or in any of its literature or documentation, and if it does that State Association Member or Men’s Shed Member agrees that it shall thereby become liable to pay damages to AMSA and indemnify AMSA for any legal costs it may consequently incur.

8. Establishment and operation of Gift Fund

8.1 Maintaining Gift Fund

The association must at all times maintain a management account (Gift Fund) to identify and record:

- a) gifts of money or property for the principal purpose of the association or Deductible Contributions of money and property; and
- b) any money received by the association because of those gifts or Deductible Contributions.

8.2 Loss of DGR status

If the endorsement of AMSA as a Deductible Gift Recipient is revoked, the surplus assets of the Gift Fund shall be transferred to a fund, authority or institution, as decided by the Directors

- a) that is charitable at law
- b) whose constitution prohibits distributions or payments to its members to an extent at least as great as outlined in rule 5 and
- c) to which Deductible Contributions can be made
- d) to an organization of similar objectives.

8.3 Receipts

Receipts for gifts of Deductible Contributions must state the information required in the applicable provisions of section 30-228 of the ITAA 97.

9. Winding up of AMSA

- a) If, on the winding up or dissolution of AMSA, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to an institution:
 - i. that is charitable at law
 - ii. whose constitution prohibits distributions or payments to its members to an extent at least as great as outlined in rule 5 and
 - iii. to which Deductible Contributions can be made;
 - iv. to an organization of similar objectives
- b) The identity of the institution referred to in rule 9(a) must be decided by the directors, or if the directors do not wish to decide or do not decide, it must be decided by the members by ordinary resolution at or before the time of winding up or dissolution of AMSA and, if the members cannot decide, by the Supreme Court of the State or territory in which the AMSA is registered.

10. Altering this constitution

10.1 Charitable

AMSA must not pass a special resolution altering the constitution, if, as a result, it will cease to be a charity.

10.2 Notify

In addition to any notification required under the Act, the association must notify the Commissioner if a special resolution is passed materially altering rule 3.

11. Application of the Corporations Act

11.1 What parts of the Act apply

Unless the contrary intention appears:

- a) an expression used in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision; and
- b) subject to rule 11.1(a) an expression in a rule that has a defined meaning for the purposes of the Act has the same meaning as in the Act.

11.2 11.2 Replaceable rules displaced

- a) The provisions of this constitution displace each provision of a section or subsection of the Act that applies (or would apply but for this rule) to the association.
- b) The replaceable rules do not apply to the association except those which operate as mandatory rules for public companies under the Act.

11.3 By-Laws

- a) Power to formulate by-laws of the Association
- b) Without limiting the Directors powers under this Constitution, the Directors may from time to time pass resolutions to make or amend By-Laws relating to:
 - i. the ethical standards and rules of the Association;
 - ii. policies and procedures for AMSA employees;
 - iii. the governance and management policies management guidelines and management procedures of the Association; and
 - iv. any other matter not being inconsistent with this Constitution which relates to the operations or conduct of the Association.
- c) Inconsistency
In the event of any inconsistency between By-Laws formulated pursuant to article 11.3 and the provisions of this Constitution or the provisions of the Corporations Act, the provisions of this Constitution and the Corporations Act will prevail.

12. General meetings

12.1 Annual general meeting

Annual general meetings of the Association are to be held in accordance with the Corporations Act.

12.2 Calling general meetings

- a) A general meeting may only be called:
 - i. by a directors' resolution; or
 - ii. in accordance with a members' requisition under the Act, or
 - iii. as otherwise provided in the Act.
- b) The directors may change the venue for, postpone or cancel a general meeting if:
 - i. they consider that the meeting has become unnecessary;
 - ii. the venue would be unreasonable or impractical; or
 - iii. a change is necessary in the interests of conducting the meeting efficiently.
- c) If there are not sufficient Directors for a quorum, a Director or any two or more Members may convene a general meeting of the Association at the cost of the Association.
- d) If the general meeting was not called by a directors' resolution or was called in accordance with a members' requisition under the Act, then it may not be postponed or cancelled without the prior written consent of the persons who called or requisitioned the meeting.

12.3 Notice of general meetings

- a) Notice of every general meeting must be given in any manner authorised by rule 17 to each person who is at the date of the notice:

- i. a member;
 - ii. a director; or
 - iii. the Auditor.
- b) A notice of a general meeting must:
 - i. specify the date, time and place of the meeting;
 - ii. except as provided by the Act, state the general nature of the business to be transacted at the meeting and include an Agenda issued prior to the day of the general meeting ; and
 - iii. specify a place, fax number or electronic address for the receipt of proxies.
- c) At least 21 days notice must be given of a general meeting of the Associations members. The Association may call on shorter notice
 - i. An AGM. If all of the members entitled to attend and vote at the AGM agree beforehand, and
 - ii. any other general meeting, if members with at least 95% of the votes that may be cast at the meeting agree beforehand.
 - iii. Shorter notice is not permitted where the resolution is to remove a director, appoint a director in place or removal of an auditor.
- d) In computing the period of notice for a general meeting, both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded
- e) A person may waive notice of a general meeting by written notice to the association.
- f) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting does not invalidate anything done or resolution passed at the general meeting if:
 - i. the non-receipt or failure occurred by accident or error; or
 - ii. before or after the meeting, the person has notified or notifies the association of the person's agreement to that thing or resolution.
- g) A person's attendance at a general meeting waives any objection that person may have to:
 - i. a failure to give notice, or the giving of a defective notice, of the meeting unless, at the beginning of the meeting, the person objects to the holding of the meeting;
 - ii. the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented
- h) Number of clear days for postponement of general meeting
 The number of clear days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of clear days notice of the general meeting required to be given by this Constitution or the Corporations Act.
- i) Business at postponed general meeting
 The only business that may be transacted at a postponed general meeting is the business specified in the original notice convening the meeting.
- j) Director entitled to notice of meeting

A Director is entitled to receive notice of and to attend all general meetings and all separate meetings of any class of Members of the Association and is entitled to speak at those meetings.

- k) Circulating resolutions
 - i. The Association may pass a resolution without a general meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document
 - ii. Separate copies of the document may be used for signing by Members if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Member signs.

12.4 Quorum at general meetings

- a) No business may be transacted at a general meeting, except the election of a chairman and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- b) A quorum consists of 4 state association members entitled to vote and present at the meeting, unless the members have fixed a higher number of members entitled to vote. A member who has appointed a proxy shall be counted as present for the purpose of determining a Quorum. The state association member may be a member other than the nominated state association Director. Notice of the appointed state association member must be made in writing to the Association Secretary within 14 days of the state association AGM.
- c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - i. where the meeting was convened on the requisition of members, the meeting must be dissolved; or
 - ii. in any other case the meeting stands adjourned to the day, and at the time and place, that the directors decide or, if the directors do not make a decision, to the same day in the next week at the same time and place.
- d) If at the adjourned meeting under rule 12.3
 - i. a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

12.5 General meetings by technology

- a) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the members in person, to constitute a quorum constitutes a meeting of the members, provided each member has a reasonable opportunity to participate at the meeting
- b) All the provisions in this constitution relating to meetings of the members apply, so far as they can and with any necessary changes, to meetings of the members by telephone or other electronic means
- c) A member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting. Members taking part

- in telephone, or other electronic, meetings must announce when they join the meeting and when they leave it
- d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairman of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.

12.6 Chairman of general meetings

- a) The chairman of directors must preside as chairman at a general meeting if present within 15 minutes after the time appointed for the meeting and willing to act.
- b) If there is no chairman of directors or both the conditions in rule 12.4(a) have not been met, the members present must elect another chairman of the meeting.
- c) A chairman elected under rule 12.6(b) must be:
 - i. another director who is present and willing to act; or
 - ii. if no other director present at the meeting is willing to act, a member who is present and willing to act.

12.7 Conducting and adjourning general meetings

- a) The chairman of a general meeting: :
 - i. Has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting
 - ii. may require the adoption of any procedure which is in the chairman's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
 - iii. having regard where necessary to the Corporations Act, may terminate discussion or debate on any matter whenever the chairman considers it necessary or desirable for the proper conduct of the meeting,
- b) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairman of the meeting, whose decision is final.
- c) The chairman of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- d) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- e) Except as provided by rule 12.6(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- f) Where a meeting is adjourned, the directors may change the venue of, or postpone or cancel, the adjourned meeting, unless the meeting was called and arranged to be held by the members or the court under the Act. If a meeting is called and arranged to be held under section 249D of the Act, the directors may not postpone it beyond the date by which section 249D

requires it to be held and may not cancel it without the consent of the requisitioning member.

12.8 Decisions at general meetings

- a) Except where by law a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the members present at the meeting, not including the chairman, except as specified in clause 12.8 (b) below. Such a decision is for all purposes a decision of the members.
- b) Where the votes on a proposed resolution are equal:
 - i. the chairman of the meeting shall have a casting vote.
- c) A resolution put to the vote of a general meeting must be decided on a show of hands unless, before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by:
 - i. the chairman of the meeting;
 - ii. at least 2 members present and with the right to vote on the resolution; or
 - iii. a member or members present at the meeting and representing at least 5% of the total voting rights of all the members entitled to vote on the resolution on a poll.
- d) A demand for a poll does not prevent a general meeting continuing for the transaction of any business except the question on which the poll has been demanded.
- e) Unless a poll is duly demanded, a declaration by the chairman of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the association, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- f) If a poll is duly demanded at a general meeting, it must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chairman of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded.
- g) A poll demanded at a general meeting on the election of a chairman of the meeting or on a question of adjournment must be taken immediately.
- h) The demand for a poll may be withdrawn.
- i) If the association has only one member, the association may pass a resolution by the member recording it and signing the record.

12.9 Voting rights

- a) Subject to this constitution and to any rights or restrictions attached to any category of membership, at a general meeting every member present has one vote.
- b) A proxy, attorney or representative is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in his or her own right.

- c) An objection to the qualification of a person to vote at a general meeting must be:
 - i. raised before or at the meeting at which the vote objected to is given or tendered; and
 - ii. referred to the chairman of the meeting, whose decision is final.
- d) A vote not disallowed by the chairman of a meeting under rule 12.9(c) is valid for all purposes.
- e) A member is not entitled to exercise a vote at any general meeting if:
 - i. a member is suspended or
 - ii. unless all money due and payable in respect of membership by the member or proxy to AMSA has been paid, other than the amount of the annual subscription payable in respect of the then current year.

12.10 Representation at general meetings

- a) Subject to this constitution, each State Association member and any other member entitled to vote at a meeting of members may vote:
 - i. in person or, where a member is a body corporate, by its representatives;
 - ii. by one proxy; or
 - iii. by one attorney.
- b) A proxy, attorney or representative may, but need not, be a member of the association.
- c) A proxy, attorney or representative may be appointed for particular general meeting only.

12.11 Authority of a proxy, attorney or representative

- a) Unless otherwise provided in the instrument, an instrument appointing a proxy, attorney or representative is to be taken to confer authority:
 - i. to agree to a meeting being convened by shorter notice than is required by the Act or by this constitution; and
 - ii. to agree to a resolution being proposed and passed as a special resolution at a meeting of which less than the period of notice required by the Act has been given.
- b) Even though the instrument (appointing a proxy, attorney or representative) may refer to specific resolutions and may direct the proxy, attorney or representative how to vote on those resolutions, unless otherwise provided, it is taken to confer authority:
 - i. to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - ii. to vote on any procedural motion, including any motion to elect the chairman, to vacate the chair or to adjourn the meeting; and
 - iii. to act generally at the meeting.
- c) An instrument appointing a proxy, attorney or representative may direct the manner in which the proxy, attorney or representative is to vote in respect of a particular resolution and, where an instrument so provides, the proxy, attorney

or representative is not entitled to vote on the proposed resolution except as directed in the instrument.

- d) Subject to rule 12.11(e), an instrument appointing a proxy, attorney or representative need not be in any particular form as long as it is in writing, legally valid and signed by or on behalf of the appointer or the appointer's attorney.
- e) A proxy, attorney or representative may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy, attorney or representative, and the authority under which the instrument is signed or a certified copy of the authority, are:
 - i. received at the registered office of the association, a fax number at the association's registered office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting before the time specified in the notice;
 - ii. in the case of a meeting or an adjourned meeting, tabled at the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - iii. in the case of a poll, produced when the poll is taken.
- f) The directors may waive all or any of the requirements of rules 12.10(d) and 12.10(e) and in particular may, on the production of such other evidence as the directors require to prove the validity of the appointment or a proxy, attorney or representative, accept:
 - i. an oral appointment of a proxy, attorney or representative;
 - ii. an appointment of a proxy, attorney or representative which is not signed in the manner required by rule 12.11(d); and
 - iii. the deposit, tabling or production of a copy (including a copy sent by fax) of an instrument appointing a proxy, attorney or representative or of the power of attorney or other authority under which the instrument is signed.
- g) A vote given in accordance with the terms of an instrument appointing a proxy, attorney or representative is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no written notice of the revocation has been received by the association by the time and at one of the places at which the instrument appointing the proxy, attorney or representative is required to be deposited, tabled or produced under rule 12.11(e).
- h) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on a resolution, the person acting as proxy or attorney for the appointer is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.
- i) Unless the Association has received written notice of the matter before the start or resumption of the meeting at which a person votes as a proxy, attorney or Representative, a vote cast by that person is valid even if, before the person votes:
 - i. the appointing Member dies;
 - ii. the appointing Member is mentally incapacitated;
 - iii. the Member revokes the appointment or authority.
- j) An objection to the right of a person to attend or vote at a general meeting or adjourned general meeting

- i. may not be raised except at that meeting or adjourned meeting;
 - ii. must be referred to the chairman of the meeting, whose decision is final.
- k) A vote not disallowed under the objection is valid for all purposes.

13. The National Board of Directors

13.1 Appointing directors

- a) The National Board of Directors shall comprise:
 - i. the chairman;
 - ii. directors to be appointed individually by each State Association member; 1 director is to appointed per state not exceeding 8 directors in total
 - iii. the Chief Executive officer as an ex-officio appointee, but does not have voting rights; and
 - iv. up to 4 specialist directors appointed under rules 13.1 (d) .
 - v. The Immediate past Chairman shall ex-officio be a director but shall not be counted in determining a quorum but shall have the right to vote on any decision of the Board.
- b) Subject to rule 13.1(c), each state director shall be appointed for a 2 year term save for the Chief Executive officer who shall remain as a director whilst he or she holds the position of Chief Executive officer. Provided that at the AGM following the adoption of this Constitution one half of the state directors shall retire and at the AGM following the remaining half of the state directors shall retire and this procedure shall be followed so as to ensure that there is continuity within board membership, retiring state board members are eligible for re-election.
- c) The number of Directors must be not less than three but the number of representative Directors must at all times exceed the number of independent, specialist Directors
- d) Subject to Rule 12.1 a) the Association in a general meeting may by resolution increase or reduce the number of Directors and may also determine any provisions for the rotation or retirement of Directors.
- e) Each state association member may be invited to nominate up to three persons with the appropriate range of skills that compliment the other board member's skills for consideration by the chairman for appointment to the board, The chairman will consult with the state association which of the nominees may be best suited for appointment as a director. Directors will be appointed by each State Association Member, which will provide written confirmation of the appointment to the Chairman within 14 days of the appointment.
- f) The Board may appoint specialist directors who bring specialised skills to the Board to fill any needs as determined by the Board. The Board will specify the skills that it wishes to add onto the Board and will seek persons with those skills to be appointed as directors.

- g) Specialist directors can only be appointed for a maximum period of 12 months or until the next AGM, and they may be reappointed at the following AGM for a further 12 months by means of a vote of at least 75% of State Directors.
- h) At any general meeting or a Board Meeting, at which a director retires or otherwise vacates office the directors may elect a person to that office for a fixed period provided that it is not beyond the close of the AGM following the appointment
- i) The directors appointed by each State Association shall take office (they are appointed not elected to the National Board) at an Annual General Meeting of that State Association and shall take office on the National Board at the first meeting following the election.
- j) If the director appointed as chairman in accordance with rule 13.9 was a director appointed by a State Association then the chairman must immediately vacate his position as the appointee of that State and the State Association from which the chairman was appointed must be invited to appoint a new director to fill the vacant position.
- k) Whilst each State Association member appoints one director, that director does not represent that State or its members or their interests. Directors act primarily in the best interests of the Association as a whole.

13.2 Vacation of office

- a) The office of a director becomes vacant:
 - i. in the circumstances prescribed by the Act;
 - ii. if the director becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
 - iii. if the director is removed from office by resolution of the members in accordance with the Act;
 - iv. if the director fails to attend meetings of the directors for at least 3 consecutive meetings without leave of absence, unless the directors subsequently decide to grant a leave of absence; or
 - v. if the director resigns by written notice to the association.
- b) In the event of a position as a director appointed by a State Association becoming vacant, the chairman of directors must consult with the relevant state association and invite the relevant State Association to appoint another person to hold office until the expiration of the remainder of the term of office of the vacated director, or the directors may appoint a director as in 13.1.f) above.

13.3 Directors may contract with the association and hold other offices

- a) The directors may make by-laws requiring the disclosure of interests that a director, and any person considered by the directors as related to or associated with the director, may have in any matter concerning the association or a related body corporate. Any by- laws made under this constitution bind all directors but no act, transaction, agreement, instrument, resolution or other thing with a third party is invalid or voidable only because a director fails to comply with the by-laws.

- b) Unless the Act permits, a director who has a material personal interest in a matter that is being considered at a directors' meeting must not:
 - i. be present while the matter is being considered at the meeting; or
 - ii. vote on the matter.
- c) A director is not disqualified from contracting or entering into an arrangement with the association as vendor, purchaser or in another capacity, merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- d) A contract or arrangement entered into by or on behalf of the association in which a director is in any way interested is not invalid or voidable merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- e) A director who is interested in any arrangement involving the association is not liable to account to the association for any profit realised under the arrangement merely because the director holds office as a director or because of the fiduciary obligations arising from that office, provided that the director complies with the disclosure requirements applicable to the director under any by-laws adopted by the directors, and under the Act regarding that interest.
- f) A director may hold any other office or position (except Auditor) in the association or any related body corporate in conjunction with his or her directorship and may be appointed to that office or position on terms (including remuneration and tenure) the directors decide.
- g) A director may be or become a director or other officer of, or interested in, any related body corporate or any other body corporate associated with the association, and, with the consent of the directors of the association, need not account to the association for any remuneration or other benefits the director receives as a director or officer of, or from having an interest in, that body corporate.
- h) The directors may exercise the voting rights conferred by shares in any body corporate held or owned by the association in the manner in all respects that they think fit.

13.4 Powers and duties of directors

- a) The directors are responsible for managing the association's affairs and carrying out the objects of the association. The directors may exercise to the exclusion of the association in general meeting all the association's powers which are not required, by the Act or by this constitution, to be exercised by the association in general meeting.
- b) Without limiting the generality of Rule 13.4 a) the Directors may exercise all the powers of the Association to create By-laws, to borrow or raise money, to charge any property or business of the Association or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Association or of any other person.
- c) The directors may decide how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed (as applicable) by or on behalf of the association.

- d) The directors may:
 - i. appoint or employ an agent or attorney of the association with the powers, discretions and duties vested in or exercisable by the directors, on the terms the directors decide;
 - ii. authorise an agent or attorney to delegate all or any of the powers, discretions and duties vested in the agent or attorney; and
 - iii. subject to any contract between the association and the relevant agent or attorney, remove or dismiss any agent or attorney at any time, with or without cause.
 - iv. delegate and revoke the delegation of, any of their powers other than powers required by law to be dealt with by Directors as a Board to a Committee or Committees consisting of one or more of their number as they think fit.
- e) A power of attorney may contain any provisions for the protection and convenience of the attorney or persons dealing with the attorney that the directors think fit.

13.5 Proceedings of directors

- a) Subject to meeting at least 4 times per year, the directors may meet together and adjourn and otherwise regulate their meetings as they think fit.
- b) A Directors meeting may be called or held using any technology consented to by all Directors. All the provisions in this constitution relating to meetings of the directors apply, so far as they can and with any necessary changes, to meetings of the directors by telephone or other electronic means.
- c) A director who takes part in a meeting using any agreed technology is taken to be present in person at the meeting and be part of the quorum.
- d) A meeting using agreed technology is taken as held at the place decided by the chairman of the meeting, as long as at least one of the directors involved was at that place for the duration of the meeting.
- e) If, before or during the meeting, any technical difficulty occurs as a result of which one or more directors cease to participate, the chairman may adjourn the meeting until the difficulty is remedied or may, where a quorum of directors remains present, continue with the meeting.
- f) Subject to the Corporations Act, a Director may appoint a person approved by a majority of other Directors to be an Alternate Director in the Director's place for such period as the Director thinks fit.
- g) Unless specified in the By-laws the entitlements, responsibilities & powers of an Alternate Director will mirror those of the Director they are standing in for
- h) A Director may participate in and vote by proxy at a meeting of the Directors if the proxy:
 - i. is another Director; and
 - ii. the appointment is signed by the appointor.
- i) The appointment may be general or for one or more particular meetings. A Director present as proxy of another Director who would be entitled to vote if present at the meeting has one vote for the appointor and one vote in his or her own capacity as a Director.

- iii. At a meeting of Directors, the number of Directors whose presence in person or by proxy is necessary to constitute a quorum is as determined by Clause 13.8
- iv. A Committee may meet and adjourn as it thinks proper.

13.6 Convening meetings of directors

- a) A director may convene a meeting of the directors whenever he or she thinks fit.
- b) A secretary must, on the requisition of a director, convene a meeting of the directors.

13.7 Notice of meetings of directors

- a) Subject to this constitution, notice of a meeting of directors must be given to each person who is at the time of giving the notice a director, except a director on leave of absence approved by the directors.
- b) A notice of a meeting of directors:
 - i. must specify the time and place of the meeting;
 - ii. Must Specify business and agenda issued prior to the meeting.
 - iii. may be given immediately before the meeting; if an emergency meeting
 - iv. may be given in person or by post, telephone, fax or other electronic means.
- c) A director may waive notice of a meeting of directors by notifying the association to that effect in person or by post, telephone, fax or other electronic means.
- d) The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors to, a director does not invalidate any thing done or resolution passed at the meeting if:
 - i. the non-receipt or failure occurred by accident or error;
 - ii. the director has waived or waives notice of that meeting under rule c) before or after the meeting;
 - iii. the director has notified or notifies the association of his or her agreement to that thing or resolution personally or by post, telephone, fax or other electronic means before or after the meeting; or
 - iv. the director attended the meeting.
- e) Attendance by a person at a meeting of directors waives any objection which that person may have to a failure to give notice of the meeting.

13.8 Quorum at meetings of directors

- a) No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.
- b) A quorum consists of:
 - i. if the directors have fixed a number for the quorum greater than 4 State Association Member appointed directors, that number of directors present at the meeting; and

- ii. in any other case, 4 State Association Member appointed directors present at the meeting.
- c) If there is a vacancy in the office of a director then, subject to rule d), the remaining directors may act.
- d) If the number of directors in office at any time is not sufficient to constitute a quorum, or is less than the minimum number of directors fixed under this constitution, the remaining directors must act as soon as possible to appoint additional directors, as required, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

13.9 Chairman of directors

- a) The directors may elect one of the directors as chairman of directors and the chairman shall be appointed for a term of two years or such other period of time as the directors think fit provided that a person may not serve as chairman for more than six consecutive years.
- b) The chairman of directors must preside as chairman at each meeting of directors if present within 15 minutes after the time appointed for the meeting and willing to act.
- c) If there is no chairman of directors or both the conditions in rule a) have not been met, the directors present must elect one of the directors as chairman of the meeting.
- d) The chairman shall decide all matters of procedure regarding conduct of the meeting and his decision shall be final.

13.10 Decisions of directors

- a) A meeting of directors at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the directors under this constitution.
- b) Questions arising at a meeting of directors must be decided by a majority of votes cast by the directors present. Such a decision is for all purposes a decision of the directors.
- c) Where the votes on a proposed resolution are equal the chairman of the meeting has a casting vote.
- d) A resolution is taken to have been passed by a meeting of directors if:
 - i. all of the directors (other than any director on leave of absence approved by the directors, any director who disqualifies himself or herself from considering the resolution in question and any director who would be prohibited by the Act from voting on the resolution in question) sign or consent to a written resolution; and
 - ii. the directors who sign or consent to the resolution would have constituted a quorum at a meeting of directors held to consider that resolution.
- e) A director may consent to a resolution by:
 - i. signing the document containing the resolution (or a copy of that document);
 - ii. giving to the association at its registered office a written notice (including by fax or other electronic means) addressed to the

- chairman of directors signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or
- f) Where amounts due to AMSA in respect of membership by a State Association Member remain unpaid for more than 60 days at the commencement of a National Board meeting the director who was appointed by that State Association Member may not take part in discussion or vote at the meeting.

13.11 Minutes of meetings and minutes of resolutions

- a) The directors must ensure minutes of proceedings and resolutions of general meetings and of meetings of directors (including committees of directors) are recorded in books kept for the purpose
- b) The directors must ensure minutes of resolutions passed by directors (and committees of directors) without a meeting are recorded in books kept for that purpose within one month after the resolution is passed.
- c) The minutes of a meeting must be signed within a reasonable time by the chairman of the meeting or by the chairman at the next National Board Meeting..

13.12 Committees of directors

- a) The directors may delegate any of their powers to one or more committees consisting of the number of directors they think fit.
- b) A committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the chairman of directors, or the directors. In the event of any dispute the matter must be referred to the National Board of Directors.
- c) The provisions of this constitution that apply to meetings and resolutions of directors apply, so far as they can and with any necessary changes, to meetings and resolutions of a committee of directors.
- d) The Board may appoint non directors to serve with directors on Committees

13.13 Delegation to individual directors

- a) The directors may delegate any of their powers to one director.
- b) A director to whom any powers have been delegated must exercise the powers delegated in accordance with any directions given by the directors.

13.14 Validity of acts

An act done by a person acting as a director, a meeting of directors, or a committee of directors attended by a person acting as a director, is not invalidated merely because of one of the following circumstances, if that circumstance was not known by the person, the directors or the committee (as applicable) when the act was done:

- a) a defect in the appointment of the person as a director;
- b) the person being disqualified to be a director or having vacated office; or
- c) the person not being entitled to vote.

14. Executive Officers

- a) The Directors may appoint The Chief Executive Officer (CEO) and one or more executive officers.
- b) The appointment of an executive officer may be for the period, at the remuneration and on the conditions that the directors think fit and which the directors fix.
- c) Subject to any contract between the association and the relevant executive officer, an executive officer may be removed or dismissed by the directors in accordance with law and applicable workplace legislation, in which event any appointment of the executive officer as a director will automatically cease and alternatively if the executive officer ceases as a director, the directors may revoke or vary the appointment as executive officer.
- d) The Directors may:
 - i. confer on an executive officer the powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the directors) they think fit;
 - ii. withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and
 - iii. authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on him or her.
- e) An act done by a person acting as an Executive Officer is not invalidated merely because of one of the following circumstances, if that circumstance was not known by the person when the act was done:
 - i. a defect in the person's appointment as an Executive Officer; or
 - ii. the person being disqualified to be an Executive Officer.

15. Indemnity and insurance

15.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this rule 15 apply to Indemnified Officers.

15.2 Indemnity

- a) The association must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the association.
- b) This indemnity:
 - i. is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an officer of the association; and
 - ii. operates only to the extent that the loss or liability in question is not covered by insurance.

15.3 Insurance

The association may, to the extent permitted by law, purchase and maintain insurance; or pay or agree to pay a premium for insurance, for any Indemnified Officer against any liability incurred by the person as an officer of the association where the directors consider it appropriate to do so.

15.4 Savings Acceptations

Nothing in this rule 15:

- a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this indemnity or insurance; or
- b) limits the capacity of the association to indemnify or provide or pay for insurance for any person to whom this rule 15 does not apply.

16. Auditor

The association must appoint a properly qualified Auditor whose duties will be regulated in accordance with the Act.

17. Notices Notices by the association to members

17.1 The association may give notices, including a notice of general meeting to a nominated state association representative member as in 12.4.b) above;

- a) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
- b) by sending it to the fax number or electronic address (if any) nominated by the member.

17.2 Notices by the association to directors

Subject to this constitution, a notice may be given by the association to any director by:

- a) serving it personally at the director's usual residential or business address;
- b) sending it by post in a prepaid envelope to the director's usual residential or business address; or
- c) by electronic means or fax to such electronic address or fax number, as the director has supplied to the association for giving notices.

17.3 Notices by member or directors to the association

Subject to this constitution, a notice may be given by a nominated state association representative member or director to the association by:

- a) serving it on the association at the registered office of the association;
- b) sending it by post in a prepaid envelope to the registered office of the association; or

- c) by fax or electronic means to the principal fax number or the principal electronic address of the association at its registered office., or
- d) by electronic means to the nominated and email address of the chairman of directors.

17.4 Time of service

- a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
 - i. in the case of a notice of a general meeting, on the day after the date of its posting; or
 - ii. in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- b) Where a notice is sent by fax, service of the notice is to be taken to be effected if the correct fax number appears on the fax report generated by the sender's fax machine and to have been effected at the time the fax is sent.
- c) Where a notice is sent by electronic means by electronic messaging system that contains a delivery verification function, service of the notice is to be taken to be effected on the generation by the electronic messaging system of a delivery verification notice or log entry, or other confirmation.
- d) Where notice is sent by electronic means by electronic mail or other electronic messaging system (other than those referred to in rule 17.4 (c) service of the notice is to be taken to be effected on the delivery to:
 - i. where the addressee is a natural person, the addressee's electronic mail or electronic messaging system account; or
 - ii. where the addressee is a corporation, the corporation's computer systems.
- e) If service under rules 17.4(b), 17.4(c) and 17.4(d) is on a day which is not a Business Day or is after 4.00pm (addressee's time), the notice is regarded as having been received at 9.00am on the next following Business Day.
- f) For the purposes of rule 17.4(e), Business Day means a day that is not a Saturday, Sunday or a public holiday or bank holiday in the place concerned.

17.1 17.5 Other communications and documents

Rules 17.4 (a) to 17.4 (e) (inclusive) apply, so far as they can and with any necessary changes, to the service of any communication or document.

17.2 17.6 Notices in writing

A reference in this constitution to a written notice includes a notice given by fax or electronic transmission or any other form of written communication.

18. Association Secretary (Company Secretary)

- a) The Association must have at least one Secretary of the Association who is to be appointed, or engaged by the Directors.
- b) The Directors may suspend or remove a Secretary from that office.
- c) A Secretary of the Association holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Directors.

19. Seals

- a) The Directors must provide for the safe custody of any seal of the Association.
- b) If the Association has a common seal or duplicate common seal:
 - i. it may be used only by the authority of the Directors, or of a Committee authorised by the Directors to authorise its use; and
 - ii. every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents.

20. Accounts

The Directors must cause the accounts and records of the Association to be maintained and, if required, audited in accordance with the requirements of the Corporations Act and applicable Charitable Fundraising Legislation.

21. Charitable Fundraising Legislation

If the Association is an authorised fundraiser within the meaning of the Charitable Fundraising Legislation, the Association must comply with relevant requirements of the legislation and conditions of its authority as issued by the relevant State or Territory to the extent applicable. This includes:

- a) establishing and complying with proper and effective controls over fundraising appeals;
- b) issuing receipts for money received;
- c) management and administrative requirements; and
- d) complying with requirements relating to conflicts of interest and dispute and complaint handling mechanisms.

22. Definitions and interpretation

22.1 Definitions

The meanings of the terms used in this constitution are set out below.

AMSA or the Company means the Australian Men's Shed Association a company limited by guarantee.

AMSA Executive means the CEO and those people employed to assist the CEO to manage the affairs of the Association and have been appointed by the CEO to the AMSA Executive
AMSA Register of Sheds means a Register of all Men's Sheds which are current members of State Association / Branches of AMSA.

Association Secretary (Company Secretary) means:

- (i) the person holding office under this Constitution as Secretary of AMSA, or
- (ii) if no such person holds that office – the CEO of AMSA.

Auditor means the auditor of the Association

Board of Directors or Board means the Board of Directors of AMSA

Board member means a member of the National Board of Directors of AMSA

CEO means the person appointed as Chief Executive Officer of AMSA by the National Board of Directors.

Commissioner means the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of ITAA 97.

Corporations Law or Act means the Corporations Act 2001.

Deductible contribution means a deductible contribution as described in items 7 or 8 of the table in section 30-15 of the ITAA 97 in relation to a fundraising)event held for the principal purpose of the association.

Director means a director of AMSA.

Indemnified officer means each person who is or has been a director or executive officer (within the meaning of rule 15) of the association; and any other officers or former officers of the association as the directors in each case decide.

ITAA means the *Income Tax Assessment Act 1997* (Cth).

A Men's Shed means:

- iii. an incorporated body on an unincorporated body which is auspiced by an incorporated body ;
- iv. which complies with the definition of a Men's Shed and meets any other criteria as determined by the National Board of Directors;
- v. which has been entered on the AMSA Register of Sheds.

Men's Shed Movement means the advancement of welfare and health of all men in Australia through the promotion, establishment and management of Men's Sheds and other related or ancillary activities.

Registered Address is a register of sheds who are approved members of AMSA

Shedder means an individual who is a current member of a Men's Shed

Special General Meeting means a general meeting of AMSA other than an annual general meeting.

State Association / State Branches, or State Association Member means a State Association which is a member of AMSA and includes

- i. The Victorian Men's Shed Association (VMSA)
- ii. The New South Wales Men's Shed Association (NSWMSA)
- iii. The Queensland Men's Shed Association (QMSA)
- iv. The South Australian Men's Shed Association (SAMSA)
- v. The Western Australia Men's Shed Association (WAMSA)
- vi. The Northern Territory Men's Shed Association
- vii. The Tasmanian Men's Shed Association (TASMSA)
- viii. The Australian Capital Territory Men's Shed Association

22.2 Interpretation

In this constitution:

- a) references to notices include formal notices of meeting and all documents and other communications from the association to its member;
- b) a reference to any legislation or a provision of any legislation includes any amendment to that legislation or provision, any consolidation or replacement of that legislation or provision and any subordinate legislation made under that legislation;
- c) a reference to a member present at a general meeting is a reference to a member present in person or by proxy, attorney or representative;
- d) a reference to writing and written includes printing, lithography and other ways of representing or reproducing words in a visible form; and
- e) the singular (including defined terms) includes the plural and the plural includes the singular.

22.3 Headings

Headings are used for convenience only and do not affect the interpretation of this constitution.