

# Constitution for Port Melbourne Incorporated

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# Constitution for Port Melbourne Incorporated

## 1 Name of Association

The name of the Association is Port Melbourne Incorporated ("PMI").

## 2 Statement of Purpose & Objects

2.1 The purposes of PMI are to:

- a) Promote communication between businesses in the precinct to build unity, direction and involvement
- b) Market, manage, develop business, and other incidental activities associated with the encouragement and development of commerce, trade, and associated employment in Port Melbourne
- c) Provide equitable representation of businesses within Port Melbourne
- d) Gather and represent the views of Members and other Port Melbourne interests with government and other agencies for transport, infrastructure, public amenities, safety, and environmental sustainable programs.
- e) Provide information dissemination via various media to Members and the wider community

2.2 In addition to these purposes, the purposes of PMI consist of the doing of any lawful thing incidental or conducive to attain the objects or purposes of PMI.

## 3 Powers

3.1 Subject to the Act, PMI may do all things necessary or convenient to carry out its objects or purposes.

## 4 Definitions

4.1 In this Constitution, unless the contrary intention appears these definitions apply:

<b>Term</b>	<b>Definition</b>
Act	Victorian Associations Incorporation Reform Act 2012 (as amended);
Association	has the same meaning as in the Act and refers to PMI;
Ballot	voting conducted in written form (as opposed to a show of hands);
Board	the elected Office Bearers of PMI;
Financial year	each period of 12 months after the expiration of the previous financial year of PMI, commencing on 1 July and ending on the following 30 June;

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General Meeting	a general meeting of Members convened in accordance with the Constitution, and includes a Special General Meeting and an Annual General Meeting;
Special General Meeting	a General Meeting of PMI, other than an Annual General Meeting;
in writing	a communication recorded and transmitted in ink on paper;
Member	a member of PMI
Office-Bearer	a person elected as an officer of PMI at an Annual General Meeting or appointed as an officer of PMI under this Constitution to fill a casual vacancy;
Ordinary Member of the Board	a Member of the Board who is not an Office-Bearer of PMI;
The area subject to the special rate subject to the special rate	the area subject to the special rate as declared when the rate is struck by the City of Port Phillip
Business Day	a day, other than Saturday or Sunday, during which banks are open for general banking business in Victoria whose laws apply in the construction of this Constitution

### **5 Alteration of the Constitution**

- 5.1 This Constitution, the Statement of Purposes, and the objects must not be altered except if amended, repealed, or added to by a special resolution carried at a General Meeting.
- 5.2 A copy of this Constitution, including amendments from time to time, shall remain on PMI's website.

### **6 Membership**

#### **6.1 Members as of right**

The following persons are eligible to be Members as of right:

- a) Owners of property in Port Melbourne or, if applicable, the area subject to the special rate subject to the special rate
- b) Tenants or business operators in Port Melbourne or, if applicable, the area subject to the special rate subject to the special rate
- c) Persons or organisations operating enterprises in Port Melbourne or, if applicable, the area subject to the special rate subject to the special rate that would if rateable be subject to the special rate.

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### **6.2 Members at the Discretion of the Board**

The following persons are eligible to apply to become Members:

- a) Owners of property having a material connection with Port Melbourne, or, if applicable, the area subject to the special rate subject to the special rate
- b) Businesses having a material connection with Port Melbourne, or, if applicable, the area subject to the special rate subject to the special rate
- c) Any other persons or organisations where in the opinion of the Board the membership of the person would further the objects of PMI.

Members of these categories can attend General Meetings, but cannot vote, or stand for office.

### **6.3 Application Processes: Tenants or business operators**

The Secretary or its delegate is responsible to contact by any means the tenants or business operators of all businesses operating in Port Melbourne, or, if applicable, the area subject to the special rate and supply them with a copy of an application form for membership.

### **6.4 Application Processes: Owners**

The City of Port Phillip will distribute the membership application form to owners of properties within the area subject to any special rate of the special rate annually. The Secretary or its delegate is responsible to receive the completed owner-membership application forms from the City of Port Phillip and enter the details in the Register of Members.

6.5 Persons eligible to be Members under Clause 6.1 become Members when they have completed the application form and the Board accepts the application

6.6 Persons eligible to be Members under Clause 6.1 and 6.2 become Members when:

- a) They have completed the application form; and
- b) They have had their application approved by the Board; and
- c) They have paid the annual membership fee applicable to that category of membership, and
- d) The Secretary enters their names in the Register of Members

6.7 As soon as practicable after the receipt of an application form from persons eligible to become members under Clause 6.2, the Secretary must refer the application to the Board.

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- 6.8 When the Secretary refers an application under Clause 6.2 to the Board, the Board by majority vote must determine at that meeting, or the next, whether to approve, or reject the application.
- 6.9 If the Board makes a decision on an application for membership under the preceding Clause, the Secretary must, as soon as practicable:
- a) Notify the applicant in writing of the approval or rejection of the application for membership, whichever is applicable; and
  - b) If the Board approved the application, request payment within 14 days after receipt of the notification of the sum payable as the entrance fee and the first year's annual subscription.
- 6.10 The Secretary must, within twenty-eight days after receipt of the amounts referred to in Clause 6.9 and within the period mentioned in that Clause, enter the applicant's name in the Register of Members
- 6.11 An applicant for membership becomes a Member and can exercise the rights of membership of that category when Secretary enters the Member's name in the Register of Members. The Member ceases to be Member when their name is removed from the Register of Members.

## **7 Termination of Membership**

- 7.1 A person ceases to be a Member if that person:
- a) Dies; or
  - b) Resigns from membership by giving one month's notice in writing to the Secretary of his or her intention to resign; or
  - c) By virtue of being an owner of property in Port Melbourne, or, if applicable, the area subject to the special rate, ceases to be the owner of a property in Port Melbourne, or, if applicable, the area subject to the special rate, as evidenced by a later membership form by virtue of that address having been provided to the Secretary by the City of Port Phillip; or
  - d) By virtue of being a tenant or business operator in Port Melbourne, or, if applicable, the area subject to the special rate ceases to be a tenant or business operator in Port Melbourne, or, if applicable, the area subject to the special rate, as evidenced by a later membership form by virtue of that business having been supplied to the Secretary; or
  - e) Becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors or makes an assignment of their estate for their creditors' benefit; or
  - f) Becomes a represented person within the meaning of the Guardianship and Administration

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Act 1981; or

- g) Belongs to one of the categories of membership listed in Clause 6.2, and is expelled from PMI under Clause 13
- h) Belongs to one of the categories of membership listed in Clause 6.2, and fails to pay the annual membership fee within 28 days of its falling due; or
- i) Becomes, if the Board so decides at its absolute discretion, an untraceable member, having been unable to be contacted at his or her registered address for a period of three months.

7.2 Once the Member ceases to be a Member:

- a) The Secretary must record in the Register of Members the date on which the Member ceased being a Member;
- b) If the Member belongs to one of the categories of membership listed in Clause 6.1, their entitlement to membership passes to the person currently liable to pay the special rate, and the person acquiring such entitlement may become a Member upon:
  - i) Demonstrating to the Secretary their entitlement to membership; and
  - ii) Completing the application form, and
  - iii) Having their names entered in the Register of Members by the Secretary,

except that their entitlement to attend General Meetings, to vote, and to stand for office shall not commence until 21 days have passed since the entry in the Register of Members

7.3 A Member cannot resign from membership except in accordance with this Clause.

## **8 Rights, Privileges, & Obligations of Members**

8.1 A right, privilege, or obligation of a person by reason of membership:

- a) Is not capable of being transferred or transmitted to another person; and
- b) Terminates upon the cessation of membership as set out in Clause 7.1

8.2 The liability of a Member to contribute towards the payment of the debts and liabilities of PMI or the costs, charges and expenses of the winding up of PMI is limited to the amount (if any) unpaid by the Member regarding membership of PMI.

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### **9 Delegates**

- 9.1 Any Member other than a natural person must participate in the affairs of PMI through their nominated delegate.
- 9.2 Members as of right may nominate one delegate with a material interest in Port Melbourne or, if applicable, in the special rate area to General Meetings for every property in Port Melbourne, which may be subject to the special rate, whatever the level of that special rate.
- 9.3 Such delegates can attend General Meetings, to vote, and to stand for office.
- 9.4 Any Member other than a natural person may change the name of their delegate at any time by written notification to the Secretary, but five Business Days after such notification shall pass before such a delegate may attend General Meetings, vote, or stand for office.

### **10 Members' Voting Rights**

Members under:

- a) Clause 6.1 (a) can vote at general meetings and to stand for office in PMI
- b) Clause 6.1 (b) can vote at general meetings and to stand for office in PMI
- c) Clause 6.1 (c) can vote at general meetings and not to stand for office in PMI
- d) Clause 6.2 (a) cannot vote at general meetings and not to stand for office in PMI
- e) Clause 6.2 (b) cannot vote at general meetings and not to stand for office in PMI
- f) Clause 6.2 (c) cannot vote at general meetings and not to stand for office in PMI

### **11 Register of Members**

- 11.1 The Secretary must keep and maintain the Register of Members containing:
- a) The full name of the Member;
  - b) The postal or residential address of the Member;
  - c) If applicable, the email address of the Member;
  - d) The date of admission as Member;
  - e) The category of membership to which the Member belongs;



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- f) The date the person ceased to be Member;
- g) Details of, and reasons for, any termination or reinstatement of membership;
- h) Any other particulars that the Board (or the Members at a General Meeting) decide

11.2 The Register of Members must be kept:

- a) At the main premises of PMI; or
- b) If PMI has no premises, at PMI's official address; or
- c) At such other place as the Members at a General Meeting, decide.

11.3 The Register of Members must be available for inspection during business hours on a Business Day free of charge by any Member upon request to the Secretary, provided they have given reasonable notice.

11.4 A Member may make a copy of, or take an extract from, the Register of Members, but has no right to remove the Register of Members for that purpose, except by arrangement with the Secretary.

11.5 A Member may obtain from the Secretary a copy of any part of the Register of Members on payment of a fee to cover printing and administrative costs for each page copied.

11.6 A Member may ask that any information contained on the Register of Members about them (other than the Member's name) not be available for inspection by other Members. If the Board has reasonable grounds to believe the disclosure of information would put the Member at risk of harm, the information must not be made available for inspection.

11.7 A Member must not use information about a person obtained from the Register of Members to contact or send material to that person, other than for:

- a) The purposes of sending that person a newsletter, a notice about a meeting, or other event relating to PMI, or other material about PMI; or
- b) Any other purpose necessary to comply with a requirement of the Act

## **12 Disputes & Mediation**

12.1 The grievance procedure set out in this Clause applies to disputes between a:

- a) Member and another Member (in their capacity as Members); or
- b) Member and PMI

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- 12.2 First, the parties to a dispute must meet and discuss the issues in dispute, and, if possible, resolve the dispute within 14 Business Days after the dispute comes to the attention of all the parties.
- 12.3 If the parties are unable to resolve the dispute at the meeting in accordance with Clause 12.2, or if a party fails to attend that meeting, then the parties must, within 10 Business Days, appoint a mediator and hold a mediation
- 12.4 The mediator must be:
- a) A person chosen by agreement between the parties to the dispute; or
  - b) In the absence of agreement and in the case of a dispute between a:
    - i) Member and another Member, a mediator appointed by the Board; or
    - ii) Member and PMI, a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 12.5 A Member can be a mediator.
- 12.6 The mediator cannot be a Member who is a party to the dispute.
- 12.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 12.8 The mediator, in conducting the mediation, must:
- a) Give the parties to the mediation every opportunity to be heard; and
  - b) Allow due consideration by all parties of any written statement submitted by any party; and
  - c) Ensure that natural justice is accorded to the parties to the dispute throughout mediation
- 12.9 The mediator must not determine the dispute.
- 12.10 The mediation is confidential and without prejudice.
- 12.11 If mediation does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- 12.12 This Clause does not affect the operation of Clause 13 on Discipline.

## **13 Discipline**

- 13.1 A complaint to the Board may be made by any Member, that a Member has:

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- a) Refused or neglected to comply with any provision of this Constitution, or;
  - b) Persistently and wilfully acted in a manner injurious or prejudicial to the interests of PMI; or
  - c) Been guilty of conduct unbecoming; or
  - d) Been convicted of an indictable offence
- 13.2 The Board may refuse to deal with a complaint if it considers the complaint is trivial or vexatious
- 13.3 If the Board decides to deal with the complaint, the Board must:
- a) Serve written notice of the complaint on the Member concerned; and
  - b) Give that Member fourteen days from the time the notice is served within which to make submissions to the Board in response to the complaint, and
  - c) Take into consideration any submissions made by that Member about the complaint.
- 13.4 If following the Board's consideration, the Board believes the complaint is justified, the Board may recommend to a General Meeting that the Member concerned be suspended or expelled and, if that Member belongs to a category of membership listed in Clause 6.2, may recommend that the Member be expelled.
- 13.5 If, at the meeting of the Board, the Board resolves to recommend the suspension or expulsion of the Member, the Secretary shall convene a General Meeting to be held within 21 days after the date on which the Board made its resolution.
- 13.6 At a General Meeting convened under Clause 13.5:
- a) No business other than the question of suspension or expulsion of the Member concerned may be conducted; and
  - b) The Board may place before the meeting details of the grounds for the recommendation and the reasons for the passing of the recommendation; and
  - c) The Member, or their representative, must be given an opportunity to be heard; and
  - d) The Members present must vote by secret ballot on the question whether the Member shall be suspended or expelled
- 13.7 A recommendation for suspension or expulsion is confirmed only if, at the General Meeting, it is supported by two-thirds of the Members present and voting in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

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13.8 A Member of an incorporated association who is the subject of a disciplinary procedure must not initiate a grievance procedure in relation to the matter, which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.

### **14 Notice of General Meetings**

14.1 The Secretary, at least fourteen days, or, if a special resolution has been proposed, at least twenty-one days, before the date fixed for holding a General Meeting, must send, as specified in Clause 48 to Members a notice stating the place, date and time of the meeting and the nature of the proposed business conducted at the meeting.

14.2 No business other than that set out in the notice convening the meeting may be conducted at the General Meeting.

14.3 A Member intending to bring any business before a meeting must notify the Secretary of that business in writing, or by electronic transmission, and the Secretary must include that business in the next notice calling a General Meeting.

14.4 The accidental omission to give notice of a meeting to any Member, or the non-receipt of notice of meeting by any Member, shall not invalidate any proceedings or resolutions at any meeting of PMI or any Board.

14.5 At least 14 days before the day on which a General Meeting is to be held, the Secretary is to publish on the PMI website a notice specifying the:

- a) Place, day and time at which the meeting is to be held; and
- b) Nature of the business that is to be transacted at the meeting

### **15 Annual General Meetings**

15.1 PMI must, at least once in each calendar year and within five months after the end of each Financial year of PMI, call an Annual General Meeting of Members.

15.2 An Annual General Meeting is to be in addition to any other General Meeting that may be held in the same year.

15.3 Subject to Clauses 15.1 and 15.2, the Board may determine the date, time and place of the Annual General Meeting

15.4 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.

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- 15.5 The ordinary business of the Annual General Meeting is to:
- a) Confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and
  - b) Receive from the Board reports upon the transactions of PMI during the preceding financial year; and
  - c) Elect the Board
- 15.6 The Annual General Meeting may conduct any special business of which notice has been given in accordance with this Constitution.
- 15.7 All Members are entitled to attend, or (in the case of a Member association) to nominate a delegate to attend, the Annual General Meeting. Any other person may be admitted to the meeting if the Chair so decides.
- 16 Special General Meetings**
- 16.1 In addition to the Annual General Meeting, other General Meetings may be held in the same year.
- 16.2 All General Meetings other than the Annual General Meeting are Special General Meetings.
- 16.3 The Board may, whenever it thinks appropriate convene a Special General Meeting
- 16.4 The Board must, on the request in writing of a minimum of 75% of Members convene a Special General Meeting
- 16.5 The request for a Special General Meeting must:
- a) State the objects of the meeting; and
  - b) Be signed by the Members requesting the meeting; and
  - c) Be sent to the address of the Secretary; and
  - d) May consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 16.6 If the Board does not hold or convene a Special General Meeting within one month after the date on which the Secretary receives the request, any of the Members making the request may convene a Special General Meeting no later than three months after that date.
- 16.7 If Members convene a Special General Meeting in accordance with Clause 16.6, the Members must convene the meeting in the same manner, as far as possible, as a meeting convened by the Board.

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PMI must refund all reasonable expenses incurred in convening the Special General Meeting to the persons incurring the expenses.

- 16.8 PMI may hold Special General Meetings, or permit Members to take part in Special General Meetings, by using any technology that allows Members to communicate clearly and simultaneously with each other participating Member.
- 16.9 A Member who participates in a Special General Meeting in a manner permitted under Clause 16.8 is taken as present at the meeting and, if the person votes at the meeting, is taken to have voted in person.
- 16.10 All Members are entitled to attend any Special General Meeting. Any other person may be admitted to the meeting, if the Chair so decides.

### **17 Special Business**

All business conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the Constitution as ordinary business of the Annual General Meeting, are deemed special business.

### **18 Quorum at General Meetings**

- 18.1 No business may be conducted at a General Meeting unless a quorum of Members, entitled under this Constitution to vote, is present at the time when the meeting is considering such business.
- 18.2 A Member may take part and vote in a General Meeting in person or by proxy.
- 18.3 A Member may take part and vote in a General Meeting by using any technology that reasonably allows the Member to communicate clearly and simultaneously with each other participating Member.
- 18.4 Seven Members present in person (who are themselves entitled under this Constitution to vote at a General Meeting) constitute quorum for the conduct of the business of a General Meeting.
- 18.5 If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, then:
- a) In the case of a meeting convened upon the request of Members, the meeting is dissolved; and
  - b) In any other case, the meeting stands adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the

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same place.

- 18.6 If, at the adjourned meeting, quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members personally present (being not less than five) constitutes quorum.

### **19 Presiding at General Meetings**

- 19.1 The President, or in the President's absence, a Vice-President, shall preside as Chair at each General Meeting
- 19.2 If the President and the Vice-Presidents are absent from a General Meeting, or are unable to preside, or decline to preside, the Members present must elect an Office-Bearer present to preside as Chair.

### **20 Adjournment of General Meetings**

- 20.1 With the consent of a majority of Members present at the meeting, the Chair may adjourn the meeting from time to time and place to place.
- 20.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 20.3 If a meeting is adjourned for fourteen days or more, notice of the adjourned meeting must be given to Members in accordance with Clause 14.
- 20.4 Except as provided in Clause 20.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

### **21 Voting at General Meetings**

- 21.1 All votes must be given by persons attending or by proxy.
- 21.2 Each Member who belongs to a category of membership that carries the right to vote, and is present, at a General Meeting in person or by proxy (including the person presiding at the meeting), is entitled to one vote. Except that, in the event of an equality of votes, the Chair has both a deliberative vote and a casting vote.
- 21.3 A Member cannot vote at a General Meeting unless all money due and payable by that Member to PMI has been paid.
- 21.4 The method of voting at General Meetings is to be decided by the Board

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### **22 Ballot at General Meetings**

- 22.1 If at a General Meeting, a ballot on any question or issue is demanded by not less than three Members present in person or by proxy, or by one-fifth of the Members present, whichever is the greater, it must be taken at that meeting, in such manner as the Chair directs, and the resolution of the ballot is deemed a resolution of the meeting on that question or issue.
- 22.2 If a ballot is held, the Chair must appoint two Members to conduct the ballot in the way the Chair decides.

### **23 Voting by Proxy**

- 23.1 Each Member can appoint another Member as a proxy of the appointing Member to attend and vote on behalf of the appointing Member at any General Meeting by written notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- 23.2 No person can hold more than two proxies
- 23.3 The notice appointing the proxy must be in the form approved by the Board.
- 23.4 The person appointing a proxy must sign the form.
- 23.5 Proxies count in calculating the number required calling for a secret ballot, and the number required to pass a motion, but not in calculating the number required for quorum.
- 23.6 Unless otherwise instructed by the Member appointing the proxy, the proxy may vote, as the proxy considers appropriate.
- 23.7 If a Member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the form approved by the Board.

### **24 Postal Ballots**

- 24.1 PMI may hold a postal ballot to determine any issue or proposal (except a Member's appeal under the disciplinary provisions) other than for a special resolution to change these Clauses.
- 24.2 A postal ballot is to be conducted as the Board directs.
- 24.3 Ballot papers may be distributed to all Members, and Members may respond:
- a) Through the post; or
  - b) Where applicable, by fax; or



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- c) Where applicable, through scanning and emailing the document

### **25 The Board**

- 25.1 The Board shall manage and control the affairs of PMI. In addition to any powers and authorities conferred by this Constitution, the Board may exercise all such powers and do all such things as are within the objects of PMI.
- 25.2 Subject to the Act, the Board has the authority to interpret the meaning of this Constitution and any other matters about the affairs of PMI on which this Constitution is silent.
- 25.3 The Board shall consist of a minimum of five and a maximum of twelve Members elected as in Clause 26 or appointed to fill casual vacancies under Clause 26.15.
- 25.4 An act performed by the Board, sub-committee, or a person acting as a Member of the Board is taken to have been validly performed, even if the act was performed when:
- a) There was a defect in the appointment of a Member of the Board or sub-committee; or
  - b) A Board Member or sub-committee Member was disqualified from being a Member.

### **26 Election of Ordinary Board Members**

- 26.1 Any Member over the age of eighteen may nominate for the position of Ordinary Member of the Board.
- 26.2 All nominations of candidates for election to the position of Ordinary Member of the Board must be:
- a) Submitted in writing, signed by two Members and accompanied by the written consent of the candidate; and
  - b) Delivered to the Secretary not less than fourteen days before the date fixed for the holding of the Annual General Meeting.
- 26.3 The Secretary will post a list of the candidates' names in alphabetical order, with the names of the Members who nominated each candidate on PMI's website for at least seven days before the Annual General Meeting.
- 26.4 If insufficient nominations are received to fill all vacancies on the Board, the nominated candidates are deemed elected and further nominations may be received from Members at the Annual General Meeting.
- 26.5 If the number of nominations received is equal to the number of vacancies to be filled at the Annual General Meeting, the nominated persons are deemed elected.

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- 26.6 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held at the Annual General Meeting.
- 26.7 Each Member present in person or by proxy and eligible to vote at the Annual General Meeting may vote for one candidate for each vacant position on the Board.
- 26.8 The ballot must be conducted in a manner determined from time to time by resolution at a General Meeting
- 26.9 If nominations from Members are less than the number of remaining vacancies, the unfilled vacancies are taken as casual vacancies. Those vacancies may be filled by the new Board in accordance with Clause 26.15 of this Constitution.
- 26.10 The Chair must declare the Members chosen by ballot as duly elected Members of the Board.
- 26.11 A Member who is eligible for election or re-election under this clause may:
- a) Propose or second himself or herself for election or re-election; and
  - b) Vote for him or her.
- 26.12 At the first General Meeting after the adoption of two-year terms, the eight Ordinary Members elected to the Board shall draw lots for 4 two-year terms and 4 one-year terms.
- 26.13 At each subsequent General Meeting, four Ordinary Members shall be elected and unless disqualified will hold office for two years.
- 26.14 Each ordinary Member of the Board shall hold office (unless disqualified), until the conclusion of the Annual General Meeting occurring in the second year after the date of their election, but is eligible to stand for re-election.
- 25.15 In the event of a casual vacancy occurring in the office of an ordinary Member of the Board, the Board may appoint any Member to fill the vacancy and the Member appointed shall hold office (unless disqualified), until the conclusion of the Annual General Meeting next following the date of the appointment.
- 26.16 The vacancy caused by the conclusion of the term of a Board Member appointed to fill a casual vacancy shall be filled by election at the Annual General Meeting. The Member elected shall (unless disqualified), hold office for the residue of the term of office of the Member whose retirement initially caused the casual vacancy.

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### **27 Office-Bearers**

27.1 The Office-Bearers shall be:

- a) President;
- b) Two Vice-Presidents;
- c) Treasurer; and
- d) Secretary

### **28 Election of Office-Bearers**

28.1 Any Member over the age of eighteen may nominate for any Office-Bearer position. A Member may nominate for more than one position.

28.2 At the first meeting of the Board following the Annual General Meeting, the Ordinary Members present in person or by proxy will call for nominations to the Office-Bearer positions and elect a President from the nominees for that position. The Board shall then proceed to elect the Vice-Presidents, and then to elect a Treasurer, and then to elect a Secretary.

28.3 A person elected to any office shall have any nominations they may have made to any other office withdrawn from consideration.

28.4 The Secretary shall serve as the public officer.

28.5 Unless otherwise disqualified, each Office-Bearer shall hold office until the conclusion of the Annual General Meeting next after the date of his or her election but is eligible for re-election.

28.6 In the event of a casual vacancy in any office referred to in Clause 27.1, the Board may appoint any Member to the vacant office and the Member appointed may continue in office until the conclusion of the Annual General Meeting next following the date of the appointment.

28.7 Retiring Office-Bearers may stand for re-election, but cannot serve in the same office for more than three consecutive terms. Such Members may nominate for office on the effluxion of one-year absence.

28.8 No person shall hold more than one office at the same time.

### **29 Vacancies on the Board**

29.1 An Office-Bearer's position, or that of an Ordinary Member of the Board, becomes vacant if the Office-Bearer or Member:

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- a) Ceases to be Member; or
  - b) Becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors or makes an assignment of his or her estate for their benefit; or
  - c) Resigns from office by notice in writing to the Secretary; or
  - d) Is removed from office under Clause 37; or
  - e) Becomes a represented person within the meaning of the Guardianship and Administration Act 1986 (as amended); or
  - f) Is disqualified from office under the Act; or
  - g) Is absent without the consent of the Board from all meetings of the Board held during a period of six months; or
  - h) Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months; or
  - i) Ceases to reside in Australia
- 29.2 A Member of the Board may resign from the Board by giving written notice of resignation to the Secretary.
- 29.3 The resignation takes effect at:
- a) The time the notice is received by the Secretary; or
  - b) If a later time is stated in the notice, the later time
- 29.4 The continuing Members of the Board may act despite a casual vacancy on the Board.
- 29.5 If the number of Board Members is less than the number fixed under Clause 32.1 as quorum of the Board, the continuing Members may act only to:
- a) Increase the number of Board Members to the number required for quorum; or
  - b) Call a general meeting

### **30 Board Meetings**

- 30.1 The Board may meet and conduct its proceedings in accordance with the provisions of this Constitution.

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30.2 The Board may hold meetings, or permit Members of the Board to participate in meetings, by using any technology that allows Members to communicate clearly and simultaneously with each other participating Member.

30.3 The Board must meet at least three times in each year, at such place and such times, as the Board determines.

30.4 Additional meetings of the Board may be convened by the Chair, or by at least one-third of the Members of the Board.

30.5 If the Secretary receives a written request signed by at least one-third of the Members of the Board, the Secretary must call a meeting of the Board by giving each Member of the Board notice of the meeting within seven days after the Secretary receives the request.

30.6 If the Secretary is unable or unwilling to call the meeting, the Chair must call the meeting.

30.7 A request for a Board meeting under Clause 30.5 must state why the meeting is to be called

30.8 A notice of a Board meeting called under Clause 30.5 must state the:

- a) Date, time and place of the meeting; and
- b) Business to be conducted at the meeting

30.9 A meeting of the Board must be held within fourteen days after notice of the meeting is given to the Members of the Board.

30.10 Members or the public may attend meetings of the Board to the extent allowed by this Constitution. The Board may at any time, by majority vote:

- a) Invite a person not a Member of the Board to attend a Board meeting or any part of a meeting, or
- b) Exclude a person not a Member of the Board from a Board meeting or any part of a meeting

### **31 Notice of Board Meetings**

31.1 Notice of each Board meeting must be given to each Member of the Board at least five Business Days before the date of the meeting.

31.2 Written notice of each Board meeting is to be served on each Member of the Board by:

- a) Giving it personally to the Member during business hours at least five Business Days before the proposed meeting day; or

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- b) Leaving it, during business hours at least five Business Days before the proposed meeting day at the Member's postal or residential address, or place or address of business or employment, or as recorded on the Register of Members; or
- c) Sending it by post to the person's postal or residential address or address of business or employment , or as recorded on the Register of Members in sufficient time for it to be delivered to that address in the ordinary course of post at least five Business Days before the proposed meeting day; or
- d) Faxing it to the Member's facsimile number , or as recorded on the Register of Members at least five Business Days before the proposed meeting day; or
- e) Emailing it to the Member's email address, or as recorded on the Register of Members at least five Business Days before the proposed meeting day.

### **32 Quorum for Board Meetings**

- 32.1 One-half of the number of Board Members plus one (rounded up to the nearest whole number) constitutes quorum for the conduct of the business of a meeting of the Board.
- 32.2 A Board Member who participates in the meeting as described in Clause 30.2 is taken as present at the meeting.
- 32.3 No business may be conducted unless quorum is present.
- 32.4 If, within half an hour of the time appointed for the Board meeting, quorum is not present, the meeting stands adjourned to the same place and the same time and day in the following week.

### **33 Presiding at Board Meetings**

- 33.1 At meetings of the Board:
  - a) The President or, in the President's absence, a Vice-President presides as Chair; or
  - b) If the President and the Vice-Presidents are absent, or are unable to, or decline to, preside, the Members present must choose another Office Bearer present to preside.

### **34 Voting at Board Meetings**

- 34.1 Questions or issues that arise at a meeting of the Board (or a sub-committee appointed by the Board) are determined by a majority of votes, on a show of hands, or, if a Member requests, by a ballot taken in such manner, as the Chair presiding at that meeting determines.
- 34.2 Each Member present at a meeting of the Board, or at a meeting of any sub-committee appointed by

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the Board (including the person presiding at the meeting), is entitled to one vote. Except that the Chair of the meeting has a deliberative vote and a casting vote in the event of an equality of votes.

- 34.3 Any act done, or purporting to have been done, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Member of the Board or sub-committee.

### **35 Circulating Resolutions**

- 35.1 The Board may pass a resolution without holding a Board meeting if a majority of the Board Members entitled to vote on the resolution cast their vote either in favour of or against that motion.

Voting intention must be provided in writing to each Board Member (this may include a facsimile transmission or an email from the email account registered for that Board Member with the Secretary). The proposed resolution lapses, if no majority decision is possible.

- 35.2 Board Members who do not support the resolution must indicate this on the document circulated or by email attachment and sign as stated in the preceding clauses.

Separate copies of a document may be used for signing by Board Members, if the wording of the resolution and statement is identical on each copy.

Hard copies showing the voting intentions of every Board Member who has voted on the resolution must be kept with PMI's minutes.

- 35.3 A circulating resolution is deemed passed on the day and time when the document was signed by the Member, whose signature achieves a majority

Every resolution passed must be entered in the minutes of the next meeting of the Board held as soon as practicable.

### **36 Disclosure of Interest**

- 36.1 A Board Member who has a direct or indirect material personal interest in a contract, or proposed contract, made by, or in the contemplation of, PMI must disclose the nature and extent of the interest to the Board in accordance with the Act.

- 36.2 A Board Member having a direct or indirect material personal interest in a matter being considered at a Board meeting must not be present for any deliberations and must not vote on any motion of the Board for that matter.

- 36.3 Clauses 36.1 and 36.2 do not apply where

a) That direct or indirect material personal interest exists only by virtue of the fact that the

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Member of the Board is a Member of a category of persons for whose benefit PMI is established; or

- b) That direct or indirect material personal interest exists only by virtue of the fact that the Member of the Board is an employee of PMI; or
- c) The Member of the Board has that direct or indirect material personal interest in common with all or a substantial proportion of the Members

36.4 If there is no quorum of Board Members to consider a matter because of Clause 36.2, one or more Board Members (including those who have a material personal interest in the matter) may call a Special General Meeting and the Special General Meeting may pass a resolution to deal with the issues.

36.5 The Secretary must record the disclosure in the minutes of the meeting of the Board at which it is made.

36.6 The Chair must ensure a Board Member who has a direct or indirect material personal interest in a contract, or proposed contract, complies with the Act.

36.7 If, at a meeting of the Board or a sub-committee, a Member of the Board or sub-committee votes for any matter in which the Member has a direct or indirect material personal interest, that vote is not to be counted.

### **37 Removal of Board Members**

37.1 PMI in a General Meeting may as it sees fit, by resolution, remove any Member of the Board before the expiration of the Member's term of office and appoint another Member in his or her place to hold office until the expiration of the term of the first-mentioned Member.

37.2 A Board Member has no right of appeal against the Member's removal from office under this Clause

37.3 A Member who is the subject of a proposed resolution referred to in Clause 37.1 may make representations in writing to the Secretary or Chair (not exceeding a reasonable length) and may request that the representations be provided to the Members

37.4 The Secretary or the Chair may give a copy of the representations to each Member or, if they are not so given, the Member is entitled to require that they be read out at the meeting.

### **38 Minutes of Meetings**

38.1 The Secretary must keep proper minutes of the resolutions and proceedings of each General Meeting, and each Board meeting, and a record of the names of persons present at Board meetings, and must



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enter these within one month after the relevant meeting in minute books kept for the purpose.

- 38.2 The minutes kept pursuant to this Clause must be confirmed by a resolution passed by the Members or the Members of the Board (as applicable) at a subsequent meeting.
- 38.3 The Chair must ensure that, the minutes taken at a General Meeting or Board meeting under Clause 38 are checked and signed as correct by the Chair of the meeting to which those minutes relate, or by the Chair of the next succeeding General Meeting, or Board meeting, as the case requires.
- 38.4 When minutes have been entered and signed as correct under this Clause, they are, until the contrary is proved, evidence that:
- a) The General Meeting or Board meeting to which they relate was duly convened and held;
  - b) All proceedings recorded as having taken place at the meeting did in fact take place at that meeting; and
  - c) All appointments or elections purporting to have been made at that meeting have been validly made.
- 38.5 If requested in writing by a Member, the Secretary must, within fourteen days after the request is made:
- a) Make the minute book for a particular General Meeting available for inspection by the Member at a mutually agreed time and place; and
  - b) Give the Member copies of the minutes of the meeting.
- 38.6 PMI may require the Member to pay the reasonable costs of providing copies of the minutes.

## **39 Sub-Committees**

- 39.1 The Board may, in writing, delegate to one or more sub-committees the exercise of specified functions of the Board, other than:
- a) This power of delegation; and
  - b) Any function imposed on the Board by the Act, by any other applicable law, or by resolution in General Meeting.
- 39.2 The Board may co-opt any person as a Member of a sub-committee, whether or not the person is a Member. That person has no vote either on the Board or at any General Meeting.
- 39.3 A delegation under this Clause may be made subject to any conditions or limitations that the Board

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imposes.

- 39.4 Despite any delegation under this Clause, the Board may continue to exercise any function delegated.
- 39.5 Any act done by a sub-committee acting in the exercise of a delegation under this Clause has the same effect as it would have if it had been done by the Board.
- 39.6 The Board may revoke in writing wholly or in part any delegation under this Clause.
- 38.7 Subject to any directions from the Board, any sub-committee may meet and adjourn, as it considers appropriate.
- 39.8 Subject to any directions from the Board, a sub-committee may elect a chair of its meetings.
- 39.9 A question or issue that arises at a sub-committee meeting is to be decided by a majority vote of the Members present at the meeting, except that in the event of an equality of votes, the chair of the meeting has both a deliberative vote and a casting vote.

### **40 Executive Committee**

- 40.1 The President, Vice-Presidents, Treasurer, and the Secretary constitute the Executive Committee.
- 40.2 During the period between meetings of the Board, the Executive Committee may issue instructions to the public officer and servants of PMI in matters of urgency connected with the management of the affairs of PMI.
- 40.3 The Executive Committee is to report on any instructions issued under Clause 40.2 to the next meeting of the Board.

### **41 Income and Property**

- 41.1 No portion of the income or property of PMI is to be paid or transferred to any Member of PMI unless the payment or transfer is made in accordance with this Clause
- 41.2 PMI may, provided alternative quotations have been sought and compared:
- a) Pay a servant, agent, employee, or sub-contractor or Member:
    - i) Remuneration in return for services rendered to PMI, or for goods supplied to PMI, in the ordinary course of business of that person; or
    - ii) Remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by that person for any of the objects or purposes of PMI; or
    - iii) Interest at a reasonable rate on money lent to PMI by that person; or

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- iv) A reasonable amount by way of rent for premises, or a part of premises, let to PMI by that person; and
  - b) If so requested by or on behalf of any other association, organisation or body, appoint or nominate a Member to an office in that other association, organisation or body
- 41.3 Despite Clause 41.2 a) PMI is not to pay a person any amount under that Clause unless PMI or the Board has first approved that payment.
- 41.4 Despite Clause 41.3 b), PMI is not to appoint or nominate a Member under that Sub-Clause to an office for which remuneration is payable unless PMI or the Board has first approved:
- a) That appointment or nomination; and
  - b) The receipt of that remuneration by that Member

## **42 Funds**

- 42.1 PMI must open an account with a financial institution from which all expenditure of PMI is made and into which all of PMI's revenue is deposited.
- 42.2 The Treasurer of PMI must:
- a) Collect and receive all money due to PMI and make all payments authorised by PMI; and
  - b) Keep correct accounts and books showing the financial affairs of PMI with full details of all receipts and expenditure connected with the activities of PMI; and
  - c) Provide a monthly report of current financial position to the Board at each meeting for approval by the Board

The Treasurer may delegate the execution of these duties to any suitable person but must retain responsibility for their performance.

- 42.3 All money received by PMI must be deposited as soon as practicable and without deduction to the credit of PMI's financial institution account.
- 42.4 As soon as practicable after receiving any money, the Secretary or Treasurer must issue an appropriate receipt.
- 42.5 A payment is not to be drawn on PMI's account except to make a payment authorised by the Board.
- 42.6 Cheques, other than cheques for wages, allowances, or petty cash recoupment, must be crossed 'not negotiable'.

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- 42.7 Two Members of the Board authorised to do so by the Board must:
- a) Sign all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments
  - b) Approve all electronic banking transactions

42.8 The Treasurer must maintain a petty cash account system for all money paid from, or into any petty cash account.

42.9 The Board must approve or ratify all expenditure.

### **43 Auditors**

43.1 At each Annual General Meeting, if required to do so by the Act, the Members present at the meeting may appoint a person meeting the requirements of the Act as the auditor.

### **44 Financial Governance**

44.1 The financial affairs of PMI shall be conducted as required by the Act

### **46 Execution of contracts or other documents by Signature**

46.1 The Board may execute any agreement, contract or other document as follows:

- a) Two Members of the Executive, or
- b) One Member of the Executive and one Ordinary Member of the Board

### **47 Notice to Members**

47.1 Any notice required to be given to a Member, by or on behalf of PMI, under this Constitution may be given by:

- a) Delivering the notice to the Member personally; or
- b) Sending it by pre-paid post addressed to the Member at that Member's address shown in the Register of Members; or
- c) Facsimile transmission; or
- d) Electronic transmission

47.2 The Board shall decide in which of the methods above the notice must be given.

47.3 Notice of the following meetings must be given in writing:

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- a) A meeting called to hear and decide the appeal against the Board's decision to:
  - i) Reject an application for membership; or
  - ii) Terminate a Member's membership;
- b) A meeting called to hear and decide a proposed special resolution of PMI.

### **48 Custody, Inspection of Books & Records**

48.1 Except as otherwise provided in this Constitution, the Secretary must keep in its custody or under its control:

- a) Record and other documents of PMI; and
- b) This Constitution; and
- c) Minutes of all Board meetings and general meetings

48.2 If requested to do so by a Member, the Secretary must permit the Member or their representative at a reasonable time during business hours and on a Business Day to inspect the:

- a) Constitution;
- b) Minutes of general meetings:
  - i) At the main premises of PMI, or
  - ii) If PMI has no premises, at PMI's official address

48.3 The Secretary must give a Member a copy of anything referred to in Clause 48.2 within seven days if the Member:

- a) Requests a copy; and
- b) Pays the prescribed fee (if any)

48.4 The Secretary must post on PMI's website, the:

- a) Constitution;
- b) Minutes of general meetings

48.5 Any Office-Bearer vacating office must return to the premises of PMI within fourteen days any records or property held by the Office-Bearer other than on those premises.

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### **49 Winding Up**

- 49.1 If PMI is wound up, any surplus assets must not be distributed to the Members or former Members and (subject to the Act and any Court order) must be distributed to another like organisation or organisations, so long as that other organisation or organisations are not carried on for the profit or gain of its members.