Constitution

Palliative Care ACT Incorporated

23 November 2023

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Palliative Care ACT Incorporated

1 Preamble

1.1 "Palliative Care ACT Incorporated" became an incorporated association under the Associations Incorporation Act 2009 (ACT) on 2 December 2011 and is a public benevolent institution.

2 Objects

2.1 The Objects of the Association are to relieve the distress and suffering of people living with life-limiting illnesses, their families and carers by:

2.1.1 delivering high quality non-clinical palliative care services in a range of settings to support people with a life-limiting illness and their families and carers with care, compassion, respect and dignity;

2.1.2 providing advocacy for, and support to, those people with a life-limiting illness, their families and carers;

2.1.3 increasing community and health professional awareness of palliative care to ensure that the specific needs and preferences of people with a life-limiting illness, their families and carers are identified and acted upon;

2.1.4 developing and sustaining strong collaborative relationships with key stakeholders who share similar objectives in supporting clients with a life-limiting illness and their families and carers; and

2.1.5 influencing issues, policies and programs affecting the delivery of palliative care services to ensure people with a life-limiting illness, their families and carers are treated with care, compassion, respect and dignity.

3 Powers of the Association

3.1 The Association may do all such things as are convenient, conducive or incidental to the attainment of its Objects, and in particular:

3.1.1 purchase, acquire and receive any real and personal property, and sell, transfer, demise and otherwise deal with any real or personal property of the Association;

3.1.2 raise and borrow money, and secure the repayment of money raised or borrowed, or the payment of any debt or liability of the Association by any lawful means, including mortgage charge or debenture upon or over all or any of the real or personal property of the Association;

3.1.3 receive any funds and distribute these funds in a manner that best attains the Objects;

3.1.4 invest any monies of the Association upon such terms and in such manner as it thinks fit;

3.1.5 undertake and execute any trusts within the Objects of the Association and accept any gift, endowment, bequest or devise made to the Association generally or for the purpose of any specific charitable purpose of the Association and carry out any trust attached to any such gift, endowment, bequest or devise;

3.1.6 draw, make, accept, endorse, discount, execute, issue and redeem promissory notes, bills of exchange, warrants and other negotiable instruments;

3.1.7 establish and maintain operating accounts with a bank (or equivalent) in order to manage the monies received and paid;

3.1.8 appoint, employ, remove or suspend such persons as may be necessary or convenient for the purpose of attaining or furthering the Objects; and

3.1.9 co-operate and enter into arrangements with persons and associations having objects similar to those of the Association.

4 Members

Classes of members

4.1 A person may be a member of the Association in only one of the following four classes – Ordinary Member, Organisational Member, Life Member, Honorary Member.

4.2 The Board may decide to create eligibility criteria and categories of membership with the same or differing rights, privileges, obligations and restrictions, subject to clause 4.18.

4.3 The Board may decide the policies and procedures by which all classes of members are admitted.

Ordinary Member

4.4 The Board may admit any person as an Ordinary Member.

4.5 An Ordinary Member must agree to support the Objects of the Association and pay an annual fee under clause 4.22 if required.

4.6 An Ordinary Member is eligible to vote at a general meeting.

Organisational Member

4.7 A person may be admitted as an Organisational Member by the Association.

4.8 An Organisational Member must agree to support the Objects of the Association and pay an annual fee under clause 4.22 if required.

4.9 An Organisational Member which is an association or business, may from time to time by written notice addressed to the Secretary designate a person to be its representative and, subject to this Constitution, the person so nominated has the same rights and privileges as an Ordinary Member.

4.10 Where a person designated as a representative of an Organisational Member is or becomes an Ordinary Member of the Association, they may cast only one vote in any ballot, election, or vote in which the Member is entitled to participate.

Life Member

4.11 A person may be admitted as a Life Member by the Association.

4.12 Life membership may be offered by the Board to persons who have given distinguished service to the Association.

4.13 A Life Member has all of the rights enjoyed by an Ordinary Member under this Constitution including the right to speak and vote at a general meeting.

4.14 A Life Member is not required to pay any annual fee.

4.15 A person who is a Life Member at the time this Constitution is adopted will be a Life Member under this Constitution.

Honorary Member

4.16 A person may be admitted as an Honorary Member by the Association.

4.17 Honorary membership may be offered by the Board to persons who have made a notable contribution to palliative care. The Board members may decide the number of years honorary membership is offered for.

4.18 An Honorary Member:

4.18.1 has none of the rights enjoyed by an Ordinary Member under this Constitution and the Act;

4.18.2 has the right to attend and speak, but not vote, at any general meeting; and

4.18.3 has the right to access those services provided by the Association as may be determined by the Board from time to time.

Varying or cancelling class rights

4.19 The rights of a class of members may be varied or cancelled only by a Special Resolution passed at a general meeting.

4.20 The Association must give written notice of a variation or cancellation to the members of the class within seven days after the variation or cancellation is made.

Register of members

4.21 A Register of current Members of the Association must be kept in accordance with the Act.

Membership fees

4.22 The annual fee for an Ordinary Member and an Organisational Member shall be decided at the first Board meeting following each annual general meeting.

4.23 The membership fee shall become due and payable in the first place on admission to membership and thereafter at the start of each new Financial Year.

4.24 The liability of Members to contribute to the debts and liabilities of the Association or the costs and expenses of winding up the Association are limited to any unpaid annual fees.

No pecuniary gain

4.25 The Association shall not carry on any trade or business or engage in any transaction, with the view to a pecuniary gain or profit of any member of any class of membership.

5 Removal and cessation of membership

Cessation of membership

5.1 A Member ceases to be a Member if:

5.1.1 they resign from membership of the Association by giving written notice to the Secretary and after paying any outstanding annual fees;

5.1.2 their annual membership fee remains unpaid beyond 90 days of the start of the Financial Year in which it became payable;

5.1.3 they are removed from membership in accordance with either clause 5.4 or 5.8;

5.1.4 they die, or if an Organisational Member, are wound up or commit an act of insolvency.

5.2 The resignation of a Member is deemed to take effect from the date of receipt of the notice of resignation or such later date as is provided in the notice.

5.3 Clause 5.1 notwithstanding, a Life Member ceases to be a member if all reasonable efforts have been made to contact them through their contact information in the Register over a period of 12 months and no response has been received.

Removal from membership

5.4 If the Board, by a resolution supported by at least three-quarters of the Board members, is of the opinion that a Member has acted in a manner detrimental to the interests of the Association, the Board may suspend and/or terminate the membership of that Member for such period as the Board determines and any such suspension shall be reported to the next general meeting.

5.5 A Member may appeal to the Association in general meeting against a resolution of the Board that is confirmed under clause 5.4 within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.

5.6 On receipt of a notice, the Secretary must notify the Board which must call a general meeting of the Association to be held within 21 days after the date when the Secretary received the notice or as soon as possible after that date.

5.7 Subject to section 50 of the Act, at a general meeting of the Association subsequently convened:

5.7.1 no business other than the question of the appeal may be transacted;

5.7.2 the Board and the Member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and

5.7.3 the Members present must vote by secret ballot on the question of whether the resolution made under clause 5.4 should be confirmed or revoked.

5.8 If the meeting passes a Special Resolution in favour of the confirmation of the resolution made under clause 5.4 that resolution is confirmed.

6 Dispute Resolution

6.1 For the purposes of this clause 6:

6.1.1 "Dispute" means a dispute between:

(a) one or more Members; or

(b) between a Member and the Board; and

6.1.2 "Party" means a party to a dispute.

6.2 The Parties to a dispute must attempt to resolve the dispute by agreement between themselves.

6.3 A party to the dispute may ask the Board to help the parties resolve the dispute by agreement if:

6.3.1 the Board is not a Party to the dispute; and

6.3.2 the Parties are unable to resolve the dispute between themselves.

6.4 If the parties to a dispute do not resolve the dispute by agreement under clause 6.2, any party to the dispute may start the dispute resolution procedure by giving written notice to the Secretary.

6.5 The notice must:

6.5.1 include the names and contact details of the Parties to the dispute;

6.5.2 give a brief summary of the matters in dispute (a ***dispute summary***) including the relevant provisions of the Act and this Constitution (if known); and

6.5.3 briefly state the steps the Parties have taken to resolve the dispute.

6.6 As soon as practicable after receiving a notice under clause 6.4, the Board must appoint a decision-maker to decide the outcome of the dispute.

6.7 The Board must ensure that the decision-maker:

6.7.1 is unbiased; and

6.7.2 has, or can quickly acquire, knowledge of the following:

(a) the Act;

(b) this Constitution;

(c) the Objects;

(d) the management and operation of the Association; and

(e) does not have a conflict of interest.

6.8 The Board must give the decision-maker a copy of the notice received under clause 6.4.

6.9 As soon as practicable after a decision-maker is appointed under clause 6.6, the Secretary must give written notice to each Party to the dispute that the dispute

resolution procedure has started. However, if the Board is a Party to the dispute, the Secretary is not required to give the Board notice under this clause.

6.10 The notice must include:

6.10.1 a copy of the dispute summary for the dispute; and

6.10.2 the name and contact details of the decision-maker; and

6.10.3 information about the dispute resolution procedure.

6.11 Before deciding the outcome of a dispute, the decision-maker must invite each Party to make a written or oral submission (or both) about the dispute.

6.12 The invitation must state:

6.12.1 if the decision-maker invites the Parties to make a written submission—a period of not less than 14 days in which a party may make a written submission (the ***submission period***); and

6.12.2 if the decision-maker invites the Parties to make oral submissions—the day and time (within the submission period) when the Party may make the oral submission.

6.13 The decision-maker may also attempt to resolve the dispute with the agreement of the Parties to the dispute.

6.14 As soon as practicable after the submission period has ended, the decision-maker must:

6.14.1 consider any submissions made during the submission period; and

6.14.2 decide the outcome of the dispute (the ***dispute decision***); and

6.14.3 give the Parties to the dispute a written notice that states:

(a) the dispute decision; and

(b) the reasons for the dispute decision; and

6.14.4 if the Board is not a Party to the dispute, give the Board a copy of the notice mentioned in clause 6.14.3.

6.15 The Parties to a dispute may agree to end the dispute at any time before the decision-maker decides the outcome of the dispute.

6.16 If the Parties agree to end the dispute, they must give written notice to the following people:

6.16.1 if the Board is not a Party to the dispute – the Board; and

6.16.2 if a decision-maker has been appointed for the dispute - the decision-maker.

6.17 The notice must state:

6.17.1 that the Parties have agreed to end the dispute; and

6.17.2 the reasons for the Parties ending the dispute.

7 Board members

Number of Board members

7.1 There must be no less than 5 and no more than 9 Board members.

Elected Board members

7.2 Elected Board members are those Ordinary Members of the Association who are elected at the annual general meeting of the Association and, subject to clause 7.11 of this Constitution, are members of the Board until the third annual general meeting following election.

7.3 A Board member, upon the expiration of their term, is eligible for further election.

Casual Board members

7.4 The Board may appoint a Member of the Association to be a casual member of the Board at any time, including to fill a casual vacancy arising under clause 7.11.

7.5 A casual member of the Board may hold their place until the next annual general meeting following appointment or until the occurrence of an event referred to in clause 7.11 whichever first occurs.

7.6 The Board shall not have among its members more than 3 casual members within the maximum number of members set out in clause 7.1.

Term of office for elected Board members

7.7 A Board member elected under clause 7.2 normally holds office for 3 years from the date of their election.

7.8 A Board member may be re-elected at the expiration of their term but not for more than three consecutive terms.

7.9 A maximum term in clause 7.8 may be varied for a Board member by way of passing a Special Resolution at a general meeting after a recommendation from the Board.

7.10 A Board member who has served three consecutive terms or additional terms determined by means of a resolution referred to in clause 7.9 may be appointed again after an interval of at least eighteen months.

Vacation of office

7.11 In addition to the circumstances in which the office of a Board member becomes vacant by virtue of the Act or another provision of this Constitution, the office of the Board member immediately becomes vacant if the Board member:

7.11.1 dies;

7.11.2 resigns from office by notice in writing to the Board;

7.11.3 declines to act;

7.11.4 ceases to be a member of the Association;

7.11.5 becomes bankrupt or insolvent under administration;

7.11.6 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

7.11.7 is absent from at least three consecutive Board meetings or at least four Board meetings over a consecutive period of 12 months without the consent of the Board; and

7.11.8 has membership suspended pursuant to clause 5.4 of this Constitution.

Board member remuneration

7.12 A Board member may not be paid any fees but is entitled to be reimbursed for reasonable travelling, accommodation and other out-of-pocket expenses incurred when engaged on the affairs of the Association outside the ACT region.

7.13 Clause 4.25 notwithstanding, a Board member may be paid a fee in return for any extra services rendered to the Association in a professional or technical capacity (other than within their ordinary duties as a Board member):

7.13.1 in accordance with any relevant policy of the Board and where the Board so resolves; and

7.13.2 where the amount payable does not exceed a commercially reasonable amount.

8 Powers of the Board

Overall powers

8.1 The Board is responsible for managing and directing the activities of the Association in such a manner as to best achieve the Objects and may exercise the powers of the Association referred to in clause 3.

Public Officer

8.2 The Board must appoint a person to be Public Officer of the Association in accordance with sections 57, 59 and 64 of the Act.

8.3 The Public Officer of the Association shall perform the functions and duties required to be performed by such a person under the Act and such other functions and duties as the Board determines.

Delegation of powers

8.4 Subject to clause 8.13, the Board may delegate any of its powers, other than this power of delegation, to any person, as the Board sees fit. This includes delegating any of the Board's powers to sub-committees consisting of Board members or other persons. The delegation must be in writing and authorised by the Board.

8.5 The exercise of a power by a delegate in accordance with this Constitution is to be treated as the exercise of that power by the Board.

8.6 A delegate must conform to any limitations imposed by the Board which are stated in the instrument of delegation.

Sub-committees of the Board

8.7 The Board may establish sub-committees as required.

8.8 The Chair, Deputy Chair and Secretary are ex-officio members of each sub-committee, except for any sub-committee formed comprising the officeholders.

8.9 A non-Board member can be appointed to a sub-committee at the discretion of the Board.

8.10 The chairperson of each sub-committee may be appointed by the Board and in the Chair's absence, the sub-committee shall elect an acting chair.

8.11 Subject to this Constitution, a meeting of a sub-committee may regulate its proceedings by resolution of a majority of its members present and voting.

Advisory committees

8.12 The Board may establish advisory committees to provide advice and recommendations to the Board on specified matters, to be constituted as the Board sees fit.

8.13 The Board must not delegate any of its powers to an advisory committee, and an advisory committee must not exercise any powers of a Board member or the Board.

Financial Affairs

8.14 The Board must, at least every twelve months:

8.14.1 have the financial affairs of the Association audited by a person who is not a Board member nor a Member of the Association; and

8.14.2 prepare, or have prepared, a statement of the Association's accounts in accordance with the Act.

Replacement of officeholders, employees, other persons or sub-committees

8.15 The Board may at any time authorise any officeholder, employee, other person or sub-committee to perform any acts or functions which under this Constitution or the Act may be performed by any officeholder, employee, other person or sub-committee whenever the Board considers it desirable to do so by reason of death, absence, disability or other cause.

8.16 The Board may appoint a Board member as an executive delegate to act on the Board's behalf to manage the affairs of the Association.

8.17 Clause 7.12 notwithstanding, and subject to clause 7.13, the Board, where it considers that it is appropriate to do so, may pay, or cease paying, an honorarium to a Board member whom the Board has appointed as its executive delegate, provided that such an honorarium, or the ceasing of such an honorarium, be reported in writing to the next annual general meeting, and the honorarium must not continue or resume unless it is endorsed by a resolution of that annual general meeting.

9 Board meetings

Convening of Board meetings

9.1 The Board members may decide how often, where and when they meet.

9.2 The Chair convenes meetings of the Board and upon receipt by the Secretary of a request from at least four Board members, must convene a meeting of the Board within fourteen days of receipt of the request.

Notice of Board meetings

9.3 Notice of a Board meeting must be given to each Board member at least 24 hours before the meeting or at another time determined by Board resolution, except when Board members have waived in writing the required period of notice for a particular meeting.

9.4 It is not necessary to give a notice of a meeting of the Board to a Board member who is out of Australia or who has been granted leave of absence by the Board.

Mode of meeting for Board members

9.5 A Board meeting may be called or held using any technology consented to by all the Board members. The consent may be a standing one. A Board member may only withdraw their consent within a reasonable period before the meeting. The Board may otherwise regulate its meetings as the Board members think fit.

Quorum at Board meetings

9.6 At a Board meeting, the number of Board members whose presence is necessary to constitute a quorum is a simple majority of Board members who have not been granted leave of absence at the time of the meeting or another number determined by the Board from time to time, subject to at least two Board members who are officeholders being present, except at a Board meeting at which officeholders are appointed, where a simple majority will constitute a quorum.

9.7 If, before or during the meeting, any technical difficulty occurs as a result of which one or more Board members cease to participate, the Chair may adjourn the meeting until the difficulty is remedied or may, where a quorum is still present, continue with the meeting.

9.8 If the number of Board members is reduced below the number necessary for a quorum, the continuing Board member or Board members may act only to:

9.8.1 co-opt additional Board members to the number necessary for a quorum; or

9.8.2 convene a general meeting of the Association.

Voting at Board meetings

9.9 Unless otherwise required by this Constitution, the Board may resolve any matter by a majority of votes of Board members present and entitled to vote.

Circular resolutions of the Board

9.10 The Board may pass a circular resolution without a Board meeting being held.

9.11 A circular resolution is passed if a majority of the Board members entitled to vote on the resolution sign the resolution. Each Board member may sign a single document setting out the resolution or a separate copy that has the same wording.

9.12 Subject to clause 9.11, each Board member supporting the resolution must provide their signed copy to the Association as soon as practicable.

Appointment of Chair

9.13 The Chair is elected in accordance with clause 10.1.

9.14 If no Chair is elected, or if at any meeting the Chair and Vice-Chair are not present within fifteen minutes after the time appointed for holding the meeting or they are unwilling to act, the Board members present must choose one of their number to chair the meeting.

Chair's vote at Board meetings

9.15 The Chair (or other Board member chairing the meeting in accordance with clause 9.14) has a deliberative vote but does not have a casting vote at Board meetings. Where a resolution is not carried by a majority of Board members, it is lost.

Participation when Board members have an interest

9.16 A Board member must disclose any interest in any contract, transaction or arrangement with the Association or other thing concerning the Association which provides any benefit directly or indirectly to the Board member. This disclosure will be recorded in accordance with the Act.

No disqualification

9.17 Subject to compliance with the Act, and clause 9.16, and providing that the Association has complied with clause 7.13, a Board member or any entity in which the Board member has a direct or indirect interest may:

9.17.1 Enter into a contract or arrangement with the Association; or

9.17.2 Act in a professional capacity (or be a member of a firm that so acts) other than as auditor of the Association.

Proceedings of committees

9.18 Except as provided in a direction of the Board, the meetings and proceedings of a sub-committee formed by the Board members or an advisory committee must be governed by the provisions of this Constitution, in so far as they are applicable.

Validity of acts of Board members

9.19 All acts done by a Board meeting or of a sub-committee of Board members are valid even if it is later discovered that there is a defect in the appointment of a person to be a Board member or a member of the sub-committee or that they or any of them were disqualified or were not entitled to vote.

Minutes

9.20 The Board must ensure minutes of all proceedings of general meetings, of Board meetings and of sub-committees are entered, within one month after the relevant meeting is held, in records kept for the purpose.

9.21 The Board must ensure that all minutes are endorsed at the next succeeding meeting.

10 Officeholders

Appointment

10.1 The Chair, Deputy Chair, Secretary and Treasurer will be officeholders and may be elected from among the Board members for a term decided by the Board at the first Board meeting after the annual general meeting.

10.2 Five Board members constitute a quorum at a meeting of the Board at which officeholders are appointed.

10.3 Subject to clauses 10.4, 10.5 and 10.6, a person elected to an office under clause 10.1 holds that office until their office as a Board member becomes vacant.

Ceasing to hold office

10.4 An officeholder may resign their office without ceasing to be a Board member and may, subject to this Constitution, remain a Board member until the expiration of the term for which they were elected to the Board.

10.5 If any officeholder ceases to hold office for any reason, the Board may elect another Board member into the office as soon as practicable and the member so elected shall hold that office until their place as a Board member becomes vacant.

10.6 If an officeholder is asked to stand down by a resolution of the Board that office will be declared vacant. Such a resolution requires a notice of motion to be given not later than 28 days before the motion is moved.

11 General meetings

Convening of meetings by the Board

11.1 The Board may call and arrange to hold a general meeting at a date, time and place (or mode subject to clause 11.3) as it sees fit, but at least once in each Financial Year.

Convening of meetings by Members

11.2 If the Secretary receives a request for a general meeting from at least ten Members of the Association, the Chair or the Vice Chair acting for the Chair, must convene a general meeting of the Association within 28 days of the receipt of the request.

Mode of meeting

11.3 A general meeting may be held in a single place, but may be held at multiple venues using any technology that gives the Members as a whole a reasonable opportunity to participate, should this be permitted under the Act.

Notice of general meeting

11.4 The Board may give notice of a general meeting by any form of communication permitted by the Act, not less than 21 days, nor more than 30 days before the meeting, subject to clause 11.2.

11.5 The notice of a general meeting must specify the place, the day and the hour of meeting and if the meeting is to be held in multiple places, the technology that will

be used to facilitate the meeting, the general nature of the business to be transacted and any other matters as are required by the Act.

11.6 The accidental omission to give notice of any general meeting to, or the non-receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.

Cancellation of general meetings

11.7 The Board may cancel a general meeting, other than a general meeting which the Board is required to convene and hold under the Act or under clause 11.2.

11.8 The Board may cancel a general meeting if notice of the cancellation is given to all persons entitled to receive notice of the meeting at least two business days prior to the time of the meeting as specified in notice of meeting.

Quorum at general meetings

11.9 Twelve Members present and entitled to vote at a general meeting constitute a quorum.

11.10 If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the chair it must stand adjourned to another day and at another time and place determined by the Board.

11.11 If a meeting has been adjourned to another time and place determined by the Board, not less than 7 days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.

Quorum at adjourned general meetings

11.12 At the adjourned meeting five Members present and entitled to vote is a quorum but if a quorum is not present within half an hour after the time appointed for the meeting, the Members present and entitled to vote (not less than three) constitute a quorum.

Appointment of chairperson

11.13 Every general meeting must have a chairperson.

11.14 The Chair, is entitled to chair every general meeting.

11.15 The Board members present at a general meeting must elect one of their number to chair that meeting if the Chair is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act.

Chairperson's powers

11.16 The chairperson may temporarily vacate the chair at a general meeting in favour of another person present at any time and for any reason they see fit, and must do so if the Members are discussing or voting on a matter that the chairperson has a conflict of interest in.

11.17 Subject to the terms of this Constitution regarding adjournment of meetings, the chairperson's ruling on all matters relating to the order of business, procedure and conduct of the general meeting is final and no motion of dissent from a ruling of the chairperson may be accepted.

Voting at general meetings

11.18 A resolution, not being a Special Resolution, is carried if a simple majority of votes cast by Members present and entitled to vote on the resolution are in favour of the resolution.

11.19 The chairperson has a deliberative vote but does not have a second or casting vote at general meetings. Where a resolution is not carried by a majority of Members present and entitled to vote then it is lost.

11.20 Members are not allowed to vote by proxy at general meetings.

12 Amendments to the Constitution

12.1 This Constitution may be amended at a general meeting by a Special Resolution of which at least 21 days and not more than 30 days' notice in writing has been given to the Members, setting out the date, place and time of the meeting and the business to be considered.

12.2 A Special Resolution to amend the Constitution may be submitted to the Board on request in writing signed by at least three Members addressed to the Secretary and received at least 21 days before the date fixed for the next general meeting.

13 Chief Executive Officer

Appointment

13.1 The Board may from time to time appoint a Chief Executive Officer of the Association for such term as the Board may determine.

13.2 The Board may at any time suspend, remove or dismiss any such Chief Executive Officer from office and may appoint another or others in their place.

Remuneration

13.3 A Chief Executive Officer shall receive such remuneration as the Board may determine.

Delegation

13.4 The Board may delegate any of its powers to the Chief Executive Officer as the Board sees fit.

14 Secretary

14.1 The Secretary shall perform the functions and duties as the Board determines.

14.2 If there is a vacancy in the position of Secretary, or the Secretary is on leave or otherwise unable to act, the Board must appoint an employee of the Association or Board member to act as Secretary.

14.3 The role of the Secretary includes:

14.3.1 maintaining the Register;

14.3.2 maintaining the minutes and other records of general meetings, Board meetings and circular resolutions; and

14.3.3 keeping all the Association's records and other documents, other than accounting records in accordance with Board policy regarding custody and control.

14.4 The role of the Public Officer may be undertaken by the Secretary, if so determined by the Board.

15 Treasurer

15.1 The role of the Treasurer appointed under clause 10.1 includes:

15.1.1 ensuring the integrity of internal and external financial reporting and compliance with the relevant accounting standards;

15.1.2 keeping the Association's accounting records in accordance with Board policy regarding custody and control;

15.1.3 ensuring that financial reports and statements are available as the Board may request from time to time and advising the Board on the Association's financial position at a minimum on a quarterly basis;

15.1.4 ensuring that once a year the accounts of the Association shall be examined and their correctness ascertained by the auditor; and

15.1.5 at the annual general meeting providing a statement of receipts and disbursements duly audited by such auditors as the Association shall approve and such statement shall be open to inspection by all Members.

15.2 If there is a vacancy in the position of Treasurer, or the Treasurer is on leave or otherwise unable to act, the Board may appoint an employee of the Association or Board member to act as Treasurer.

16 Indemnity and insurance

Indemnity

16.1 Every Officer of the Association must be indemnified by the Association, to the fullest extent permitted by law, against a liability incurred by that person as an Officer of the Association, including without limitation, legal costs and expenses incurred in defending an action.

Insurance premiums

16.2 The Association may pay the premium on a contract insuring a person who is an Officer of the Association to the fullest extent permitted by law.

17 Gift fund requirements

Association to maintain a gift fund

17.1 The Association must maintain a gift fund in accordance with this clause 17 for so long as it seeks or has obtained endorsement as a Deductible Gift Recipient (DGR) from the Australian Taxation Office.

17.2 The gift fund shall be separately maintained and used solely for the Objects.

17.3 All gifts of money and property made to the Association shall be credited to the gift fund.

17.4 All monies received as a result of these gifts shall also be credited to the gift fund.

17.5 No other money or property may be credited to the gift fund.

18 Accounts, audit and records

Accounts

18.1 The Board must cause proper accounting and other records to be kept in accordance with the Act.

Reports

18.2 To the extent required by the Act, the Board must cause the Association to:

18.2.1 prepare a statement of accounts in accordance with the Act;

18.2.2 prepare Board reports in accordance with the Act;

18.2.3 notify each Member of the Member's right to receive reports from the Association; and

18.2.4 provide Members with reports, in a form and within such timeframe as may be required by the Act.

Auditor

18.3 A registered auditor must be appointed by the Board. The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.

18.4 Notice of an annual general meeting must be given to the appointed auditor.

Funds management

18.5 The Association's funds may only be made up of:

18.5.1 annual membership fees under clause 4.23;

18.5.2 gifts; and

18.5.3 any other source the Board decides, subject to section 114 of the Act.

18.6 Subject to clause 17, the Board will determine the way in which the funds of the Association will be managed and the mode of drawing and signing cheques or making other payments.

18.7 Subject to any resolution passed by the Association in a general meeting, the funds of the Association must be used for the Objects in the way that the Board decides.

18.8 The Association may execute an instrument in accordance with the Act.

Rights of inspection

18.9 Subject to the Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Association or any of them are open to the inspection of Members other than Board members.

18.10 Clause 18.9 notwithstanding, the Board may refuse access to a document where the Board (acting reasonably) considers that such access would or would be likely to cause the Association to lose the benefit of any form of evidentiary privilege, including legal professional privilege, or in relation to the Register would allow access to the personal information of other Members.

19 Notices

Method of giving notices to Members

19.1 A notice by the Association in connection with this Constitution may be given to the addressee by any of the following means:

19.1.1 by delivering it to a street address of the addressee; or

19.1.2 by sending it by prepaid ordinary post to a street or postal address of the addressee; or

19.1.3 by sending it by email to the addressee,

shown in the Register.

Method of giving notices to the Association

19.2 A notice by the Members under this Constitution may be given by any of the following means:

19.2.1 the Office or postal address of the Association; or

19.2.2 the email address of the Association,

that the Association must specify by written notice to Members.

Time notice is given

19.3 A notice of meeting or other notice given in accordance with this Constitution is to be taken as given, served and received at the following times:

19.3.1 if delivered in writing to the street address of the addressee, at the time of delivery; or

19.3.2 if it is sent by post to the street or postal address of the addressee, three business days after posting; or

19.3.3 if sent by email to the email address of the addressee, at the time transmission is completed.

20 Dissolution and winding-up

Method of dissolution

20.1 The Association may be dissolved at a general meeting by a Special Resolution of which at least 21 days' notice in writing has been given to Members.

20.2 After the passing of a Special Resolution for dissolution of the Association in accordance with this clause, the Association must be wound up in the manner provided by the Act.

20.3 A Special Resolution to dissolve the Association, may be submitted by the Board on request in writing signed by at least ten Members addressed to the Secretary and received at least 21 days before the date fixed for the next general meeting.

Winding-up the Association

20.4 If in the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, that property shall not be paid to or distributed among the Members of the Association but shall be given or transferred to some other institution or institutions.

20.5 The institution or institutions referred to in clause 20.4 must:

20.5.1 have objects similar to the Objects of the Association;

20.5.2 prohibit the distribution of its or their income and property among its or their members; and

20.5.3 enjoy the same status and exemptions as the Association in relation to the Goods and Services Tax (GST), Public Benevolent Institutions and Deductible Gift Recipients for the purpose of any Commonwealth Taxation Act.

20.6 The institution or institutions referred to in clause 20.4 must be such as are determined by Special Resolution at a general meeting at or before the time of dissolution, and in default thereof by a Judge of the Supreme Court of the Australian Capital Territory acting as such.

20.7 If the Association's deductible gift recipient endorsement is revoked (whether or not the Association is to be wound up), any surplus gift funds contained in the gift fund established under clause 17, must be transferred to one or more charities that meet the requirements of clause 20.5, as decided by the Board.

20.8 Members are not liable for the debts and liabilities of the Association or the costs, charges and expenses of a winding-up of the Association.

21 Definitions and interpretation

Definitions

21.1 In this Constitution the following definitions apply:

Association means Palliative Care ACT Incorporated;

Act means the *Associations Incorporation Act 1991* (ACT)

Board means members acting as the board of the Association;

Chair means the Board member elected under clause 10.1 to preside as chairperson at Board meetings;

Constitution means this Constitution as amended from time to time and a reference to a clause is a reference to a clause of this Constitution, unless otherwise specified;

Financial Year means the period commencing 1 July and ending on 30 June each year;

Member means an admitted member of any of the classes of membership set out in clause 4.1;

Office means the main office of the Association;

Officer means a Board member, Chief Executive Officer, Treasurer, Secretary and Public Officer and includes Board member, Chief Executive Officer, Treasurer, Secretary and Public Officer after they have ceased to hold office;

Objects means the purposes of the Association as reflected in the objects of the Association specified in clause 2, or any of those purposes;

Register means the register of Members kept by the Association under the Act;

Secretary means a person appointed in accordance with clauses 10.1 and 14.1 to perform the duties of a secretary of the Association; and

Special Resolution means a resolution that has been passed at a general meeting by at least 75% of votes cast by Members present and entitled to vote on the resolution.