

Veterinary Nurses Council of Australia Incorporated

CONSTITUTION

PART 1 – CONTENTS

1. Contents

The contents of this constitution are:

PART 1 – CONTENTS

1. Contents

PART 2 – NAME AND STATEMENT OF PURPOSES

2. Name
3. Purposes
4. Legal Capacity and Powers

PART 3 – MEMBERSHIP

5. Categories
6. Eligibility
7. Applications
8. Approval
9. Subscriptions
10. Rights, Obligations and Liability
11. Discipline
12. Resignation
13. Cessation
14. Register of Members
15. Grievance Procedure

PART 4 – GENERAL MEETINGS

16. Annual General Meeting
17. Special General Meetings
18. Notice
19. Proxies
20. Use of Technology
21. Quorum
22. Chairing
23. Voting
24. Poll

PART 5 – COUNCIL AND EXECUTIVE

25. Council
26. Executive
27. Election
28. Term of Office
29. Committees and Delegation
30. Regulations and Guidelines
31. Public Statements

PART 5 – COUNCIL & EXECUTIVE *contd*

32. Duties
33. Indemnity

PART 6 – MEETINGS OF COUNCIL AND EXECUTIVE

34. Convening
35. Notice
36. Use of Technology
37. Quorum
38. Chairing
39. Voting
40. Disclosure of Interest
41. Resolutions without Meeting

PART 7 – DIVISIONS

42. Divisions

PART 8 – FINANCIAL AND LEGAL

43. Sources of Funds
44. Financial Year
45. Management of Funds
46. Payments
47. Audit
48. Records
49. Minutes
50. Common Seal
51. Public Officer
52. Registered Address
53. Amendment of Constitution
54. Winding Up
55. Notices
56. Interpretation

PART 9 – INDEX

57. Index

PART 2 – NAME AND STATEMENT OF PURPOSES

2. Name

- (1) The name of the incorporated association is “Veterinary Nurses Council of Australia Incorporated” (in this constitution “VNCA”).

- (2) Under section 12A of the Act the name and registration number of the VNCA must appear in legible characters in all notices, advertisements and other official publications of the VNCA, and in all its business documents.
- (3) Under Commonwealth legislation the VNCA should also include its ABN in the same documents.

3. Purposes

- (1) The principal purpose of the VNCA is to promote the interests of veterinary nursing in Australia.
- (2) The specific purposes of the VNCA are:
 - (a) to maintain high professional and ethical standards for veterinary nurses;
 - (b) to improve the qualifications and skills of veterinary nurses in the best interests of the public, veterinary surgeons and veterinary nurses;
 - (c) to encourage the increased use of nursing skills in veterinary practice so as to give increased responsibility and job satisfaction to veterinary nurses;
 - (d) to promote a career path and lifelong learning opportunities for veterinary nurses;
 - (e) to improve the quality of the undergraduate education of veterinary nurses;
 - (f) to promote continuing and postgraduate education for veterinary nurses;
 - (g) to assess and accredit veterinary nurses;
 - (h) to advise government and other bodies involved in the training and accreditation of veterinary nurses; and
 - (i) to form links with veterinary nurses and their associations in other countries.

4. Legal Capacity and Powers

- (1) The VNCA has:
 - (a) the legal capacity and powers of an incorporated body, and

- (b) all the powers of an individual, subject to subclauses (2)–(4).
- (2) The VNCA may only:
 - (a) exercise its powers; and
 - (b) use its income, assets and profit; for its purposes.
- (3) The VNCA must not distribute any of its profit, income or assets directly or indirectly to its members.
- (4) Subclause (3) does not prevent the VNCA from paying its members:
 - (a) reimbursement for expenses properly incurred by them, and
 - (b) for goods supplied and services provided by them,

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

PART 3 – MEMBERSHIP

5. Categories

The VNCA has 5 categories of membership:

- (1) Full Members,
- (2) Associate Members,
- (3) Supporter Members,
- (4) Life Members, and
- (5) Honorary Members.

6. Eligibility

- (1) Any person who supports the purposes of the VNCA is eligible for membership, subject to this clause.
- (2) Only individuals who have obtained the National Certificate IV in Veterinary Nursing (or another equivalent qualification prescribed by regulation) are eligible to be Full Members.
- (3) Individuals who are not eligible to be Full Members, but who either:
 - (a) work in:
 - (i) veterinary practices,
 - (ii) animal welfare organisations,
 - (iii) research and teaching institutions,

- (iv) appropriate government bodies, or
- (v) related employment; or
- (b) are enrolled as students in veterinary nursing courses recognised by the VNCA;

are eligible to be Associate Members.

- (4) Full Members who have made an outstanding contribution to the VNCA are eligible to be Life Members.
- (5) Individuals who are not Full Members or Associate Members, but who have made an outstanding contribution to veterinary nursing or the VNCA are eligible to be Honorary Members.
- (6) Any other person is eligible to be a Supporter Member, subject to subclause (1).

7. Applications

- (1) Applications for membership must be:
 - (a) in writing, stating that the applicant:
 - (i) wishes to become a member of the VNCA;
 - (ii) supports the purposes of the VNCA; and
 - (iii) agrees to comply with the constitution and regulations of the VNCA;
 - (b) signed by the applicant;
 - (c) accompanied by the first subscription; and
 - (d) given to the Membership Officer.
- (2) This clause does not apply to Life Members or Honorary Members.

8. Approval

- (1) The Membership Officer must refer applications for membership to the Divisional Committee for the state or territory in which the applicant lives.
- (2) If the applicant lives:
 - (a) in a state or territory for which there is no Divisional Committee, or
 - (b) overseas,

the Membership Officer must refer the application to the Executive, which takes the place of the Divisional Committee for the purposes of subclauses (3)–(5).

- (3) The Divisional Committee must by resolution approve or reject the application.
- (4) Despite clause 6, the Divisional Committee has an absolute discretion to reject applications for membership, subject to subclause (7).
- (5) If the Divisional Committee accepts the application:
 - (a) the applicant becomes a member from the date of the meeting; and
 - (b) the Membership Officer must enter the name and address of the new member, category of membership and date of becoming a member in the register of members.
- (6) The Membership Officer must:
 - (a) notify the applicant whether the application has been approved or rejected; and
 - (b) if the application has been rejected, return the subscription to the applicant.
- (7) Despite subclauses (3)–(5), the Executive may by resolution passed by an absolute majority overturn the decision of a Divisional Committee to approve or reject an application at any time within 3 months after the decision was made.
- (8) The Council may by resolution passed by an absolute majority invite a person who is eligible:
 - (a) under clause 6(4) – to become a Life Member; or
 - (b) under clause 6(5) – to become an Honorary Member.
- (9) If the invitation is accepted:
 - (a) the person concerned becomes a Life Member or Honorary Member (as the case may be) from the date of accepting the invitation; and
 - (b) the Membership Officer must enter:
 - (i) in the case of Life Members – the new category of membership; and

- (ii) in the case of Honorary Members – the name and address of the new member, category of membership and date of becoming a member;

in the register of members.

9. Subscriptions

- (1) The Council must by regulation set the subscription.
- (2) The amount of the subscription and the date for payment may vary according to criteria set by the Council in the regulation.
- (3) Life Members and Honorary Members do not have to pay any subscription.
- (4) The voting and other rights of members who have not paid the subscription by the date for payment are suspended until the subscription is paid.
- (5) Except for the subscription, there are no entrance fees or other amounts to be paid in respect of membership of the VNCA.

10. Rights, Obligations and Liability

- (1) Full Members and Life Members are entitled:
 - (a) to attend, speak and vote at general meetings; and
 - (b) to stand and vote in elections for members of the Executive and members of their Divisional Committee.
- (2) The rights of Associate Members must be prescribed by regulation.
- (3) Supporter Members and Honorary Members are entitled to attend general meetings, but have no other rights.
- (4) Subclauses (1)–(3) are subject to clauses 9(4), 11(4)(c) and 27(2).
- (5) The rights of members are not transferable, and end when the member ceases to be a member in accordance with clause 13.
- (6) By joining the VNCA and remaining members, members agree to support the purposes of the VNCA.

- (7) Members also agree that all intellectual property created by them while participating in the VNCA belongs to the VNCA and must not be used without its permission.
- (8) Members must at all times comply with:
 - (a) the constitution and regulations, and
 - (b) all applicable professional and ethical standards.
- (9) Under section 14A of the Act this constitution is an enforceable contract between the VNCA and each member.
- (10) Under section 15 of the Act members (including members of the Council) are not liable to contribute to the debts and liabilities of the VNCA by reason only of their membership.

11. Discipline

- (1) The Executive must when required appoint a Discipline Committee consisting of at least:
 - (a) 2 persons who are members or former members of the Council; and
 - (b) 1 person who is not a Full Member, Associate Member or Life Member.
- (2) The Discipline Committee may by resolution passed by an absolute majority discipline a member for:
 - (a) failing to comply with the constitution or regulations; or
 - (b) causing a detriment to the VNCA.
- (3) The Discipline Committee must not pass a resolution under subclause (2) unless the member has been:
 - (a) informed of what it is alleged the member has done; and
 - (b) given a reasonable opportunity to be heard.
- (4) The penalties that may be imposed by the Discipline Committee are:
 - (a) reprimand,
 - (b) fine of up to \$500 (or any greater amount prescribed by regulation under the Act),
 - (c) suspension,
 - (d) expulsion, and

- (e) any other penalty that the Discipline Committee thinks appropriate.

12. Resignation

- (1) Members may resign by writing to the Membership Officer.
- (2) Members whose subscriptions are more than 1 year in arrears are taken to have resigned.

13. Cessation

- (1) Members cease to be members on resignation, expulsion or ceasing to have legal capacity.
- (2) If a member ceases to be a member, the date of ceasing to be a member must be entered without delay in the register of members.

14. Register of Members

The Membership Officer must keep a register in which are entered:

- (1) the name of each member,
- (2) the address for notices last given by the member,
- (3) the date of becoming a member,
- (4) the category of membership, and
- (5) in the case of former members – the date of ceasing to be a member.

15. Grievance Procedure

- (1) The grievance procedure set out in this clause applies to disputes under this constitution between:
 - (a) a member and another member, and
 - (b) a member and the VNCA.
- (2) The parties must first attempt to resolve the dispute themselves.
- (3) If the parties are unable to resolve the dispute, the Executive must appoint a mediator.
- (4) The mediator:
 - (a) must not have a personal interest in the dispute;
 - (b) must not be biased in favour of or against any party;
 - (c) may be a member or former member of the VNCA; and

- (d) if possible, must be appointed with the agreement of all parties.

- (5) The mediator must conduct a hearing at which each party is given a reasonable opportunity to be heard.
- (6) The mediator may during, and must at the end of, the hearing attempt to resolve the dispute by agreement between the parties.
- (7) If the mediator is unable to resolve the dispute by agreement between the parties, the mediator must determine the respective rights and obligations under this constitution of the parties and any other members of the VNCA.
- (8) A determination of a mediator under subclause (7) is binding on the parties and all members of the VNCA.
- (9) Under section 14B(2) of the Act a party may appoint another person to act on its behalf in the grievance procedure.

PART 4 – GENERAL MEETINGS

16. Annual General Meeting

- (1) The Executive must convene an annual general meeting each year, to be held within 5 months after the end of the financial year of the VNCA under clause 44.
- (2) The ordinary business of the annual general meeting is:
 - (a) to verify the minutes of:
 - (i) the last annual general meeting, and
 - (ii) any special general meetings since the last annual general meeting;
 - (b) to consider the annual report of the Council on the activities of the VNCA during its last financial year;
 - (c) to consider the statement submitted to members in accordance with section 30(3) of the Act containing particulars of:
 - (i) the income and expenditure of the VNCA during its last financial year,

- (ii) the assets and liabilities of the VNCA at the end of its last financial year,
 - (iii) the mortgages, charges and securities of any description affecting any of the property of the VNCA at the end of its last financial year,
 - (iv) the same particulars in respect of each trust of which the VNCA was trustee during any part of the last financial year, and
 - (v) any trust, held on behalf of the VNCA by a person or body other than the VNCA, in which funds or assets of the VNCA are placed;
- (d) to consider the audited accounts that accompany the statement in accordance with clause 47; and
- (e) to elect the members of the Executive in accordance with clause 27.
- (3) The annual general meeting may only consider other business of which notice has been given in accordance with clause 18(2)(c).
- (4) Under section 30(4) of the Act the public officer must give the Registrar a statement of the annual general meeting within 1 month after the annual general meeting (including a copy of the audited accounts and the auditor's report, if clause 47(2) applies).

17. Special General Meetings

- (1) The Executive may by resolution convene a special general meeting.
- (2) 25% or more of members entitled to vote may by notice (or notices) signed by those members convene a special general meeting.
- (3) Special general meetings may only consider business of which notice has been given in accordance with clause 18(2)(c).

18. Notice

- (1) At least 21 days notice in writing of general meetings must be given to each member.

- (2) The notice must state:
 - (a) the date, time and place (or places) of the meeting,
 - (b) if the meeting is to be held at more than 1 place – the technology that will be used,
 - (c) the general nature of each item of business to be considered, and
 - (d) if a special resolution is to be proposed:
 - (i) the proposed resolution, and
 - (ii) that it is intended that the resolution be proposed as a special resolution.
- (3) The notice must include under paragraph (2)(c) any business that any member has requested in writing be considered.
- (4) The notice must also include:
 - (a) a statement that:
 - (i) all members entitled to vote may appoint a proxy to attend, speak and vote instead of the member in accordance with clause 19, and
 - (ii) proxies must be members of the VNCA entitled to vote, and
 - (b) a copy of clause 19.
- (5) The notice may (but need not) include a form of appointment for the purposes of subparagraph (4)(a)(i) and clause 19.
- (6) Despite subclause (1), the accidental omission to give notice of the meeting to a member or members, or the non-receipt by a member or members of notice of the meeting does not invalidate the meeting.

19. Proxies

- (1) Members may only appoint other members entitled to vote as proxies.
- (2) Appointments of proxies must be:
 - (a) in writing, naming the member (or members, in order) to hold the proxy;
 - (b) signed by the member; and
 - (c) received by the Secretary at least 48 hours before the meeting.

20. Use of Technology

General meetings may be held at more than 1 place, provided that the technology that is used enables each member present at all places the meeting is held to clearly and simultaneously communicate with every other such member.

21. Quorum

- (1) The quorum for consideration of the ordinary business of the annual general meeting is the presence in person or by proxy of at least 10 members entitled to vote.
- (2) If the Council has passed a resolution by an absolute majority recommending that the general meeting pass a specified special resolution, the quorum for consideration of that special resolution is the presence in person or by proxy of at least 5% of members entitled to vote.
- (3) The quorum for the consideration of all other business at general meetings is the presence in person or by proxy of at least 25% of members entitled to vote.
- (4) If a quorum is not present within 30 minutes of the time of which notice has been given, the meeting must not proceed.

22. Chairing

- (1) The President is entitled to chair general meetings.
- (2) If the President is not present, or does not wish to chair the meeting, the Immediate Past-President is entitled to chair.
- (3) If neither the President nor the Immediate Past-President is present, or if neither wishes to chair the meeting, the meeting must elect another member to chair.
- (4) The chair of the meeting has a deliberative vote, but does not have a casting vote.

23. Voting

- (1) Members are entitled to vote at general meetings as provided in clauses 10(1)–(4).
- (2) Each member entitled to vote has 1 vote.

- (3) Members entitled to vote may vote in person or by proxy.
- (4) Unless a poll is demanded:
 - (a) voting is by show of hands;
 - (b) votes by proxy are not counted; and
 - (c) the declaration by the chair of the meeting of the result of a vote as recorded in the minutes is conclusive evidence of that result.
- (5) If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

24. Poll

- (1) Any member entitled to vote (including the chair of the meeting) may demand a poll before or immediately after the declaration of the result on a show of hands.
- (2) Votes by proxy are counted on a poll.
- (3) The poll must be taken as directed by the chair of the meeting.

PART 5 – COUNCIL AND EXECUTIVE**25. Council**

- (1) The members of the Council are:
 - (a) the national officers:
 - (i) the President,
 - (ii) the Immediate Past-President,
 - (iii) the President-Elect,
 - (iv) the Treasurer, and
 - (v) the Secretary,
 - (b) 3 ordinary members of the Council, and
 - (c) the Presidents of the Divisions, subject to subclause (2).
- (2) (a) The President of a Division may nominate another member of the Divisional Committee to be a member of the Council instead of the President for a particular meeting or meetings, or for all meetings.

(b) If there is no President of a Division or nominee, the Council may co-opt a member of that Division to be a member of the Council.

- (3) The Council is responsible for the overall management of the VNCA, subject to subclause (5).
- (4) The Council may exercise all powers of the VNCA on its behalf.
- (5) A general meeting may by resolution direct the Council on any matter within its powers.

26. Executive

- (1) The members of the Executive are:
 - (a) the 5 national officers, and
 - (b) the 3 ordinary members of the Council.
- (2) The Executive is responsible for the day to day management of the VNCA, subject to subclauses (4) and (5).
- (3) The Executive may exercise all powers of the Council on its behalf, subject to subclauses (4) and (5).
- (4) Despite subclause (3), any power that the constitution or regulations specifically gives to the Council may only be exercised by the Council (subject to clause 29(2)).
- (5) The Council may by resolution direct the Executive on any matter within its powers.

27. Election

- (1) The annual general meeting must elect:
 - (a) the President-Elect,
 - (b) the Treasurer,
 - (c) the Secretary, and
 - (d) the 3 ordinary members of the Council.
- (2) Members are entitled to stand and vote for the positions in subclause (1) as provided in clauses 10(1)–(4), except that only members who are also members of a Divisional Committee are eligible to stand for these positions.
- (3) Nominations must be:
 - (a) signed by:

(i) the candidate, and

(ii) the nominator and seconder (both of whom must be members entitled to vote for that position); and

- (b) received by the Secretary at least 7 days before the annual general meeting.
- (4) Candidates may nominate for, but not hold, more than 1 position.
- (5) If insufficient nominations are received under paragraph (3)(b) to fill a position, nominations for that position remain open until declared closed by the chair of the annual general meeting.
- (6) If the number of valid nominations for a position is equal to or less than the number of candidates to be elected, the chair of the annual general meeting must declare that candidate or those candidates elected.
- (7) If the number of valid nominations for a position is more than the number of candidates to be elected, an election must be held:
 - (a) The chair of the annual general meeting must appoint a returning officer;
 - (b) A secret ballot must be conducted for each position to be elected (but only 1 election is to be conducted for all ordinary members of the Council);
 - (c) Each member entitled to vote for a position and present at the annual general meeting in person or by proxy must be given a ballot paper for that position with the names of the candidates listed in an order determined by lot;
 - (d) Voters must cross off the names of those candidates they do not wish to vote for, leaving the names of those candidates they do wish to vote for;
 - (e) Voters must cross off sufficient names so that the number of candidates whose names have not been crossed off is less than or equal to the number of candidates to be elected;

- (f) Ballot papers that do not comply with paragraph (e) are informal;
 - (g) Each formal ballot paper where the name of a candidate has not been crossed off counts as 1 vote for that candidate;
 - (h) Ballots must be counted in the order positions are listed in clause 25(1);
 - (i) The returning officer must declare elected those candidates for each position who receive the most votes, subject to paragraphs (j) and (k);
 - (j) A candidate who has already been elected to 1 position is taken to have withdrawn her or his nominations for all other positions; and
 - (k) If 2 or more candidates receive the same number of votes, and 1 or some but not all of those candidates must be elected, the returning officer must determine by lot which candidate or candidates is to be elected.
- (8) (a) Subclauses (3)–(7) do not apply to the President and the Immediate Past President.
- (b) The President-Elect becomes the President at the end of the annual general meeting.
- (c) The President becomes the Immediate Past President at the end of the annual general meeting.
- (9) Even if it is later found that a person who has acted as a member of the Council or the Executive was not properly elected, the validity of:
- (a) the acts of that person as a member of the Council or the Executive, and
 - (b) decisions of meetings of the Council and the Executive in which that person has participated;
- is not affected.

28. Term of Office

- (1) Members of the Executive hold office from the end of the annual general meeting at which they are elected or take office until the end of the next annual general meeting, subject to subclauses (2)–(6).

- (2) Members of the Executive may be re-elected.
- (3) Members of the Executive may resign by writing to the Secretary (or, in the case of the Secretary, to the President).
- (4) Members of the Executive cease to be members of the Executive if they cease to be:
 - (a) members of the VNCA, and
 - (b) members of a Divisional Committee.
- (5) The Executive may by resolution passed by an absolute majority remove a member of the Executive who has failed to attend 2 consecutive meetings of the Council and the Executive without reasonable excuse.
- (6) A general meeting may by resolution:
 - (a) remove any member of the Executive; and
 - (b) fill the resulting vacancy.
- (7) The Executive may fill vacancies in the positions of members of the Executive (including a vacancy under paragraph (6)(a) not filled in accordance with paragraph (6)(b)).
- (8) The Council and the Executive may continue to act despite any vacancy in their membership.

29. Committees and Delegation

The Council and the Executive may:

- (1) establish committees with such membership and terms of reference as they think appropriate; and
- (2) delegate their powers as they think appropriate.

30. Regulations and Guidelines

- (1) The Council may by resolution passed by an absolute majority make regulations to give effect to this constitution.
- (2) Members must at all times comply with the regulations as if they formed part of this constitution.
- (3) The Executive may by resolution passed by an absolute majority make guidelines to give effect to this constitution.

- (4) The guidelines are not binding on members, but are intended for their assistance.

31. Public Statements

- (1) The Executive may by resolution authorise a member (or members) of the Council to make public statements on behalf of the VNCA.
- (2) No person may make any public statement on behalf of the VNCA unless authorised by the Executive.

32. Duties

- (1) Under section 29A of the Act members and former members of the Council and the Executive must not knowingly or recklessly make improper use of:
 - (a) their position, or
 - (b) information acquired by virtue of their position,so as:
 - (c) to gain, directly or indirectly, any financial benefit or material advantage for themselves or any other person; or
 - (d) to cause a detriment to the VNCA.
- (2) Members of the Council and the Executive also owe the VNCA duties:
 - (a) to act honestly and in good faith; and
 - (b) to exercise reasonable care and diligence;as members of the Council and the Executive.

33. Indemnity

The VNCA indemnifies members of the Council and the Executive against any liability incurred by them as members of the Council and the Executive, unless the liability arises out of conduct involving a breach of their duties.

PART 6 – MEETINGS OF COUNCIL AND EXECUTIVE

34. Convening

- (1) The President, Secretary or any other 3 members of the Council/Executive may convene a meeting of the Council/Executive.
- (2) The Executive may convene a meeting of the Council.
- (3) Ordinary meetings of the Council must be held at least twice each year.
- (4) Ordinary meetings of the Executive must be held at least 4 times each year.
- (5) At its first meeting after the annual general meeting the Executive must by resolution set the dates, times and places of ordinary meetings of the Council and the Executive until the next annual general meeting.
- (6) The Council or the Executive may by resolution subsequently change the dates, times and places of ordinary meetings of the Council/Executive.

35. Notice

- (1) Each member of the Council/Executive must be given at least 7 days notice in writing of meetings of the Council/Executive, subject to subclause (4).
- (2) Notice may be given of more than 1 ordinary meeting of the Council/Executive at the same time.
- (3) The notice must include the date, time and place (or places) of the meeting, but need not include the business to be considered.
- (4) In cases of urgency a meeting may be held without the notice required by subclause (1), provided that:
 - (a) as much notice as practicable is given by whatever means will reach each member of the Council/Executive soonest; and
 - (b) no resolution may be passed at the meeting except by an absolute majority.

36. Use of Technology

- (1) Meetings of the Council/Executive may be held at more than 1 place, provided that the technology that is used enables each member of the Council/Executive present at all places the meeting is held to clearly and simultaneously communicate with every other such member of the Council/Executive.
- (2) Without limiting subclause (1) and clause 35(4)(a), meetings of the Council/Executive may be convened and held by telephone.

37. Quorum

The quorum for meetings of the Council/Executive is the presence in person of a majority of the members at the time.

38. Chairing

- (1) The President is entitled to chair meetings of the Council/Executive.
- (2) If the President is not present, or does not wish to chair the meeting, the Immediate Past-President is entitled to chair.
- (3) If neither the President nor the Immediate Past-President is present, or if neither wishes to chair the meeting, the Council/Executive must elect another of its members to chair.
- (4) The chair of the meeting has a deliberative vote, but does not have a casting vote.

39. Voting

- (1) Each member of the Council/Executive has 1 vote.
- (2) There is no voting by proxy.
- (3) If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

40. Disclosure of Interest

- (1) Under sections 29B and 29C of the Act, members of the Council/Executive who have any direct or indirect financial interest in a contract or proposed contract with the VNCA must:
 - (a) disclose the nature and extent of their interest;

- (i) to the Council/Executive as soon as they become aware of the interest; and
- (ii) in the statement submitted to the next annual general meeting under section 30(3) of the Act and clause 16(2)(c); and

- (b) not take part in any decision of the Council/Executive with respect to that contract, but may take part in any deliberations with respect to that contract.

- (2) Subclause (1) does not apply to financial interests that:

- (a) the member of the Council/Executive has in common with all or a substantial proportion of the members of the VNCA; or
- (b) exist only because the member of the Council/Executive is a member of a class of persons for whose benefit the VNCA is established.

- (3) Paragraph (1)(a) does not apply to financial interests that exist only because the member of the Council/Executive is an employee of the VNCA.

41. Resolutions without Meeting

- (1) A resolution agreed to in writing by all members of the Council/Executive has the same effect as a resolution passed at a meeting of the Council/Executive.
- (2) In subclause (1) "all members of the Council/Executive" does not include those members who:
 - (a) are prohibited from voting on the resolution under clause 40(1)(b); or
 - (b) have leave of absence from the Council/Executive.

PART 7 – DIVISIONS

42. Divisions

- (1) The Council may by regulation establish Divisions of the VNCA in 1 or more of the following state and territories, or any combination of these:
 - (a) Queensland,
 - (b) New South Wales,
 - (c) Victoria,

- (d) Tasmania,
 - (e) South Australia,
 - (f) Western Australia,
 - (g) Australian Capital Territory, and
 - (h) Northern Territory.
- (2) Each Division must have a Divisional Committee constituted in accordance with the regulations.
 - (3) The Divisional Committee is responsible for the management of the Division, subject to:
 - (a) the constitution and regulations, and
 - (b) the Council and the Executive.
 - (4) The funds and other property of each Division:
 - (a) belong to the VNCA; and
 - (b) must be managed by the Divisional Committee in accordance with the regulations.

PART 8 – FINANCIAL AND LEGAL

43. Sources of Funds

The funds of the VNCA may be derived from subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Executive.

44. Financial Year

- (1) The financial year of the VNCA is from 1 January to 31 December, subject to subclause (2).
- (2) The Council may change the financial year by regulation.

45. Management of Funds

- (1) The Executive is responsible for the management of the funds of the VNCA.
- (2) Under section 30A of the Act the VNCA must maintain adequate and accurate accounting records of its financial transactions.
- (3) All money received by or on behalf of the VNCA must be deposited without delay into a bank account in the name of the VNCA.

46. Payments

- (1) All payments by the VNCA must be:
 - (a) specifically authorised in writing, and
 - (b) in the case of cheques – signed, by at least 2 persons nominated by the Council by regulation.
- (2) The Council may nominate a list of individuals or positions to be signatories for the purpose of subclause (1).
- (3) Signatories must not sign cheques until the payee and amount have been written in.

47. Audit

- (1) The Executive must arrange for the accounts for the last financial year to be audited before being submitted to the annual general meeting in accordance with clause 16(2)(d).
- (2) If the VNCA has:
 - (a) gross receipts in its last financial year of more than \$200,000, or
 - (b) gross assets of more than \$500,000,
 the audit must be in accordance with section 30B of the Act.
- (3) If different amounts are prescribed by regulation under the Act, the amounts in subclause (2) are varied accordingly.

48. Records

- (1) The Executive must provide for the safe keeping of the records of the VNCA.
- (2) Members may inspect the records of the VNCA at any reasonable time, subject to subclause (3).
- (3) Members may not inspect the records of the VNCA that relate to personal, employment, contractual and legal matters that are confidential in nature.
- (4) The Executive must ensure that copies of the constitution and regulations are freely available to members and applicants for membership.

49. Minutes

The Executive must ensure that minutes are taken and kept of all general meetings and meetings of the Council and the Executive.

50. Common Seal

- (1) Under section 12A(1)(a) of the Act the name of the VNCA must appear in legible characters on its common seal.
- (2) A document may only be sealed with the common seal of the VNCA if authorised by resolution of the Executive.
- (3) The sealing must be witnessed by the signatures of at least 2 members of the Executive nominated by the Executive by resolution.
- (4) The Executive may nominate a list of individuals or positions to be signatories for the purpose of subclause (3).
- (5) The Executive must provide for the safe keeping of the common seal of the VNCA.

51. Public Officer

- (1) The Executive must appoint a member of the Council who lives in Victoria to be the public officer of the VNCA for the purposes of the Act.
- (2) Under section 28(1) of the Act the public officer must notify the Registrar within 14 days of appointment.
- (3) The effect of section 42 of the Act is that the person last notified to the Registrar remains the public officer until a new person is notified.

52. Registered Address

- (1) The Executive must nominate the registered address of the VNCA for the service of documents, which may be the address of the public officer.
- (2) Under section 13A(2) of the Act the VNCA must notify the Registrar within 14 days of any change of registered address.

53. Amendment of Constitution

- (1) For the purposes of the Act clauses 3 and 4 of this constitution are the statement of purposes of the VNCA, and the other clauses are its rules.
- (2) Under section 22(1) of the Act this constitution may only be amended by special resolution.

- (3) Under section 22(2) of the Act an amendment to this constitution does not take effect until it has been approved by the Registrar.
- (4) Under section 22(4) of the Act the public officer must apply to the Registrar for approval of the amendment within 28 days after the special resolution was passed.

54. Winding Up

- (1) The VNCA may be wound up voluntarily by special resolution in accordance with section 32 of the Act.
- (2) If the VNCA is:
 - (a) wound up:
 - (i) voluntarily, or
 - (ii) by a court; or
 - (b) its incorporation is cancelled;

the remaining assets of the VNCA must not be distributed to any member.
- (3) Instead the remaining assets must be given to another body that:
 - (a) has similar purposes to the VNCA; and
 - (b) also prohibits the distribution of profit, income and assets to its members to at least as great an extent as this constitution;

subject to the Act.
- (4) The body referred to in subclause (3) must be decided by:
 - (a) special resolution, or
 - (b) resolution of the Council passed by an absolute majority.

55. Notices

- (1) Members must give the VNCA their address for notices, and any change in that address.
- (2) The address for notices may include a fax number and an email address.
- (3) The Membership Officer must enter any change in the address of a member in the register of members.
- (4) Notice may be given to a member by sending it to the address last given by the member.

- (5) In this constitution a period of notice of a meeting expressed in days:
 - (a) includes the day on which notice is given; but
 - (b) does not include the day on which the meeting is held.
- (6) Notices sent by prepaid post are taken to have been given on the second business day after posting.
- (7) Notices sent by fax or email are taken to have been given on the business day after sending.
- (8) In this clause “member” includes members of the Council and the Executive.

56. Interpretation

- (1) In this constitution, unless the contrary intention appears:
 - (a) “absolute majority” means a majority of the votes of all members of the body entitled to vote at the time, whether or not those members are present at the meeting, and whether or not they vote;
 - (b) “the Act” means the *Victorian Associations Incorporation Act 1981*;
 - (c) “convene” means call and arrange to hold, and includes setting the date, time and place of the meeting;
 - (d) “the Council/Executive” means the Council or the Executive;
 - (e) “member” means Full Member, Associate Member, Supporter Member, Life Member and Honorary Member;
 - (f) “Membership Officer” means the officer, employee or agent of the VNCA appointed by the Executive as Membership Officer;
 - (g) “the Registrar” means the Registrar of Incorporated Associations under the Act;
 - (h) “regulations” means regulations of the VNCA made under clause 30, and “regulation” has a corresponding meaning;

- (i) “special resolution” means a resolution:
 - (i) to amend this constitution;
 - (ii) to change the name of the VNCA;
 - (iii) to amalgamate the VNCA with another association incorporated under the Act; or
 - (iv) to wind up the VNCA;
 which under section 29 of the Act may only be passed at a general meeting where:
 - (v) at least 21 days notice of the proposed resolution has been given to every member entitled to vote;
 - (vi) the notice specifies that it is intended that the resolution be proposed as a special resolution; and
 - (vii) at least three-quarters of the members who vote at the meeting (whether in person or by proxy), vote in favour; and
- (j) “VNCA” has the meaning given in clause 2(1).
- (2) This constitution is intended to include all matters in relation to which the model rules prescribed under section 54(2)(c) of the Act make provision, with the intention that none of the model rules apply to the VNCA.
- (3) The Executive is responsible for the interpretation of the constitution and regulations.
- (4) This constitution is to be interpreted in accordance with the *Victorian Interpretation of Legislation Act 1984* as if this constitution were an Act of the State of Victoria, unless the contrary intention appears.

PART 9 – INDEX

57. Index

“absolute majority” cl.56(1)(a).... p.14
 Accounts cl.45(2) p.12
 “the Act” cl.56(1)(b) ... p.14
 Amendment of Constitution cl.53 p.13
 Annual General Meeting cl.16..... p.5
 Applications for Membership..... cl.7..... p.3
 Approval of Membership cl.8..... p.3
 Associate Members cl.5(2) p.2
 Eligibility cl.6(3) p.2
 Rights cl.10(2) p.4
 Associations Incorporation Act
 Definition cl.56(1)(b) ... p.14
 Section 12A..... cl.2(2) p.2
 " cl.50(1) p.13
 Section 13A..... cl.52(2) p.13
 Section 14A..... cl.10(9) p.4
 Section 14B..... cl.15(9) p.5
 Section 15..... cl.10(10) p.4
 Section 22..... cl.53 p.13
 Section 28..... cl.51(2) p.13
 Section 29..... cl.56(1)(i) ... p.14
 Section 29A..... cl.32(1) p.10
 Sections 29B & 29C..... cl.40..... p.11
 Section 30..... cl.16(2)(c).... p.5
 Section 30A..... cl.45(2) p.12
 Section 30B..... cl.47..... p.12
 Section 32..... cl.54(1) p.13
 Section 42..... cl.51(3) p.13
 Section 54..... cl.56(2) p.14
 see also Legal
 Audit..... cl.47..... p.12
 Categories of Membership cl.5..... p.2
 Cessation of Membership cl.13..... p.5
 Chairing
 of General Meetings..... cl.22..... p.7
 of Meetings of Council/Exec. .. cl.38..... p.11
 Cheques *see* Payments
 Committees..... cl.29..... p.9
 Common Seal cl.50..... p.13
 Contents of Constitution..... cl.1..... p.1
 “convene” cl.56(1)(c).... p.14
 Convening
 of Annual General Meeting..... cl.16(1) p.5
 of Meetings of Council/Exec. .. cl.34..... p.10
 of Special General Meetings cl.17..... p.6
 “the Council/Executive” cl.56(1)(d) ... p.14
 Council and Executive
 Committees cl.29..... p.9
 Delegation cl.29..... p.9
 Disclosure of Interest cl.40..... p.11
 Duties cl.32..... p.10
 Election cl.27..... p.8
 Guidelines cl.30..... p.9
 Indemnity cl.33..... p.10

Council and Executive *contd*

Membership
 of Council..... cl.25(1)&(2) p.7
 of Executive..... cl.26(1)..... p.8
 Powers
 of Council..... cl.25(4)&(5) p.8
 of Executive..... cl.26(3)–(5) . p.8
 Public Statements..... cl.31 p.10
 Regulations cl.30 p.9
 Responsibilities
 of Council..... cl.25(3)..... p.8
 of Executive..... cl.26(2)..... p.8
 Term of Office cl.28 p.9
 see also Meetings of Council and Executive
 Definitions
 “absolute majority” cl.56(1)(a) ... p.14
 “the Act” cl.56(1)(b) ... p.14
 “convene” cl.56(1)(c) ... p.14
 “the Council/Executive” cl.56(1)(d) ... p.14
 “member”..... cl.56(1)(e) ... p.14
 “Membership Officer” cl.56(1)(f).... p.14
 “the Registrar” cl.56(1)(g) ... p.14
 “regulations”, “regulation” cl.56(1)(h) ... p.14
 “special resolution” cl.56(1)(i) ... p.14
 “VNCA” cl.56(1)(j) ... p.14
 Delegation cl.29 p.9
 Discipline Committee cl.11 p.4
 Disciplining of Members cl.11 p.4
 Disclosure of Interest cl.40 p.11
 Distribution of Profit, etc. cl.4(3)..... p.2
 " cl.54(2)..... p.13
 Divisions cl.42 p.11
 Duties of Council Members cl.29 p.9
 Election of Council/Executive cl.27 p.8
 Eligibility for Membership..... cl.6 p.2
 Executive *see* Council and Executive
 Expulsion of Members cl.11 p.4
 Financial
 Accounts cl.45(2)..... p.12
 Audit cl.47 p.12
 Distribution of Profit, etc. cl.4(3)..... p.2
 " cl.54(2)..... p.13
 Financial Year..... cl.44 p.12
 Management of Funds cl.45 p.12
 Payments..... cl.46 p.12
 Records cl.48 p.12
 Sources of Funds..... cl.43 p.12
 Use of Income, etc. cl.4(2)(b)..... p.2
 Financial Year cl.44 p.12
 Full Members cl.5(1)..... p.2
 Eligibility cl.6(2)..... p.2
 Rights..... cl.10(1)..... p.4
 General Meetings
 Annual General Meeting..... cl.16 p.5
 Chairing cl.22 p.7
 Minutes cl.49 p.12
 Notice..... cl.18 p.6
 Poll..... cl.24 p.7

General Meetings *contd*

Proxies.....	cl.19.....	p.6
Quorum	cl.21.....	p.7
Special General Meetings	cl.17.....	p.6
Technology, Use of	cl.20.....	p.7
Voting.....	cl.23.....	p.7
Grievance Procedure	cl.15.....	p.5
Guidelines.....	cl.30.....	p.9
Honorary Members.....	cl.5(5).....	p.2
Eligibility	cl.6(5).....	p.3
Rights	cl.10(3).....	p.4
Immediate Past-President	cl.25(1)(a)(ii).....	p.7
"	cl.27(8)(c).....	p.9
"	cl.22(2).....	p.7
"	cl.38(2).....	p.11
Indemnity.....	cl.33.....	p.10
Index	cl.57.....	p.15
Interpretation	cl.56.....	p.14
Legal		
Amendment of Constitution	cl.53.....	p.13
Common Seal	cl.50.....	p.13
Interpretation	cl.56.....	p.14
Minutes.....	cl.49.....	p.12
Notices	cl.55.....	p.13
Public Officer	cl.51.....	p.13
Records.....	cl.48.....	p.12
Registered Address.....	cl.52.....	p.13
Winding Up.....	cl.54.....	p.13
<i>see also</i> VNCA, Associations Incorporation Act, "special resolution"		
Legal Capacity of VNCA	cl.4(1)(a).....	p.2
Liability of Members.....	cl.10(10).....	p.4
Life Members	cl.5(4).....	p.2
Eligibility	cl.6(4).....	p.3
Rights	cl.10(1).....	p.4
Management of Funds	cl.45.....	p.12
Meetings	<i>see also</i> General Meetings	
Meetings of Council and Executive		
Chairing.....	cl.38.....	p.11
Convening	cl.34.....	p.10
Disclosure of Interest	cl.40.....	p.11
Minutes.....	cl.49.....	p.12
Notice	cl.35.....	p.10
Quorum	cl.37.....	p.11
Resolutions without Meeting ...	cl.41.....	p.11
Technology, Use of	cl.36.....	p.11
Voting.....	cl.39.....	p.11
"member"	cl.56(1)(e).....	p.14
Membership		
of Council.....	cl.25(1)&(2).....	p.7
of Executive	cl.26(1).....	p.8
of VNCA		
Applications	cl.7.....	p.3
Approval	cl.8.....	p.3
Categories	cl.5.....	p.2
Cessation.....	cl.13.....	p.5
Discipline.....	cl.11.....	p.4
Eligibility	cl.6.....	p.2

Membership *contd*

Expulsion.....	cl.11.....	p.4
Grievance Procedure	cl.15.....	p.5
Register of Members	cl.14.....	p.5
Resignation.....	cl.12.....	p.5
Rights, Obligations, Liability .	cl.10.....	p.4
Subscriptions	cl.9.....	p.4
Suspension.....	cl.11.....	p.4
<i>see also</i> Full Members, Associate Members, Supporter Members, Life Members and Honorary Members		
"Membership Officer"	cl.56(1)(f).....	p.14
Membership Officer	cl.7(1)(d).....	p.3
"	cl.8.....	p.3
"	cl.12(1).....	p.5
"	cl.14.....	p.5
"	cl.55(3).....	p.13
Minutes of Meetings	cl.49.....	p.12
Name	cl.2.....	p.1
"	cl.50(1).....	p.13
National Officers.....	cl.25(1)(a) ..	p.7
Notice		
of General Meetings	cl.18.....	p.6
of Meetings of Council/Exec. ...	cl.35.....	p.10
Notices	cl.55.....	p.13
Obligations of Members.....	cl.10(6)–(9).....	p.4
Ordinary Members of Council ...	cl.25(1)(b) ..	p.7
"	cl.27(1)(d) ..	p.8
Payments	cl.46.....	p.12
Poll at General Meetings.....	cl.24.....	p.7
Powers		
of Council	cl.25(4)&(5).....	p.8
of Executive.....	cl.26(3)–(5).....	p.8
of VNCA.....	cl.3(2)(i).....	p.2
President.....	cl.25(1)(a)(i).....	p.7
"	cl.27(8)(b),(c).....	p.9
"	cl.22(1).....	p.7
"	cl.38(1).....	p.11
"	cl.34(1).....	p.10
President-Elect	cl.25(1)(a)(iii).....	p.7
"	cl.27(1)(a) ..	p.8
"	cl.27(8)(b) ..	p.9
Presidents of Divisions.....	cl.25(1)(c),(2).....	p.7
Proxies		
at General Meetings.....	cl.19.....	p.6
at Meetings of Council/Exec. ...	cl.39(2).....	p.11
Public Officer.....	cl.51.....	p.13
"	cl.16(4).....	p.6
"	cl.53(4).....	p.13
Public Statements.....	cl.31.....	p.10
Purposes of VNCA.....	cl.3.....	p.2
Quorum		
for General Meetings	cl.21.....	p.7
for Meetings of Council/Exec....	cl.37.....	p.11
Records	cl.48.....	p.12
Register of Members	cl.14.....	p.5
Registered Address	cl.52.....	p.13
"the Registrar".....	cl.56(1)(g) ..	p.14

“regulations”, “regulation”	cl.56(1)(h) ...	p.14
Regulations	cl.30.....	p.9
Removal		
of Members of VNCA.....	cl.11.....	p.4
of Members of Council/Exec. ..	cl.28(5)&(6) p.9	
Resignation		
of Members of VNCA.....	cl.12.....	p.5
of Members of Council/Exec. ..	cl.28(3).....	p.9
Resolutions without Meeting.....	cl.41.....	p.11
Responsibilities		
of Council.....	cl.25(3).....	p.8
of Executive	cl.26(2).....	p.8
Rights of Members	cl.10(1)–(5) .	p.4
Secretary	cl.25(1)(a)(v)p.7	
"	cl.27(1)(c)....	p.8
"	cl.19(2)(c)....	p.6
"	cl.27(3)(b) ...	p.8
"	cl.28(3).....	p.9
"	cl.34(1).....	p.10
Sources of Funds	cl.43.....	p.12
Special General Meetings.....	cl.17.....	p.6
“special resolution”	cl.56(1)(i)	p.14
Amendment of Constitution	cl.53.....	p.13
Winding Up.....	cl.54.....	p.13
Statement of Purposes	cl.3&4.....	p.2
"	cl.53(1).....	p.13
Subscriptions	cl.9.....	p.4
Supporter Members	cl.5(3).....	p.2
Eligibility	cl.6(6).....	p.3
Rights	cl.10(3).....	p.4
Suspension of Members	cl.9(4).....	p.4
"	cl.11.....	p.4
Technology, Use of		
for General Meetings.....	cl.20.....	p.7
for Meetings of Council/Exec. .	cl.36.....	p.11
Term of Office of Council/Exec. .	cl.28.....	p.9
Treasurer.....	cl.25(1)(a)(iv)p.7	
"	cl.27(1)(b) ...	p.8
Use of Income, Assets and Profit	cl.4(2)(b)	p.2
“VNCA”	cl.56(1)(j)	p.14
VNCA		
Definition	cl.56(1)(j)	p.14
Distribution of Profit, etc.	cl.4(3).....	p.2
"	cl.54(2).....	p.13
Legal Capacity	cl.4(1)(a).....	p.2
Name	cl.2.....	p.1
"	cl.50(1).....	p.13
Powers	cl.4.....	p.2
Purposes	cl.3.....	p.2
Use of Income, etc.....	cl.4(2)(b)	p.2
Voting		
at General Meetings	cl.23.....	p.7
at Meetings of Council/Exec.	cl.39.....	p.11
Winding Up	cl.54.....	p.13