

CONSTITUTION OF THE AUSTRALIAN LEBANESE ASSOCIATION Inc.

1. Name of the Association

The name of the Association is Australian Lebanese Association Inc. ("ALA").

PART I – CHARITABLE PURPOSE AND OBJECTS

2. Purposes

The purposes for which ALA is established are to:

2.1 Act as a charitable non-profit organisation dedicated to supporting and developing the health, welfare, education, social, cultural, artistic and sporting needs of Australian Lebanese people, their families and descendants (hereafter jointly and severally referred to as "AL") both in Australia and in Lebanon, in a manner which at all times complies with the Laws of Australia, including all and any laws relating to Deductible Gift Recipients

2.2 Achieve what is set out in subclause 2.1 in such a way that embraces the many differing beliefs and faiths of the AL in a peaceful and harmonious manner that is not unduly sectarian, discriminatory, religious, political, and which is consistent with equality fairness and is appropriately welcoming to existing and new members consistent with the meaning of the Arabic word "Ahla" (the Arabic word for Welcome);

2.3 Promote and highlight Lebanese culture and the contribution of AL to Australian society;

2.4 Subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object as from time to time determined by the Board and approved by an Annual General Meeting;

2.5 Take any gift or property, whether subject to any special trust or not, for any one or more of the Purposes of ALA;

2.6

To do all such other things as are conducive and/or reasonably incidental to the attainment of the purpose and the exercise of the powers of ALA.

3. *Objects*

The objects of ALA shall be to reach out to AL in Australia and internationally to secure funds and resources for application in accordance with the Purposes, including:

- a. To attract and encourage sponsorship, bequests, legacies and all forms of deferred gifts.
- b. To create opportunities for ALA to attract and retain the interest, endorsement and financial assistance of concerned, influential and/or otherwise supportive members of the AL within or outside of Australia.
- c. To encourage and solicit sponsorship, donations, gifts, funds or accounts for the benefit of members of ALA within or outside of Australia or any other natural or legal persons associated therewith, and/or from any other source deemed appropriate for the promotion of the purposes of ALA.
- d. To raise finance for the acquisition of any form of assets in the nature of real and or personal property including land, buildings, equipment, fixtures, fittings or other facilities, as well as for the construction of buildings and the making of structural alterations or improvements to existing buildings or facilities in Australia and/or Lebanon for the benefit of ALA members and where deemed appropriate the AL.

- e. To promote and provide financial assistance, the protection and development of AL culture, seniors, events, development of the AL through sponsorship, grants, endowments and all other financial assistance as identified by the Stakeholder Engagement Focus – refer Appendix A.
- f. To assist, promote and provide health, welfare, social, cultural, educational, artistic and/or sporting requirements of the AL.
- g. To assist, promote and provide in a timely manner welfare, medical, educational and other similar support, development and/or any form of humanitarian aid to members of ALA and AL who are in need.
- h. To fund the provision of human resources as approved by the Executive to support the implementation of the purpose and objects of ALA.
- i. To advance the interests and development of AL through cultural events, experiences and similar exposure.
- j. To admit any individuals to membership of ALA consistent with the Purposes.
- k. To maintain and operate any project, enterprise, business or investment so as to maintain or improve the value of same for realisation to the benefit of ALA.
- l. To distribute any form of publication, either in soft or hard copy, for any reason consistent with the Purpose of the ALA, including to solicit members and/or raise funds for any specific project or other activity of ALA.
- m. To provide recognition, and to thereby foster and encourage outstanding social, welfare, educational, cultural, sporting and artistic contributions and achievements by individual and/or collective groups of members of the ALA.
- n. To do all such things as are conducive or incidental to the attainment of the Purposes and the Objectives herein.

4. Powers of ALA

1) The Association shall have all the powers conferred by section 25 of the Act.

Solely for furthering the Purposes, ALA has power to:

2)

- a) Acquire by purchase, exchange or otherwise, whether for an estate in fee simple or for any less estate, lands, tenements or hereditaments of any tenure whether subject or not to any charges or encumbrances and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them;
- b) Purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the purposes of ALA and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with the same or any part thereof;
- c) Construct, maintain and alter any houses, buildings or works necessary or convenient for the purposes of ALA;
- d) Borrow and raise money in such manner as ALA may think fit;
- e) Raise or borrow money on bonds or mortgage or other security of any property held for or on behalf of ALA or without any such security and upon such terms as the Board shall think fit;
- f) Receive money on deposit with or without allowance of interest thereon;
- g) Raise money by submitting applications for grants from State and Territory Governments and from the Government of the Commonwealth of Australia;
- h) Invest any monies of ALA, not immediately required for the purposes of ALA, in such manner as may from time to time be determined by ALA;

- i) Do all or any of the matters authorised either alone or in conjunction with any person, company or unincorporated body or by or through any factors, trustees or agents;
- j) Take any gift of property whether subject to any special trust or not for any one or more of the purposes of ALA;
- k) Take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of ALA in the shape of donations, annual subscriptions or otherwise;
- l) Print and publish any newspapers, periodicals, books or leaflets that ALA may think desirable for the promotion of its purposes, and in so doing, utilise all available forms of media including electronic and hardcopy publications;
- m) Appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for the carrying out the purposes of ALA and to pay them in return for services rendered to ALA, salaries, wages and gratuities;
- n) Appoint a patron, life members, or other honorary members in recognition of their efforts in advancing the purposes of ALA;
- o) Produce, develop, create, licence and otherwise exploit, use and protect such Intellectual Property, including but not limited to merchandising, logos, trademarks, copyright and names in any product, publication or event of ALA;
- p) Establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of ALA and for that purpose, utilise any of the assets of or held on behalf of ALA;
- q) Promote any other person, community or company for any purpose calculated to benefit ALA;

- r) Purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or Federations whose activities or purposes are similar to those of ALA or generally for any purpose calculated to benefit ALA;
- s) Take and effect insurance;
- t) With prior written permission by the Board reimburse the board members, office bearers or any other person or persons who may incur such expenses in serving the interests of ALA in carrying out or striving to give effect to the Purposes of ALA; and
- u) To do all such acts and things as are incidental, conducive or subsidiary to all or any of the Purposes of ALA.

4. Application of Income

- a) The income and property of ALA shall be applied solely towards the promotion or advancement of the Purposes of ALA as set forth in this Constitution.
- b) No portion of the income or property of ALA shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member or members.
- c) Notwithstanding the foregoing the Board may meet all direct and indirect expenses of any individual, including any Member or AL, official, director or agent in its absolute discretion, provided such expenses are approved and agreed in writing, by the Board prior to any such payment, where such direct or indirect expense is incurred in furthering the Purpose and or Objectives of the ALA.

5. **Liability of Members**

The liability of the Members and the officers of ALA is limited.

PART II - INTERPRETATION

6. Interpretation

In this Constitution unless the contrary intention appears:

“ALA” means Australian Lebanese Association Incorporated;

“AL” means any Australian Lebanese person, their immediate family, the direct and indirect relatives of that person, and the descendants of that person’s family and relatives;

“Board” means the Executive Committee of ALA;

“Constitution” means the Constitution of Australian Lebanese Association;

“Director” means “member of the Executive Committee and includes the President;

“Executive Director” – means “the person appointed by ALA pursuant to This Constitution (if any) as the principal executive officer of ALA and shall include where the context so admits persons acting as the delegate as substitute for the Executive Director and appointees of the Board as the principal executive officer of the ALA whether described as Executive Director or by some other name or title;

“Treasurer” means the Treasurer of ALA;

“Financial year” means the year ending 30 June in each year;

“General Meeting” means the annual or a special general meeting of ALA;

“Intellectual Property Portfolio (IPP)” means all rights subsisting in copyright, trade names, trademarks, logos, designs, equipment, images (including all materials but not restricted to, photographs, videos or films), merchandising or service marks relating to ALA or any event, competition or activity conducted, promoted or administered by ALA;

“Honorary Member” means an individual or entity including a member determined by ALA be worthy of holding such status from time to time;

“Patron” means a person who in the opinion of the board is worthy of being chosen named or honoured as a special guardian, protector, supporter, benefactor or champion of the Purposes of ALA;

"Life Member" means a Life Member of ALA;

"Member" means a registered Member of ALA as provided for under This Constitution and has a valid signed Membership Agreement in place;

"President" means the President of ALA;

"Regulations" means any Regulations approved by the Board;

"Rules" means any policy or regulations adopted by ALA in accordance with the Constitution;

"Seal" means the common seal of ALA (if any) and includes any official seal of ALA (if any);

"Secretary" means the Secretary of ALA from time to time;

“Special Resolution” means a resolution passed by at least two thirds of the Voting Members entitled to vote and or in attendance at any Annual General or Special General Meeting;

“State and Territory” means a State of Australia as well as the Northern Territory and Australian Capital Territory;

"State Division" means a State or Territory Division affiliated to ALA;

"The Act" means the Associations Incorporation Act 1985;

"Voting Member" means a person who is entitled to vote in elections as a Voting Member of ALA as provided for under the Constitution.

- (2) Expressions referring to "writing" shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.
- (3) In this Constitution:
- a) a reference to a function includes a reference to a power, authority and duty; and
 - b) a reference to the exercise of a function includes where the function is a power, authority or duty a reference to the exercise of the power or authority of the performance of the duty;
 - c) words importing the singular include the plural and vice versa;
 - d) words importing any gender include the other genders;
 - e) references to persons include corporations and bodies politic;
 - f) references to a person include the legal personal representatives, successors and permitted assigns of that person;

- g) a reference to a statute, ordinance code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).
- (4) If any provision of this Constitution or any phrase contained in them is invalid or unenforceable in any jurisdiction, or compromises ALA's status as a Dedicated Gift Recipient under the Laws of Australia, the phrase or provision is to be read down for the purpose of that jurisdiction or so as to enable ALA to comply with its obligations as a Dedicated Gift Recipient if possible, so as to be valid and enforceable. If that is not possible the provision shall be severed to the extent of the invalidity, unenforceability or non-compliance, without affecting the remaining provisions of this Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.
- (5) The specification of the Purposes, Powers and Objects of ALA this Constitution are not in any particular order and are not to be construed so as to lead to the construction that any object or power or purpose is more important than any other object or power, nor is the Constitution to be construed on the basis that any purpose or power or object which is specified in detail is more important than any purpose or power or object which has not been specified in detail, and no particular purpose or power or object will be limited by reference to any other, and further the rule of construction known as the *eiusdem generis* rule shall not apply.

PART II - STATE DIVISIONS

7. State Divisions

- (1) With the approval of the Board on such terms as it considers reasonable and appropriate, a State and/or Territory Division may be established for any State and/or Territory of Australia, and further may be registered with ALA. The State and/or Territory Division(s) shall be affiliated to ALA and shall

administer events, promotions and other activities in the relevant State and or Territory in accordance with the Purposes of ALA.

- (2) Each State and/or Territory Division(s) shall:
- a) Adopt a constitution in accordance generally with the ALA Constitution;
 - b) be comprised of Members who are resident in that State or Territory;
 - c) substantially adopt the Purposes of ALA and act generally in conformity with the Rules of ALA;
 - d) by adopting the Purposes, agree to abide by this Constitution;
 - e) comply with all legislation, regulations and rules passed by the respective governments of each State and or Territory in the conduct of ALA;
 - f) agree to be bound by decisions of ALA (if any) in relation to their activities including any decisions by ALA to suspend and/or revoke membership of the State and/or Territory Division(s), and all and any decisions which impact in any way upon matters incidental to the operations and activities of ALA;
 - g) The State and Territory Divisions shall agree that they are bound by this Constitution, and that this Constitution shall operate to create a single, uniform entity through and by which the purposes of ALA are to be conducted, promoted and administered. The State and Territory Divisions will be responsible for the operations of ALA in each respective State or Territory to which the Division relates, save that each of such Divisions shall follow the direction of the Board in respect of matters that the Board in its sole discretion deems to have national significance.

8. State and Territory Division Constitutions and Rules

- (1) The Constitution or other constituent documents of each State and Territory Division will clearly reflect the purposes of ALA and will generally conform with this Constitution.
- (2) Each State and Territory Division will provide to ALA a copy of its Constitution or other constituent documents prior to the establishment thereof and thereafter shall provide all proposed amendments to those documents prior to the implementation or enactment of same for approval.
- (3) Each State and Territory Division will take all steps to ensure that its Constitution, other constituent documents and rules are generally in conformity with the Constitution of ALA and will ensure their documents take account of future amendments made to this Constitution.
- (4) Each State and Territory Division shall maintain in a form acceptable to ALA a register of all affiliated Clubs or other Organisations, and all Voting Members of each respective State or Territory. Each state or Territory division shall provide a copy at a time and in a form acceptable to ALA of such registers as requested by ALA together with regular updates as soon as practicable following any given update.
- (5) The State and Territory Division constitutions, or any amendments thereof, shall be submitted within no more than 30 days of its State and/or Territory acceptance.

PART III - MEMBERSHIP

9. Members

- (1) The Members of ALA shall consist of:

- a) Voting will, who shall have voting rights at General Meetings of ALA;
 - b) Affiliate Members, who shall have no voting rights at General Meetings of ALA
 - c) Life Members, who are not otherwise Voting Members, and to shall not have any voting rights at General Meetings of ALA, but shall have rights to attend and debate any business of ALA at such meetings.
- (2) Life membership may be bestowed upon any Member of ALA who in the opinion of the Board has rendered special service to ALA. Any proposal for life membership shall be nominated to the Board and proposed at an Annual General Meeting. Such proposal must be passed by a Special Resolution. No more than two (2) Life Members shall be elected in any one year.
- (3) The Board has power from time to time to recommend new classes of membership even if the effect of this is to alter right, privileges or obligations of an existing class of Members. Any alteration of membership classes or any new classes of membership that change, amend or add voting rights must be approved by the Members at a General Meeting as a Special Resolution.
- (4) The Secretary of ALA shall maintain a register of Voting Members and Members, in which shall be entered the full name, contract address, email address, and date of entry of the name of each such person, and the register shall be available for inspection by any Member upon request.
- (6) The special membership and or status of any Patron, Life Member and or Honorary Member of ALA may be revoked only by a resolution to that effect by three quarters of the Board of ALA at a meeting convened for the purposes of considering whether to pass any such resolution.

10. Fees

The annual membership subscription (if any) and fees payable by Voting Members to ALA, the time for, and the manner of such payment, shall be as determined by the Board from time to time.

11. Voting Members

- (1) The Voting Members of ALA will comprise the State or Territory Divisions registered with ALA pursuant to clause 7 of this Constitution;
- (2) If no State or Territory Division exists in one or more of the Australian States or Territories, the Board may appoint one or more natural person(s) who is/are a resident of such State or Territory who the Board believes is likely to uphold the Purposes and Objects of ALA to represent that State or Territory until such time as a State or Territory Division is registered therein;
- (3) For the Purposes of sub-clause 2, an appointment will cease to have effect upon the registration of a State Division for the relevant State or Territory.

12. Associate Members

- (1) The Associate Members of ALA will be the voting members of a State or Territory Division registered with ALA;
- (2) If no State or Territory Division exists in a State or Territory, the Board will have the power to confer associate membership to a natural person resident of that State or Territory if they are satisfied the person upholds the Purposes of ALA pursuant to the process contained in clause 13 until such time as a State Division with registered with ALA;

13. Applications for Associate Membership

- (1) An application for associate membership or affiliation must be:

- a) in writing on the form prescribed by the Board from time to time, and from the Club or Organisation of the nominated representative, and lodged with ALA;
 - b) Accompanied by the appropriate fee as prescribed by the Board (if any).
- (2) The Board may accept or reject an application whether the applicant complies with the requirements under this Constitution or not. Where ALA accepts an application and ratifies such acceptance, the applicant will become an affiliated member. Membership of ALA will commence however only upon acceptance of the application by the Board. Where the Board rejects an application, it will refund any fees forwarded with the application.
- (3) Members, associate members and affiliates must pay their membership fee (if any) annually.

14. Effect of Membership

- (1) Members acknowledge and agree that:
- a) this Constitution constitutes a contract between each of them and ALA and that they are bound by the Constitution and the Regulations;
 - b) they shall comply with and observe this Constitution and the Regulations and any determination or resolution which may be made or passed by the Board or any duly authorised committee or sub committees;
 - c) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of ALA;

- d) the Constitution and the Regulations are necessary and reasonable for promoting the purposes of ALA;
 - e) they are entitled to all benefits, advantages, privileges and services of ALA membership for so long as they are Members.
- (2) Members have the following privileges by virtue of membership of ALA:
- (a) to express in writing or otherwise their views and opinions directly or through their representatives in any meeting in respect of which they are entitled to participate in accordance with This Constitution;
 - (b) to make proposals or submissions to the Board or the Board of ALA either directly or through their representatives;
 - (c) to engage and participate in any activity approved, sponsored or recognised by ALA;
 - (d) to conduct any activity which will promote the Purposes of ALA, provided that such activity is preapproved by resolution of the Board of ALA at an ordinary executive meeting of the Board;

15. Discontinuance of Membership

- (1) A Member may withdraw from membership of ALA by giving written notice in writing of such withdrawal to the Board of ALA, and where an individual member of an affiliated Club or Organisation, by also giving written notice to that person's Club or Organisation.
- (2) Membership of ALA may be discontinued by the Board upon breach of any of this Constitution, including, but not limited to the failure to pay any monies owed to ALA, a breach of the Regulations or non-compliance with any resolutions or determinations made or passed by the Board or any duly authorised committee or sub committee.

- (3) Save and except in instances of serious and wilful non-compliance with the Purposes and/or Objects of ALA, no person's membership shall be discontinued under this Constitution without the Board first giving the individual concerned the opportunity to explain a breach and/or non-compliance with the Purposes and/or Objects, as well as the opportunity to remedy any such breach and/or non-compliance.
 - (4) Where a Member fails, in the Board's view, to adequately and/or satisfactorily explain or remedy the breach and/or non-compliance, that person's membership shall be discontinued under this Constitution by ALA giving written notice to that effect to the person.
 - (5) A Member who ceases to be a Member shall forfeit all rights in, and claims upon ALA and its property including Intellectual Property.
 - (6) Membership fees or subscriptions paid by the discontinued Member for the relevant year may be refunded on a pro-rata basis to the Member upon discontinuance. The name of such Member shall be removed from the Register of Members.
 - (7) A Member who has been expelled or suspended under this Constitution, or whose membership has lapsed under this Constitution:
 - a) must reapply for membership in accordance with this Constitution;
 - b) may be readmitted at the discretion of the Board;
16. Membership, which has been discontinued under this Constitution, may be reinstated at the discretion of the Board.

17. Disputes and Mediation

- (1) The grievance procedure set out in this Rule applies to disputes under this Constitution between:-
 - a) A Member and another Member; or
 - b) A Member and ALA
- (2) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten days, hold a meeting in the presence of a person appointed as an independent mediator (“**Mediator**”).
- (4) The Mediator must be:-
 - a) a person chosen by agreement between the parties to the dispute; or
 - b) in the absence of agreement:-
 - a. in the case of a dispute between a Member and another Member, a person will be appointed by the Board; or
 - b. in the case of a dispute between a Member and ALA, the Board shall proffer the names of 3 (three) independent persons from which the Member shall select one person to act as the Mediator for assisting the parties to arrive at a resolution of the dispute.
- (5) The Mediator cannot be a person who is a party to the dispute.
- (6) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

- (7) The Mediator, in conducting the mediation must:-
- a) give the parties to the mediation process a reasonable 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.
- (8) The Mediator must not determine the dispute.
- (9) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART IV - THE EXECUTIVE COMMITTEE

18. The composition of the Board

- (4) There shall be an elected Board, which shall comprise;
- a) The President;
 - b) The Vice President
 - c) The Secretary
 - d) The Treasurer

all of whom are Ordinary Directors elected under this Constitution.

- e) The President of each State and/or Territory Division(s) where there is a minimum of 7 (seven) registered duly elected or the nominee for such States and Territories not possessing the requisite membership number at the nomination of the Board.
- (5) The Board shall stand for election once every 2 years.
- (6) A State or Territory President may:
 - a) also hold a further position as provided for in 14(1) but shall only be entitled to cast 1 vote;
- (4) A State or Territory President cannot hold the position of President of ALA concurrently

19. The Powers and Duties of the President

- (1) The President shall be:
 - a) The nominal head of ALA;
 - b) Chair all Board or General Meetings at which she or he is present. In the event of the President not acting as Chairman, the Board shall appoint a Chairperson from among the Directors;
 - c) The chief representative of ALA to internal and external stakeholders.
- (2) The President shall liaise with the Board to perform other functions as may assist the Board and as are required by the Constitution of ALA and the Act.

20. Powers and Duties of the Vice-President

- (1) The Vice-President shall:

- a) Liaise and assist the President;
 - b) Act as Acting-President at such times the President is unable to perform his/her powers and duties.
- (2) The Vice-President shall liaise with the Board to perform other functions as may assist the Board and as are required by the Constitution of ALA.

21. Powers and Duties of the Secretary

- (1) The Secretary shall be:
- a) Responsible for all administrative functions relevant to the conduct of Board and General Meetings including but not limited to the communication of meeting agenda's and minute taking;
 - b) The Public Officer of ALA and responsible for ALA's compliance with the Act.
- (2) The Secretary shall liaise with the Board to perform other functions as may assist the Board and as are required by the Constitution of ALA

22. Powers and Duties of the Treasurer

- (1) The Treasurer will be:
- a) Responsible for the collection and receipt of all monies due and make all payments authorised by ALA; and
 - b) Responsible for keeping correct accounts and books showing the financial affairs of ALA with full details of all receipts and expenditure connected with the activities of ALA, and the audit of ALA accounts.

- (2) The Treasurer shall liaise with the Board to perform other functions as may assist the Board and as are required by the Constitution of ALA

23. Election of Ordinary Directors

- (1) Subject to this Constitution, Directors elected under this Constitution shall hold office until the date of the second Annual General Meeting after the date of his or her election.
- (2) The Board shall call for nominations at least 45 (forty five) days prior to the relevant Annual General Meeting.
- (3) The Board at the same time as calling for nominations shall appoint an Associate Member with that Associate Member express acceptance to be the Returning Officer to be responsible for the election;
- (4) Any Associate Member appointed to become the Returning Officer is ineligible to run for a position as an Ordinary Director.
- (5) A candidate may only be nominated for one office as an Ordinary Director.
- (6) Nominations must be:
 - a) in writing;
 - b) on the prescribed form provided for that purpose;
 - c) signed by a nominator and a seconder, who must be Associate Members under this Constitution; and
 - d) certified by the nominee expressing his or her willingness to accept the position for which he or she is nominated.

- (7) Nominations must be received by the Returning Officer at least 21 (twenty one) days prior to the relevant Annual General Meeting and shall be sent to Voting Members with the Agenda for that General Meeting.
- (8) The elections shall be by postal secret ballot on papers prepared by the Returning Officer, including the closing date. The election of Ordinary Directors shall be decided by a simple majority of votes.

24. State and Territory Directors

- (1) Each State and Territory Division shall appoint a State or Territory Director known as the State or Territory President in accordance with this Rule, which person shall represent his/her State Division at Board Meetings and General Meetings of ALA.
- (2) Each State or Territory Division shall advise the Executive Director of its appointed State or Territory Director within 28 days after his/her appointment.

25. Qualifications for Office and Nomination

- (1) A candidate for the position of an ordinary Director shall have been an Associate Member of ALA for a continuous period of greater than 12 months immediately preceding the date of nomination for such office.

26. Vacancies of Directors

- (1) The office of a Director becomes vacant if the Director:
 - (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;

- (c) resigns her or his office in writing to ALA;
 - (d) is absent or fails to vote without the consent of the Board for 3 (three) consecutive meetings of the Board without good reason (as determined by the Board);
 - (e) Without the consent of the Board holds any office for profit under ALA;
 - (f) is directly or indirectly interested in any contract or proposed contract with ALA and fails to declare the nature of his interest or has or proposes to have, directly or indirectly, a significant commercial interest (in their own right or as an employee) potentially in conflict with the interests of ALA; and/or
 - (g) acts in a manner which seriously conflicts with the Purposes and/or Objects of ALA as determined by the Board;
 - (h) intentionally fails to comply with a direction of the Board which non-compliance the Board deems to be inconsistent with the Director continuing to hold office.
- (2) Notwithstanding the quorum required, under this Constitution, any casual vacancy occurring in membership of the Board, shall be filled by the remaining Directors by appointing a person to fill that vacancy. A person filling any such vacancy under this Rule shall hold office for the balance of the replaced Director's term for a period not exceeding 12 months, whichever is the lesser, during any two-year election period.

26. Meetings of the Board

- (1) The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business the Board may subject to this Constitution adjourn or otherwise regulate its Meetings as it thinks fit. Two (2) or more Directors

may call for a Board meeting at any time by giving notice to the Secretary, and the Secretary shall, on the requisition of the two (2) or more Directors, convene a Meeting of the Board.

- (2) Subject to this Constitution questions arising at any Meeting of the Board shall be decided by a majority of votes. A determination of a majority of Directors shall for all purposes be deemed a determination of the Board provided that any determination of the Board shall have the support of at least two (2) State Divisions or one (1) State and one (1) Territory Division. All Directors shall have one (1) vote on any question. The Chairman may exercise a casting vote where voting is equal.
- (3) A resolution in writing signed or assented to by mail, fax, or other form of visible or other electronic communication by all the Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a Meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
 - a) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of Board may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively whether by means of telephone, email or any other form of communication acceptable to the Board;
 - (ii) notice of the Meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that Directors are not required to be present in person;

- (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this article to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 60 minutes from the interruption the meeting shall be deemed to have terminated;
 - (iv) any meeting held where one (1) or more of the Directors are not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the Meeting shall be deemed to be held at the place where the Chairman of the Meeting is located.
- (4) At Meetings of the Board the number of Directors whose presence is required to constitute a quorum is three (3).
- (5) Unless three (3) or more Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 2 (two) working days' notice of the Meeting of the Board shall be given to each Director.

27. The Board – Powers and Duties

- (7) The Board shall control and manage the business and affairs of ALA in accordance with This Constitution and without limiting the powers of the Board shall include: -
 - a) the preparation and implementation of the strategic plan,
 - b) all aspects of financial management,

- c) overseeing day-to-day management and administration,
- d) defining the role and function of sub committees,
- e) allocating clear functional duties to Directors,
- f) planning and implementing initiatives designed to improve the profile and promotion of ALA at a national level,
- g) preparing position descriptions for all positions in ALA whether paid or voluntary,
- h) selecting and appointing employees of ALA in line with the approved budget and the review and appraisal of their performance,
- i) Managing and controlling all aspects of the selection process, preparation, management, touring arrangements and participation of individuals or teams representing ALA. Such duties may be delegated, in part or in full, to sub committees as contained in This Constitution.
- j) liaising with the Federal Government and all other relevant national, international and state bodies and to appoint representatives to such bodies as may be appropriate,
- k) promoting, sponsoring or supporting howsoever any natural person, organisation, event, media activity or function in accordance with the Purposes of ALA;
- l) entering into any agreement, mode of understanding, enterprise, marketing venture or other business arrangement considered appropriate by the Board to advance the Purposes of ALA;

- m) attending any State, Territory or National function and/or event for advancing the Purposes of ALA or of association as considered appropriate by the Board to further advance the purposes of ALA;
- n) Performing such other acts and functions as are required by the Act, the Purposes or This Constitution including exercising such powers of delegation as it may from time to time determine appropriate subject to the powers and decisions of the Board.

PART VI – GENERAL MEETINGS

28. Annual General Meeting

An Annual General Meeting of ALA shall be held in accordance with the provisions of the Act and on a date and at a venue to be determined by the Board. All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with This Constitution.

29. Notice of General Meeting

1. Where it is intended to deal with special business at a Special General Meeting at least 14 days notice of a General Meeting shall be given to Voting Members inviting notice of motions and advising of the procedural requirements under This Constitution with respect to the filing of notices of motion, together with:
 - (a) The draft agenda for the Meeting;
 - (b) To Voting Members only, forms of authority in blank for proxy or postal votes.
2. Where it is intended to call an Annual General Meeting, at least 30 days notice specifying the place, day and hour of Meeting shall be given together with:-

- a) Agenda for the meeting stating the business to be transacted at the meeting,
 - b) To Voting Members only, forms of authority in blank for proxy votes.
 - c) The business to be transacted at the Annual General Meeting includes the presentation and consideration of accounts and the reports of the Board, the Board and Auditors, appointment of Patrons, Honorary and Life Members (if any) and, where an election year, the election of the Ordinary Directors in the place of those retiring or the appointment and fixing of the remuneration of the Auditors.
3. Notice of every General Meeting shall be given to State Divisions and every Voting Member at the address appearing in the Register kept by ALA.

30. Business

- (1) All business that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, (with the exception of the consideration of the accounts, balance sheets, the reports of the Board, the Board and auditors, the appointment of Patrons, Honorary and Life Members (if any) and the election of the Ordinary Directors and of the Auditors (if any) in the place of those retiring under This Constitution or otherwise shall be special business.
- (2) No business other than that stated on the notice shall be transacted at that meeting, save and unless any business is accepted by Special Resolution.

31. Notices of Motion

All Notices of Motion for inclusion as special business at a General Meeting must be submitted in writing to the Executive Director not less than 14 days (excluding receiving date and meeting date) prior to the General Meeting. The Executive Director shall forward to each Voting Member the general nature of the business, including any

supporting documentations, to be dealt with at the Special General Meeting at least 5 days prior to the Special General Meeting.

32. Special General Meetings

Special General Meetings may be convened by a resolution of the Board or on the requisition of 15% of the Voting Members, or a minimum of 15 Voting Members, whichever is the smaller number.

33. Quorum of General Meetings

- (1) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of ALA shall be 15% of the Voting Members present, or a minimum of 15 Voting Members whichever is the smaller number.
- (2) If within one hour from the time appointed for the meeting a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the President may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse, and then the business may be conducted by postal vote(s).

34. Proceedings at General Meetings

- (1) The President shall, subject to This Constitution, preside as Chairman at every Annual General Meeting and Special General Meeting of ALA.
- (2) The President may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business, shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place:

- a. When a Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
 - b. It shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.
- (3) At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands or on the voices, unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- c. by the President;
 - d. by the Vice President in the absence of the President; or
 - e. by 10 Voting Members or at least 5% of the Voting Members (whichever is the lesser).
- (4) Unless a poll is so demanded a declaration by the President that a resolution has on a show of hands or on the voices been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minutes of the proceedings of ALA shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the President directs and the result of the poll shall be the resolution of the meetings at which the poll was demanded.

35. Voting at General Meetings

- (1) Each Voting Member shall have one vote at General Meetings and shall be cast by the Member being present at the meeting or by postal vote provided the postal vote is received by the Executive Director by the prescribed closing date.
- (2) Each Voting Member who carries a proxy vote shall cast the proxy vote at General Meetings, provided there is no allowance made for postal voting, as provided under This Constitution.
- (3) No other person or member shall be entitled to vote.
- (4) Where voting at General Meetings is equal the President may exercise a casting vote.
- (5) The Board may at any time waive any conflict of interest on the part of any Voting Member upon disclosure of the substance and effect of any such conflict by the Voting Member. In the event the Board becomes aware of a conflict on the part of any Voting Member following the passing of a resolution at a General Meeting, the Board may in its discretion:
 - f. retract the resolution; or
 - g. Retrospectively validate the resolution.

36. Proxy Voting

- (1) Proxy voting shall be permitted at all General Meetings and Board meetings, provided an approved and properly executed proxy form is lodged with the Executive Director at or before the commencement of the meeting. No Member entitled to vote shall exercise more than one (1) proxy vote at any one time.
- (2) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Director or Board member or Member

shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as the proxy thinks fit.

- (3) Whenever a postal vote is duly authorised, no proxy voting shall be permitted.

PART VII - MISCELLANEOUS

37. Delegations

- (1) The Board may by instrument in writing create or establish or appoint from among its own members or from the Members or members of ALA or from other selected personnel as occasion may require, special committees, sub committees, or individual officers and consultants to carry out such duties and functions, and with such powers as the Board determines.
- (2) The Board may, in the establishing instrument, delegate such functions as are specified in the instrument, other than:
- h. this power of delegation; and
 - i. a function imposed on ALA by the Act or any other law, or This Constitution or by resolution of ALA in a General Meeting.
 - j. a function, the exercise of which has been delegated under this Rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
 - k. a delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

- (3) The Board may by instrument in writing, revoke wholly or in part any delegation made under This Constitution.

38. Regulations

- (1) The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of ALA, the advancement of the purposes of ALA as it thinks necessary or desirable. Such Regulations must be consistent with This Constitution and any policy directives of the Board. These Regulations are presented to the Executive Board for approval.
- (2) All Regulations made under this Article shall be binding on the Members, State and Territory Divisions, and all Affiliated Clubs and Organisations or other entities controlled by Members of ALA in that capacity.
- (3) Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members of ALA by means of Bulletins approved by the Board and the Board. The method of issuing these bulletins can be by, but not limited to ALA's newsletter, website or any electronic communication system. Bulletins are binding upon all Members.

39. Records and Accounts

- (1) The Executive Director shall maintain proper records and minutes concerning all transactions, business, meetings and dealings of ALA.
- (2) Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept under the care and control of the Finance Director and shall be made available for inspection by Members upon request.

- (3) ALA shall retain such financial records as the Taxation Office require after the completion of the transactions or operations to which they relate.
- (4) The Board will submit to the Members at the Annual General Meeting the Statements of Account of ALA as required under the Act and in accordance with this Constitution.
- (5) The Statements of Account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within 3 months after such approval or adoption.
- (6) The Finance Director shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of ALA in accordance with This Constitution, a copy of the Statements of Account, the Board's report, the Auditor's report and every other document required by law.
- (7) All records of meetings and transactions are to be archived under the direction of the Executive Director.

40. Auditor

A properly qualified Auditor or Auditors shall be appointed and the remuneration of such Auditor or Auditors fixed and duties regulated in accordance with the relevant Corporations Law.

41. Notice

- (1) Notices may be given by the Executive Director to any Member, member or State Divisions by sending the notice by mail, fax, or other form of visible or other electronic communication to the Member's, member's or State Divisions' registered mail address or facsimile number or electronic mail address.

- (2) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected one (1) day after posting.
- (3) Where a notice is sent by fax, service of the notice shall be deemed to be effected upon receipt of any confirmation report confirming the notice was transmitted or received at the fax number to which it was sent.
- (4) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was sent or received at the electronic mail address to which it was sent.
- (5) Notice of every General Meeting shall be given in the manner authorised in this Constitution

42. Seal

- (1) The Executive Director shall provide for safe custody of the Seal.
- (2) The Seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by two (2) Directors of the Board.

43. Patron

ALA at its Annual General Meeting may appoint on the recommendation of the Board, a Patron.

44. Indemnity

- (1) Every Director, Officer, Auditor, Manager, employee or agent of ALA shall be indemnified out of the property and assets of ALA against any liability incurred by him in his capacity as Director, Officer, Auditor or agent in defending any proceedings, whether civil or criminal, in which judgment is

given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him by the Court.

- (2) ALA shall indemnify its Directors, Officers, Managers and employees against all damages and costs (including legal costs) for which any such Director, Officer, Manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - a. in the case of a Director, Officer or Manager performed or made whilst acting on behalf of and with the authority, express or implied of ALA; and
 - b. in the case of an employee, performed or made in the course of, and within the scope of his employment by ALA.

45. Addition, Alteration or Amendment

No addition, alteration or amendment shall be made to this statement of purposes or the Rules of ALA unless the same has been approved by a Special Resolution.

46. Dissolution

- (1) The Association shall be wound up in the manner provided for in the Act.
- (2) Every Voting Member of ALA undertakes to contribute to the assets of ALA in the event of it being wound up while a Member, or within one year after ceasing to be a Member for payment of the debts and liabilities of ALA contracted before the time at which he or she ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves such amount as may be required not exceeding twenty dollars (\$20.00).

(3) If upon winding up or dissolution of ALA, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid or distributed amongst the Members of ALA, but shall be given or transferred to some body or bodies having purposes similar to the purposes of ALA which is also not carried on for profit or gain and which prohibits the distribution of its or their income and property amongst their Members and which is similarly exempt from income tax. Such body or bodies to be determined by the Members of ALA at or before the time of dissolution, and in default thereof by such judge of an appropriate court as may have or acquire jurisdiction in the matter.