VICTORIAN NATIONAL PARKS ASSOCIATION

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Associations Incorporation Reform Act 2012 (Vic)

VICTORIAN NATIONAL PARKS ASSOCIATION (INC.)
CONSTITUTION

1 NAME

1 The name of the Association shall be the Victorian National Parks Association (Inc.)

2 PURPOSES

The purpose of the Association shall be to strive for the conservation of Victoria's natural heritage, including:

1 Promoting the establishment and appropriate management, in perpetuity of an extensive, fully representative and ecologically healthy system of National Parks and other protected areas;

2 Promoting conservation of indigenous ecosystems and species;

3 Defending natural areas and ecosystems against adverse impacts;

4 Fostering public interest in, enjoyment of, and respect for natural heritage and nature conservation through appropriate community involvement and education;

5 Conducting and promoting scientific research and investigations for the benefit of nature conservation;

6 Co-operating with persons and organisations having similar purposes or like interests.

3 MEMBERSHIP

1 The Association shall consist of Ordinary members, Honorary life members and Associate members.

2 Membership of the Association shall be unlimited in number. The Association must have at least five (5) members at all times.

3 A member is bound by the Constitution and By-Laws of the Association as amended from time to time.

4 General rights of members

1 A member of the Association who is entitled to vote has the right -

a to receive notice of general meetings and of proposed amendments of this Constitution in the manner and time prescribed by this Constitution; and

b to submit items of business for consideration at a general meeting; and

c to attend and be heard at general meetings; and

d to vote at a general meeting; and

e to have access to the minutes of general meetings of the Association as provided under clause 19.2; and

f to inspect the register of members as provided under Clause 5.5

2 A member is entitled to vote if -

a the member is a member other than an associate member; and

b more than 10 business days have passed since the member became a member of the Association; and

c the member's membership rights are not suspended for any reason.

5 Associate members

1 Associate members of the Association include -

a any members under the age of 15 years; and

b an associate member as set out in subclause 4.3 below,

c any other category of member as determined by resolution at a general meeting.

2 An associate member must not vote but may have other rights as determined by the Board or by resolution at a general meeting.

6 Rights not transferable

1 The rights of a member are not transferable and end when membership ceases.

4 CATEGORIES OF MEMBERSHIP

1 Ordinary member

Any individual who supports the purposes of the Association may be admitted as an Ordinary member. There shall be three types of Ordinary members.

1 Individual Member: An Ordinary member other than a Family member shall be accepted as an Individual member;

2 Family Member: A member and or their spouse and members of the family residing at the same address each shall be accepted as a Family member; and

3 Life Member pre-1983: A member who obtained Life membership of the Association prior to 28th September 1983.

2 Honorary life member

Honorary Life Membership may, on the recommendation of the Board, be conferred by the Association on up to two (2) persons in any financial year who have rendered meritorious service to the Association.
The Board may approve additional Honorary Life Memberships in exceptional circumstances.
The criteria and process for nomination, assessment and approval of Honorary Life Memberships may be prescribed in the By-Laws or policies of the Association. An Honorary Life member shall have rights and privileges of an Ordinary member. Honorary Life membership shall be presented at an Annual General Meeting.

3 Associate member

Any organisation, whether incorporated or unincorporated, which supports the purposes of the Association may, subject to the approval of the Board, be admitted to Associate Membership of the Association. Such an Associate member shall nominate one delegate to represent its interests with the Association.

5 MEMBERSHIP REGISTER

1 The Board shall cause to be set up and maintained a register of members of the Association. The Board may authorise an Officer, employee or agent of the Association to establish, maintain and update the register of members on behalf of the Association.

2 The register must contain the following information about each member:

1 the name and last known address of the member;

2 email address (if provided);

3 date membership commenced;

4 date membership ceased (if applicable)

5 the date upon which the entry of the member's name is made;

6 if the member is an Associate member, the name and address of the delegate of that organisation;

7 an up-to-date record of subscriptions or any other monies owing by that member to the Association.

3 In the event of the resignation, cancellation, suspension or addition of conditions to a membership, the register of members must contain the following information about the relevant individual or organisation:

1 the word or an entry to the effect 'resigned', 'cancelled', 'suspended' or 'conditional', and

2 the date upon which the entry referred to in sub clause 5.3.1 is made.

4 An Ordinary or Honorary Life or Associate membership of the Association ends when the Secretary of the Association enters or causes to be entered into the register of members:

1 the word or an entry to the effect ‘resigned’ or ‘cancelled’, and

2 the date on which the entry referred to in sub clause 5.4.1 is made.

5 The register of members must be available for inspection by members at a reasonable time and free of charge, subject to the Associations Incorporation Reform Act 2012 (Vic). A member inspecting the register may make handwritten notes but is not entitled to:

1 copy the register or any part of it;

2 photograph, scan or otherwise reproduce the register or information contained in it;

3 use information obtained from the register for a purpose unrelated to the affairs of the Association.

The Board may impose reasonable conditions on inspection of the register to protect the privacy of members and the proper administration of the Association.

6 ADMITTANCE TO MEMBERSHIP

1 An individual or organisation becomes a member of the Association when the Secretary of the Association:

1 receives an application for membership together with any subscription fees payable or an agreement to pay such fees, and

2 the application is approved by the Board or by a person delegated by the Board for that purpose, and

3 the Secretary enters or causes to be entered in the Register the information referred to in sub clause 5.2.

7 RESIGNATION OF MEMBERSHIP

1 A member may resign or is deemed to have resigned from the Association by:

1 delivering to the Secretary written notice of their resignation, or

2 having an Annual Subscription remain outstanding for a period of five (5) months, such period commencing on the last day of the first month when payment first became due (“the start date”) and ending on the last day of the fourth calendar month after the start date.

2 In any event the resigning member will remain liable for:

1 payment of all or any monies due and payable by that member to the Association, and

2 the return of all or any properties of the Association which may be in the possession of the member.

8 DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

1 Subject to this Constitution, the Board may take disciplinary action against a member if the Board considers that the member:

1 has failed to comply with this Constitution

2 has refused to support the purposes of the Association; or

3 has engaged in conduct prejudicial to the Association.

2 Before disciplinary action is taken:

1 the member must receive written notice of the proposed action and the reasons;

2 the member must be given at least 14 days to respond;

3 the member must have the opportunity to address the Board.

3 The Board may by resolution:

1 make the member's membership conditional including for a period of time; or

2 suspend that member from membership of the Association for a specified period and with or without conditions; or

3 cancel membership of the Association of the member.

4 A resolution of the Board under sub clause 8.3 does not take effect until:

1 the Board confirms the resolution at a meeting held in accordance with sub clause 8.5; and

2 relevant information is entered in the register of members.

5 A meeting of the Board to confirm or revoke a resolution passed under Sub clause 8.3 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub clause 8.2.

6 For the purposes of giving notice in accordance with sub clause 8.2 the Secretary must, as soon as practicable, cause to be given to the member a written notice:

1 setting out the resolution of the Board and the grounds on which it is based; and

2 stating that the member, or their representative or their delegate, may address the Board at a meeting to be held not earlier than fourteen (14)

days and not later than twenty eight (28) days after the notice has been given to that member; and

3 stating the date, place and time of that meeting; and

4 informing the member that they may do one or both of the following:

1 attend that meeting and in the case of Associate members by delegate;

2 give to the Board before the date of that meeting a written statement seeking the revocation of the resolution.

7 At a meeting of the Board to confirm or revoke a resolution passed under sub clause 8.1, the Board must:

1 give the member, or their representative or their delegate, an opportunity to be heard; and

2 give due consideration to any written statement submitted by the member; and

3 determine whether to confirm or to revoke the resolution.

8 For the purposes of discharging its powers and functions under this clause, the Board may act in relation to the same subject matter of a dispute between a member and another member under clause 30 and take into consideration the fact of or a matter arising from a dispute between a member and the Association under clause 30.

9 BOARD

1 The Board shall consist of between four (4) and eight (8) Directors elected by members at the Annual General Meeting. At the first Board meeting following each Annual General Meeting, the Directors shall elect from among themselves a Chair, Deputy Chair, Secretary and Treasurer. The Board shall assume office immediately following the conclusion of the Annual General Meeting. Each Director shall hold office for a term of three (3) years commencing at the conclusion of the Annual General Meeting at which they are elected and ending at the conclusion of the third subsequent Annual General Meeting, unless they resign, are removed, or otherwise cease to hold office earlier in accordance with this Constitution.
As far as practicable, the retirement of Directors shall be staggered so that approximately one-third of Directors retire each year.

Until the conclusion of the Annual General Meeting held in October 2027, the existing Directors continue in office subject to the transitional arrangements determined by the Board to implement the staggered rotation of Directors under this Constitution.

Subject to this Constitution, a Director may serve a maximum aggregate period of nine (9) years in office.

A Director who has served an aggregate period of nine (9) years is not eligible for re-election or reappointment as a Director unless otherwise permitted by law.

For the purposes of calculating the maximum aggregate period of nine (9) years:

1 all periods of service as a Director shall be counted according to the actual period served;

2 any period served filling a casual vacancy shall be included according to the actual period served;

3 any service prior to the conclusion of the Annual General Meeting held in October 2027 shall be disregarded; and

4 the period counted towards the nine (9) year limit commences from the conclusion of the October 2027 Annual General Meeting.

2 Directors must:

1 act in good faith in the best interests of the Association;

2 exercise reasonable care and diligence;

3 not improperly use their position or information obtained through their position.

3 No person shall hold office as Chair for more than three (3) consecutive terms of one year or as otherwise determined by the Board.

4 The Board shall manage the affairs of the Association and promote the Purposes as laid down in this Constitution. It shall examine all matters relating thereto and take suitable action.

5 The Board may, within the limits of this Constitution, make, from time to time, By-laws for the conduct of the Association.

6 At any meeting of the Board a majority of Directors holding office must be present.

7 Each Director of the Board shall be entitled to not more than one (1) vote. The Chairperson, in addition to their normal vote as a Director of the Board, is entitled to exercise a casting vote at the Board meetings.

8 A Board Director who has a material personal interest in a matter being considered by the Board must:

1 disclose the nature and extent of the interest;

2 not be present while the matter is being considered;

3 not vote on the matter.

9 The Board shall meet at least four (4) times in each year.

10 The Secretary must notify Directors of a proposed Board meeting at least 7 days prior to the scheduled meeting along with the purpose of the meeting. In case of urgency, a meeting can be held without notice being given provided that as much notice as practicable is given to each Director by the quickest means practicable. At

the commencement of the meeting the chair and minute taker must be appointed, conflicts of interest registered and the order of business stated.

11 The secretary must keep an updated register of all conflicts of interest held by Directors. The register must record the name and position of the Director who has disclosed a material personal interest, a description of the nature and extent of that interest and a management plan documenting actions required to mitigate the conflict.

12 A Director of the Board who fails to attend three (3) consecutive meetings of the Board without reason acceptable to the Board may upon resolution of the Board be deemed to have vacated the position and where the Director is an officer, the Board may fill the vacancy by appointing another Director in their stead.

13 Casual Vacancy

1 A casual vacancy occurs if a Director:

1 resigns;

2 dies;

3 becomes incapable of acting;

4 ceases to be eligible for election;

5 is removed from office;

6 is deemed to have vacated office under clause 1; or

7 otherwise ceases to hold office before expiry of their term.

2 In the event of a Director casual vacancy, the Board may co-opt any Ordinary member, Honorary Life member or delegate of an Associate member who meets provisos 1, 2 and 3 of subclause 10.1 to serve as a Director. Such a co-opted Director appointed to fill a casual vacancy has full voting rights, counts for quorum, holds office until the next Annual General Meeting and, if there elected by members, completes the balance of the term of the Director whose office became vacant.

14 The Board may co-opt in addition to the co-opting referred to in subclause 9.13.2 any Ordinary member, Honorary Life member or delegate of an Associate member who meets provisos 1, 2 and 3 of sub-clause 10(1), up to two (2) in number, to serve as Directors of the Board during its term of office. Co-opted Directors have full voting rights and count for quorum. Such co-opted Directors appointed under this clause hold office as determined by the Board up to the next Annual General Meeting.

15 The linking together of the Directors by any type or kind of technology to which all the Directors consent (see also 35 Use of Technology and Electronic Communication) shall be deemed to constitute a meeting of the Board and all the provisions in the Constitution as to meetings of the Board shall apply to such meetings as long as the following conditions are met:

1 the use of the technology is consented to by all the Directors and their consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting; and

2 all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be entitled to notice of a meeting to be held by the specific technology and this notice may be given by telephone or other means of communication; and

3 each of the Directors taking part in the meeting by any of the abovementioned means of communication must be able to hear each of the other participants taking part at the commencement of the meeting; and

4 at the commencement of the meeting each Director must acknowledge their presence for the purpose of a meeting of the Directors to all the other participants taking part in the meeting; and

5 a Director may not leave the meeting by disconnecting the technology in use for the meeting unless he or she has previously obtained the express consent of the Chairperson of the meeting; and

6 a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting held through the use of technology unless the Director has previously obtained the express consent of the Chairperson of the meeting to leave the meeting as aforesaid.

16 The Directors may pass a resolution without a meeting if all Directors entitled to vote on the resolution consent to the resolution in writing or by electronic communication.

1 The resolution is passed when the last Director provides their consent.

2 A Director who has a material personal interest in the matter is not entitled to vote and is not counted for the purposes of this clause.

3 The same information must be provided to all Directors.

4 The resolution must be recorded in the minutes of the next Board meeting.

10 NOMINATION FOR ELECTIONS

1 Only members, including delegates of Associate Members, shall be entitled to nominate and accept nomination for election to the Board of the Association, provided that the nominee:

1 is a financial member of the Association; and

2 is not an employee of the Association; and

3 is at least 18 years of age.

A nomination shall have the written consent of the nominee and a seconder. A nomination must be in writing, signed by the nominee and seconder, and received by the Secretary by the nomination closing date..

2 Nominations for election to the Board shall be delivered to the Secretary no later than twenty eight (28) days before the date nominated for the Annual General Meeting and the complete list of valid nominations shall be furnished to members at least twenty one (21) days prior to the date fixed for the Annual General Meeting at which the election is to take place.

3 If the number of valid nominations received by the closing date is equal to or less than the number of positions to be filled, the Chairperson must declare those nominees elected at the Annual General Meeting.

4 No nominations for election to the Board may be accepted from the floor at the Annual General Meeting.

5 Should the number of nominations exceed the number of vacancies, a ballot will be held by the chair at the Annual General Meeting to determine the successful candidate(s).

6 In the event of the resignation or incapacity during the term of the appointment of one of Chair, Deputy Chair, Secretary, or Treasurer ("the vacated office") the Board should elect a member of the Board to the position of the vacated office.

11 COMMITTEES

1 The Board may establish standing and ad-hoc committees comprised of Ordinary members, Honorary life members, delegates of Associate members, employees or others as the Board sees fit and shall nominate a convener for each such committee.

12 GENERAL MEETINGS

1 An Annual General Meeting shall be held within five (5) months after the end of the financial year at which meeting shall be presented an Annual Report by the Board, audited Financial Statements and any such other reports as are required to be prepared under Section 30(3) of the Associations Incorporation Reform Act 2012 (Vic).

2 The business of the Annual General Meeting shall be:

   1 To confirm the minutes of the previous Annual General Meeting;

   2 To confirm the minutes of any Special General Meetings held since the previous Annual General Meeting;

   3 To adopt the Annual Report, the Financial Statements and the report of the Auditor and of any Committee or person instructed by the Board or a Special General Meeting to report to such meeting;

   4 To comply with the requirements of Section 30(3) of the *Associations Incorporation Reform Act 2012 (Vic)*;

   5 To elect Directors to fill vacancies arising on the Board;

   6 To appoint the Auditor for the ensuing year;

   7 To hear and discuss any other business which in the opinion of the Board or the Chairperson is proper to the occasion.

3 Special General Meetings

Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

The Board may convene a special general meeting whenever it thinks fit.

No business other than that set out in the notice of meeting may be conducted at the meeting.

4 Special General Meetings held at the request of members

The Board shall be obliged to convene a Special General Meeting within twenty-eight (28) days of the receipt by the Secretary of a requisition by a member stating the reason for requiring the Special General Meeting and signed by members representing an equivalent of at least five per cent (5%) of members entitled to vote.

13 NOTICE OF MEETINGS

1 The Secretary of the Association, at least forty five (45) days before the date fixed for holding an Annual General Meeting of the Association, shall cause to be advertised in an Association publication sent to all members, a notice stating the place, date and time of the meeting and calling for nominations for the Board.

2 A member wishing to bring any business before a general meeting may notify the Secretary in writing of that business not less than twenty eight (28) days before the date of the general meeting.

3 Furthermore, the Secretary of the Association, at least twenty one (21) days before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

4 Notice may be sent-

1 by prepaid post to the address appearing in the register of members; or

2 by electronic document transmission pursuant to clause 35.2.

5 No business other than that set out in the notice convening the business may be conducted at the meeting, except at the discretion of the Chairperson.

14 QUORUM

1 A quorum for a general meeting is thirty (30) members entitled to vote present in person, by proxy or by use of approved technology.

15 LAPSE OF MEETING

1 A general meeting of the Association shall lapse if a quorum cannot be obtained within half an hour of the published time of the meeting.

2 If a quorum is not present within 30 minutes of the scheduled start time:

1 the meeting must be adjourned to a date within 21 days;

2 notice of the adjourned meeting must be given to members.

3 If a quorum is not present at the adjourned meeting, the members present may proceed with the business of the meeting.

16 POWERS OF GENERAL MEETING

1 Resolutions carried by a majority of votes at a general meeting of the Association shall be binding on the Board, subject to this Constitution and the Associations Incorporation Reform Act 2012 (Vic).

17 VALIDITY OF RESOLUTIONS

1 A declaration by the Chairperson of a meeting that a resolution has been carried or lost and an entry to that effect in the minutes of the meeting shall be sufficient evidence that such resolution has been carried or lost as the case may be.

18 VOTES OF MEMBERS

1 All motions and elections, other than proposed amendments to the constitution, shall be decided by a simple majority vote.

2 Each Ordinary Member and the delegate of each Associate Member shall be entitled to vote in person at any general meeting of the Association.

3 Each Ordinary Member shall be entitled to one (1) vote at any general meeting of the Association. In the case of Family membership not more than two (2) members of the family shall be entitled to one (1) vote each.

4 Each Associate Member shall be entitled through its delegate to one (1) vote at any general meeting of the Association.

5 Voting in person shall be by show of hands, division or ballot as determined by the Chairperson.

6 In the case of an equality of votes on any motion the Chairperson shall declare the motion lost.

7 All votes for contested elections shall be by ballot. In the case of an equality of votes the Chairperson, to determine the matter, shall have a casting vote.

8 In the event of a Delegate of an Associate Member being unable to act, that member may be represented at any general meeting of the Association by a proxy whose credentials shall be certified by either a responsible officer of the Associate Member concerned or its delegate.

9 Notification of the appointment of proxies shall be in writing and shall be delivered to the Secretary of the Association at least seven (7) days prior to the commencement of the general meeting.

10 A proxy shall not exercise the votes of more than two (2) delegates.

11 Unless otherwise stated in the written notification the appointment of proxies shall be recognised by the Association only for the next following general meeting to which it relates.

19 MINUTES OF MEETINGS

1 The Secretary shall keep minutes of the resolutions and proceedings of each Annual General Meeting, Special General Meeting and the Board meetings in books kept for that purpose with a record of:

1 members present,

2 resolutions passed,

3 results of votes,

4 financial statements presented to the AGM.

2 A member may inspect the minutes of General Meetings of the Association, including Annual General Meetings and Special General Meetings, at a reasonable time and free of charge, subject to the Associations Incorporation Reform Act 2012 (Vic). The Board may determine reasonable conditions for inspection and may provide copies of such minutes on payment of any reasonable copying or administrative costs. Minutes of Board meetings, Board committees and other governance or operational records are confidential to the Association unless the Board determines otherwise.

3 The Board, at its discretion, may delegate these roles of the Secretary to the Chief Executive Officer (CEO).

20 BOOKS AND SECURITIES

1 The Secretary shall keep in their custody or control all books and documents and securities of the Association.

2 The Board, at its discretion, may delegate this role of the Secretary to the Chief Executive Officer (CEO).

21 COMMON SEAL

1 The Common Seal of the Association shall be kept in the custody of the Secretary.

2 The Board, at its discretion, may delegate this role of the Secretary to the Chief Executive Officer (CEO).

3 The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either of two (2) members of the Board or of one (1) member of the Board and the Chief Executive Officer (CEO) of the Association.

22 FINANCIAL YEAR

1 The financial year of the Association shall commence on 1st July.

23 SUBSCRIPTIONS

1 There shall be an Annual Subscription commencing on 1st July, or such other dates as the Board may decide from time to time.

24 FUNDS

1 The funds of the Association shall be derived from:

1 annual subscriptions, donations, grants and bequests and such other sources as the Board may determine, and

2 such trading activities as are related to the production and dissemination of literature, films, badges and other educational and promotional material which advance the purposes of the Association.

25 ACCOUNTS

1 The treasurer will oversee the implementation of the Delegation of Authority for Expenditure and Purchasing Policy with the support of the Finance Committee

2 Withdrawal / transfer of any monies from the Association's bank accounts is by way of electronic funds transfer and any such transactions must be authorised by two (2) Board approved signatories. Funds for deposit to the Association's bank accounts shall be endorsed, if required, by one (1) of the approved signatories and receipts issued. Two (2) of the approved signatories shall be the Chief Executive Officer (CEO) and the Treasurer.

3 There shall be kept true and accurate accounts of all monies received and expended by the Association. The Association must keep financial records and financial statements in accordance with the Associations Incorporation Reform Act 2012 (Vic).

4 At least once in each year the records of the financial transactions of the Association shall be examined and reported upon by an auditor who shall be a member of either Chartered Accountants Australia or CPA Australia.

26 NON PROFIT

1 The assets and income of the Association must be applied solely in furtherance of its purposes and must not be distributed to members except as bona fide compensation for services rendered or reimbursement of expenses.

2 This shall not preclude the Association from accumulating surpluses which may be spent in future years in accordance with this Constitution.

27 AUDITOR

1 An auditor, who may be a member of the Association, but must not

1 be a Director of the Association; or
2 be a member of any Board Committee, Sub-Committee or advisory body established by the Board; or
3 have held any such position during the two (2) years immediately preceding appointment.

2 An auditor must be a member of either the Institute of Chartered Accountants or the Australian Society of Certified Practising Accountants.

28 WINDING UP

1 In the event of winding up or the cancellation of the Incorporation of the Association, the assets of the Association shall not be distributed other than for a charitable purpose, and where possible shall be distributed to an organisation with purposes similar to those of the Association that prohibits the distribution of income to members.

29 USAGE AND DISPOSAL OF PROPERTY

1 The assets and income of the Association must only be applied in furtherance of the purposes stated in clause 2 and subject to the provisions of the Associations Incorporation Reform Act 2012 (Vic) and no portion shall be distributed, directly or indirectly, to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association .

30 GRIEVANCES AND DISPUTE RESOLUTION

2 The grievance procedure set out in this rule applies to disputes under this Constitution between:

1 a member (in the capacity of member) and another member (in the capacity of member); or
2 a member (in the capacity of member) and the Association.

3 The aggrieved member must give written notice to the Secretary (or another Officer if the grievance involves the Secretary) stating the grievance and the other party to the grievance. The Secretary (or other Officer) shall forward the written notice to the other party within seven (7) days of receipt of the written notice.

4 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.

5 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 (10) days, hold a meeting in the presence of a mediator.

6 The mediator must be:
   1 a person chosen by agreement between the parties; or 2 in the absence of agreement:
      1 in the case of a dispute between a member and another member, a person appointed by the Secretary of the Association; or
      2 in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

7 A member of the Association can be a mediator.

8 The mediator cannot be a member who is a party to the dispute.

9 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

10 The mediator, in conducting the mediation, must:
   1 give the parties to the mediation process reasonable opportunity to be heard; and
   2 allow due consideration by all parties of any written statement submitted by any party; and
   3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

11 The mediator must not determine the dispute.

12 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the *Associations Incorporations Reform Act 2012 (Vic)* or otherwise at law.

31 PATRONS

1 A Patron shall be an organisation or an individual who, in the opinion of the Board, may contribute substantially to the assets or reputation of the Association.

32 AMENDMENT TO CONSTITUTION

2 The Constitution may be amended at any Annual General Meeting of the Association, or at a Special General Meeting called for the purpose, provided

that not less than three-quarters (3/4) of the votes cast shall affirm the amendment.

33 PROPOSALS FOR AMENDMENT TO CONSTITUTION

1 Any proposal to alter this Constitution shall be submitted by the Board acting on its own initiative or in compliance with a requisition in writing addressed to the Secretary and signed by members representing an equivalent of not fewer than 5 (five) percent of the votes.

2 Notice of any such proposal shall be forwarded to each member at least twenty one (21) days in advance of the general meeting at which it is to be voted upon.

34 INTERPRETATION

1 In these Rules words importing only the singular number shall include the plural number and vice versa and words importing only one gender shall include the other gender.

35 USE OF TECHNOLOGY AND ELECTRONIC COMMUNICATION

1 Use of Technology

1 The Association may conduct its business using technology, including electronic communications and electronic meetings.

2 Meetings of the Association, including:

1 Annual General Meetings,

2 Special General Meetings, and

3 meetings of the Board, may be held:

1 in person;

2 by electronic means (including video conferencing,

3 teleconferencing or other communication technology); or

4 as a hybrid meeting combining physical and electronic participation.

3 A member or the Board member participating in a meeting using technology is taken to be:

1 present at the meeting; and

2 entitled to participate and vote,

provided that the technology allows participants to communicate with each other clearly and simultaneously.

2 Electronic Notices

1 Any notice required to be given under this Constitution may be given to a member by:

1 post to the address recorded in the register of members;

2 email to the email address recorded in the register of members;

3 electronic communication via the Association's website or member communication platform; or

4 any other electronic means approved by the Board.

5 A notice sent by email is taken to have been received 24 hours after it is sent, unless the sender receives notification that delivery failed.

6 The accidental failure to give notice to a member does not invalidate a meeting or its proceedings.

3 Electronic Voting

1 Voting at a general meeting or the Board meeting may occur by:
   1 show of hands;
   2 ballot;
   3 electronic polling; or
   4 other secure electronic voting methods approved by the Board.

2 Where a meeting is conducted using technology, the Chair may determine the method of voting.

3 Votes cast electronically have the same validity as votes cast in person.

4 Electronic Appointment of Proxies

1 A member entitled to vote at a general meeting may appoint another member as their proxy.

2 The appointment of a proxy may be made:
   1 in writing;
   2 by email;
   3 through an electronic form approved by the Board; or
   4 through another electronic method approved by the Board.

3 The proxy appointment must be received by the Association before the meeting as specified in the notice of meeting.

5 Electronic Records

1 The Association may keep its records in electronic form.

2 Records that may be kept electronically include:
   1 the register of members
   2 minutes of meetings
   3 financial records
   4 governance documents
   5 correspondence and notices.

3 Electronic records are deemed to be official records of the Association.

6 Technology Failure

1 If technical difficulties arise during a meeting conducted using technology that prevent members from participating:
   1 the Chair may adjourn the meeting; or
   2 the meeting may continue provided a quorum remains present.

2 A temporary failure of technology does not invalidate the proceedings of the meeting.

7 Distribution of Documents

1 The Association may distribute the following documents electronically:
   1 annual reports
   2 financial statements
   3 meeting agendas and papers.

2 Documents may be distributed by:

1 email
2 website publication
3 secure member portal
4 other electronic means approved by the Board.