

Toora Women Incorporated

Constitution

November 2024

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Part 1 - Preliminary

1. Name

- (1) The name of the Association is Toora Women Incorporated (ABN 11 099 754 393).

2. Preamble

- (1) Toora Women Incorporated ('Toora') was established in 1982 as a feminist collective. The move to a Constitution reflected the shift to a more formal governance model.
- (2) Toora is run for women by women.
- (3) Toora embraces and acknowledges a gender specialist focus and perspective, incorporating women's views in their own situations and in planning, development and evaluation.
- (4) Toora embraces and acknowledges the complexity of intersectional vulnerabilities including mental illness, trauma, intergenerational trauma, and disability.
- (5) We work with parents and families, and with cultural and linguistically diverse, gender diverse and Aboriginal and Torres Strait Islander people.

3. Objects

- (1) The objects for which the Association is established are to:
 - (a) Provide relief from poverty, hardship, and distress to women in the Australian Capital Territory region who are experiencing:
 - (i) homelessness;
 - (ii) incarceration and reintegration;
 - (iii) substance dependency;
 - (iv) domestic and family violence;
 - (b) Develop and deliver holistic and inclusive programs, planning, and support that embrace and address additional vulnerabilities such as mental illness, trauma (including intergenerational trauma), disability, and the needs of culturally and linguistically diverse and Indigenous populations;
 - (c) Be a community housing provider;
 - (d) Offer programs, planning, and support to prevent and alleviate the causes of vulnerabilities, offer tools to break cycles and create better life outcomes through the Association's services including:
 - (i) crisis housing;
 - (ii) counselling;
 - (iii) job-seeking assistance;
 - (iv) education and training access assistance;

- (v) substance dependency recovery programs;
 - (vi) parenting support and education; and
 - (vii) other tailored case interventions;
- (e) Extend services to include children of those served for;
- (i) crisis housing;
 - (ii) counselling; and
 - (iii) other tailored case interventions;
- (f) Counselling and programs for vulnerable parents in the Australian Capital Territory experiencing distress and disadvantage (such as poverty, sickness, disability, destitution, suffering and misfortune); and
- (g) Advocate for the prevention and relief of homelessness, substance dependency, domestic and family violence, and issues related to the corrections system.

4. Application of certain Acts

- (1) The following Acts apply to the Association's rules as if the rules were an instrument made under the Act:
- (a) the *Electronic Transactions Act 2001*;
 - (b) the *Legislation Act 2001* (ACT).

Note 1 Under the **Electronic Transactions Act 2001**, section 8, information required to be given in writing may be given electronically. For example, applications for membership may be given by email.

Note 2 The **Legislation Act** contains definitions and other provisions relevant to the Association's rules.

Part 2 - Membership

5. Membership - application

- (1) A person may apply to the board to become a member of the Association.
- (2) The applicant must be:
 - (a) a woman; and
 - (b) over eighteen (18) years of age.
- (3) The application must be made in writing in the form set out in Appendix 1 and include:
 - (a) the applicant's name and contact details; and
 - (b) a statement that the applicant supports the Association's objects and agrees to comply with the Act and the Association's rules; and
 - (c) a member's nomination of the applicant for membership; and
 - (d) be signed by the applicant and the member nominating the applicant.

6. Membership - decision

- (1) The board must consider each application for membership and decide whether to accept or reject the application.
- (2) The board may reject an application only if:
 - (a) the application does not comply with section 5(2); or
 - (b) if the board requires an application to be in a particular form under section 5(3) - the application is not in the required form; or
 - (c) the board is not satisfied that the applicant will support the Association's objects and comply with the Act and the Association's rules.
- (3) As soon as practicable after deciding the application, the board must give the applicant written notice of the decision.
- (4) If the board accepts the application, the board must:
 - (a) ask the applicant to pay the joining fee; and
 - (b) after the applicant pays the fee - record the information required by the Act, section 67(2) in the register of members.

7. Membership - when membership begins

- (1) A person's membership begins on:
 - (a) if the joining fee is \$0 - the day the board accepts the person's application for membership; or
 - (b) in any other case - the later of the following:

- (i) the day the board accepts the person's application for membership;
- (ii) the day the person pays the joining fee.

8. Membership - joining fee and annual membership fee

- (1) The fee to join the Association (the joining fee) is:
 - (a) \$5; or
 - (b) if the board decides another amount - that amount.
- (2) The annual fee for membership of the Association (the annual membership fee) is:
 - (a) \$5; or
 - (b) if the board decides another amount - that amount.
- (3) To remove any doubt, a joining fee or annual membership fee may be \$0.
- (4) The annual membership fee is payable before (the due date):
 - (a) 1 February each year; or
 - (b) if the board decides another date - that date.
- (5) However, if a person's membership begins after the due date in a calendar year, the due date for the annual membership fee is:
 - (a) 1 February in the following calendar year; or
 - (b) if the board decides another date - that date.

9. Membership - when membership ends

- (1) A person's membership ends if:
 - (a) the person resigns under section 10; or
 - (b) the person has not paid their annual membership fee by the due date; or
 - (c) the person's membership is cancelled as a result of disciplinary action taken under part 4; or
 - (d) if the member is an individual - the individual:
 - (i) dies; or
 - (ii) is not physically or mentally fit to exercise the functions of membership; or
 - (iii) if the member is a corporation - the corporation is wound up; or
 - (e) the incorporation of the Association is cancelled under:
 - (i) the Act, section 83 (Cancellation where continued incorporation inappropriate); or
 - (ii) the Act, section 85 (Cancellation of incorporation following voluntary transfer); or
 - (iii) the Act, section 93 (Cancellation of incorporation); or

- (f) the Association is wound up under:
 - (i) the Act, section 88 (Voluntary winding up); or
 - (ii) the Act, section 90 (Winding-up by the court).

10. Membership - resigning

- (1) A member may resign their membership of the Association by giving written notice to the board.
- (2) The resignation takes effect:
 - (a) on the day the board receives the notice; or
 - (b) if another day is stated in the notice - on that day.
- (3) The board must remove information about the member from the register of members as soon as practicable after the member's resignation takes effect.

11. Membership rights and powers

- (1) In addition to those member rights and powers that are permitted by these rules to benefit or otherwise be performed by members of the Association, a member, subject to these rules:
 - (a) may attend and have full voting rights at all the Association's general meetings; and
 - (a) have speaking rights at all the Association's general meetings; and
 - (b) may, subject to eligibility as a board member per section 36, stand as a candidate for election as a member of the board of the Association; or
 - (c) may be appointed as a member of the board of the Association pursuant to section 52 (Casual vacancies).
- (2) Membership of the Association does not confer on a member any right, title or interest, whether legal or equitable, in the Association's assets.

12. Membership - rights and liabilities not transferable

- (1) A member's rights and liabilities:
 - (a) are not transferable; and
 - (b) end when the member's membership ends.

Part 3 - Dispute resolution

13. Dispute resolution procedure - Application

- (1) This part sets out the dispute resolution procedure for dealing with a dispute under the Act or the Association's rules between:
 - (a) a member and another member; or
 - (b) a member and the board.

14. Dispute resolution procedure - Resolving dispute by agreement

- (1) The parties to a dispute must attempt to resolve the dispute by agreement between themselves.
- (2) A party to the dispute may ask the board to help the parties resolve the dispute by agreement if:
 - (a) the board is not a party to the dispute; and
 - (b) the parties are unable to resolve the dispute between themselves.

15. Dispute resolution procedure - starting the procedure

- (1) If the parties to a dispute do not resolve the dispute by agreement under section 14, any party to the dispute may start the dispute resolution procedure by giving written notice to the board.
- (2) The notice must:
 - (a) include the names and contact details of the parties to the dispute; and
 - (b) give a brief summary of the matters in dispute (a dispute summary) including the relevant provisions of the Act and the Association's rules (if known); and
 - (c) briefly state the steps the parties have taken to resolve the dispute.

16. Dispute resolution procedure - appointing decision maker

- (1) As soon as practicable after receiving a notice under section 15, the board must appoint a decision maker to decide the outcome of the dispute.
- (2) The board must ensure that the decision maker:
 - (a) is unbiased; and
 - (b) has, or can quickly acquire, knowledge of the following:
 - (i) the Act;
 - (ii) the Association's rules;
 - (iii) the Association's objects;

- (iv) the management and operation of the Association; and
 - (v) does not have a conflict of interest.
- (3) The board must give the decision maker a copy of the notice.

17. Dispute resolution procedure - notice to parties about decision maker

- (1) As soon as practicable after a decision maker is appointed under section 16, the secretary must give written notice to each party to the dispute that the dispute resolution procedure has started.
- (2) However, if the board is a party to the dispute, the secretary is not required to give the board notice under subsection (1).
- (3) The notice must include:
- (a) a copy of the dispute summary for the dispute; and
 - (b) the name and contact details of the decision maker; and
 - (c) information about the dispute resolution procedure.

18. Dispute resolution procedure - opportunity to be heard

- (1) Before deciding the outcome of a dispute, the decision maker must invite each party to make a written or oral submission (or both) about the dispute.
- (2) The invitation must state:
- (a) if the decision maker invites the parties to make a written submission - a period of not less than fourteen (14) days in which a party may make a written submission (the submission period); and
 - (b) if the decision maker invites the parties to make oral submissions - the day and time (within the submission period) when the party can make their oral submissions.
- (3) The decision maker may also attempt to resolve the dispute with the agreement of the parties to the dispute.

19. Dispute resolution procedure - outcome

- (1) As soon as practicable after the submission period has ended, the decision maker must:
- (a) consider any submissions received by the decision maker during the submission period; and
 - (b) decide the outcome of the dispute (the dispute decision); and
 - (c) give the parties to the dispute a written notice stating:
 - (i) the dispute decision; and
 - (ii) the reasons for the dispute decision; and

- (iii) that a party to the dispute may appeal the dispute decision under part 5 (Appealing decisions); and
- (d) if the board is not a party to the dispute - give the board a copy of the notice mentioned in subsection (c).

20. Dispute resolution procedure - ending dispute by agreement

- (1) The parties to a dispute may agree to end the dispute at any time before the decision maker decides the outcome of the dispute.
- (2) If the parties agree to end the dispute, they must give written notice to the following people:
 - (a) if the board is not a party to the dispute - the board;
 - (b) if a decision maker has been appointed for the dispute - the decision maker.
- (3) The notice must state:
 - (a) that the parties have agreed to end the dispute; and
 - (b) the terms of the agreement.

Part 4 - Disciplinary procedure

21. Disciplinary procedure - application

- (1) This part sets out the disciplinary procedure the Association must use if it proposes to take disciplinary action against a member.

22. Disciplinary procedure - grounds for disciplinary action

- (1) Each of the following is a ground for disciplinary action against a member of the Association:
 - (a) the member has failed to comply with the Act or the Association's rules;
 - (b) the member has acted in a way that is likely to be harmful to the Association.

23. Disciplinary procedure - proposed disciplinary action

- (1) If the board is satisfied that a ground for disciplinary action exists in relation to a member of the Association, the board may, by resolution, propose to take disciplinary action (the proposed disciplinary action) against the member in relation to the member's status as a member.

24. Disciplinary procedure - appointing decision maker

- (1) If the board passes a resolution under section 23, the board must appoint a decision maker to decide whether to take the proposed disciplinary action.
- (2) The board must ensure that the decision maker:
 - (a) is unbiased; and
 - (b) has, or can quickly acquire, knowledge of the following:
 - (i) the Act;
 - (ii) the Association's rules;
 - (iii) the Association's objects;
 - (iv) the management and operation of the Association; and
 - (v) does not have a conflict of interest.
- (3) The board must give the decision maker the following information in writing:
 - (a) the name and contact details of the member who is the subject of the proposed disciplinary action;
 - (b) details about the proposed disciplinary action;
 - (c) the grounds for the proposed disciplinary action.

25. Disciplinary procedure - notice to member about proposed disciplinary action

- (1) As soon as practicable after appointing a decision maker under section 24, the board must give the member written notice telling the member that the disciplinary procedure has started.
- (2) The notice must include:
 - (a) details about the proposed disciplinary action; and
 - (b) the grounds for the proposed disciplinary action; and
 - (c) the name and contact details of the decision maker; and
 - (d) information about the disciplinary procedure.

26. Disciplinary procedure - opportunity to be heard

- (1) Before deciding whether to take the proposed disciplinary action, the decision maker must invite the member to make a written or oral submission (or both) about:
 - (a) the proposed disciplinary action; and
 - (b) the grounds for the proposed disciplinary action.
- (2) The invitation must state:
 - (a) if the decision maker invites the member to make a written submission - a period of not less than fourteen (14) days in which the member may make a written submission (the submission period); and
 - (b) if the decision maker invites the member to make oral submissions - the day and time (within the submission period) when the member can make their oral submissions.

27. Disciplinary procedure - outcome

- (1) As soon as practicable after the submission period has ended, the decision maker must:
 - (a) consider any submissions received by the decision maker during the submission period; and
 - (b) decide whether to take the proposed disciplinary action, another disciplinary action, or no disciplinary action against the member (the disciplinary action decision); and
 - (c) give the member and the board written notice stating:
 - (i) the disciplinary action decision; and
 - (ii) the reasons for the disciplinary action decision; and
 - (iii) if the decision maker decides to take disciplinary action - the day the disciplinary action takes effect; and
 - (iv) that the member or the board may appeal the disciplinary action decision under part 5 (Appealing decisions).

- (2) If the decision maker decides to take disciplinary action against a member, the board must:
 - (a) if the member's membership is cancelled, remove information about the member from the register of members; or
 - (b) in any other case, record the details of the disciplinary action in the register of members.
- (3) If the decision maker decides to suspend the member's membership for a stated period:
 - (a) the person is taken not be a member of the Association during the period of suspension; and
 - (b) the period of suspension does not affect the suspended member's liability to pay the annual membership fee.

28. Disciplinary procedure - stopping

- (1) The board may, by resolution, decide to stop a disciplinary procedure against a member at any time before the decision maker makes a disciplinary action decision.
- (2) If the board decides to stop the disciplinary procedure, the board must give written notice to:
 - (a) the member; and
 - (b) the decision maker.
- (3) The notice must state:
 - (a) that the board has decided to stop the disciplinary procedure for proposed disciplinary action against a member; and
 - (b) the reasons for the board's decision to stop the disciplinary procedure.

29. Disciplinary procedure - no further action by board

- (1) If a decision maker makes a disciplinary action decision in relation to a member, no further disciplinary action may be proposed or taken against the member in relation to the conduct making up the grounds for disciplinary action set out in the written notice given to the member under section 25.

Part 5 - Appealing decisions

30. Appealing decisions - appeal outcome - setting aside decision maker's decision

- (1) A dispute decision or disciplinary action decision may be set aside only by special resolution of the Association.

31. Who can appeal a decision?

- (1) A party to a dispute may appeal the dispute decision.
- (2) The following people may appeal a disciplinary action decision:
 - (a) the member who is the subject of the disciplinary action decision; and
 - (b) the board.

32. Appeal notices

- (1) A person appealing a decision must, within seven (7) business days after being given notice of the decision, give the secretary written notice of the appeal (an appeal notice) stating the grounds for the appeal.

33. Withdrawing an appeal

- (1) A person appealing a decision may, at any time before the appeal is decided, withdraw the appeal by giving written notice to the secretary.

34. General meeting to decide appeal

- (1) As soon as practicable after the secretary receives an appeal notice:
 - (a) the secretary must give the parties to the appeal a copy of the appeal notice; and
 - (b) the board must call a general meeting to consider a special resolution about the appeal.
- (2) The chair of the general meeting must ensure that:
 - (a) the special resolution is the only item of business at the general meeting called under subsection (1)(b); and
 - (b) the parties to the appeal are given the opportunity to be heard about the special resolution; and
 - (c) the members vote on the special resolution by a secret ballot.
- (3) The parties to the appeal must not vote on the special resolution.
- (4) In this section:
 - (a) **party** to the appeal, means:

- (b) if the appeal is against a dispute decision - the parties to the dispute; and
- (c) if the appeal is against a disciplinary action decision:
 - (i) the member who is the subject of the disciplinary procedure; and
 - (ii) the board.

Part 6 - Board membership and functions

35. Board - powers of the board

- (1) The board, subject to the Act, the regulation, these rules, and to any resolution passed by the Association in general meeting:
 - (a) controls and manages the affairs of the Association; and
 - (b) may exercise all functions that may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in general meeting; and
 - (c) has power to perform all acts and do all things that appear to the board to be necessary or desirable for the proper management of the affairs of the Association.

36. Board - composition and membership

- (1) The board consists of not less than six (6) and not more than ten (10) members who are:
 - (a) elected to the board at an annual general meeting under section 49; or
 - (b) appointed by the board to fill a casual vacancy on the board under section 52; or
 - (c) appointed to the board as an ex-officio board member at a special general meeting under section 38.
- (2) Board members under subsections 1(a) and (b) must:
 - (a) not be disqualified from office under the Act, section 63 (1); and
 - (b) be a member of the Association:
 - (i) either prior to nominating; or
 - (ii) qualify for membership in accordance with section 5(2) and become a member within thirty (30) days of becoming a board member; and
 - (c) remain a member of the Association for the duration of their tenure.

37. Board - members

- (1) The board must include the following office-bearers for the Association:
 - (a) the chair;
 - (b) the secretary.
- (2) The board may also include:
 - (a) a treasurer;
 - (b) a deputy chair.
- (3) The office-bearers of the Association are appointed by resolution by the board from the board members under section 36 (1)(a) and (b).

- (4) A board member must not hold more than 1 position on the board at the same time.
- (5) An office-bearer holds office for their current term in office as a member of the board.
- (6) An office-bearer may resign, in writing, as an office-bearer without resigning from office as a member of the board.

38. Board – ex-officio members

- (1) The board includes the following ex-officio members:
 - (a) the chief executive officer of Toora; and
 - (b) any other position of the Association appointed under subsection (2).
- (2) A position of the Association can be appointed or removed as an ex-officio office on the Board by a special resolution pursuant to paragraph 68(1)(b) and subsection 69(4).
- (3) An individual holding a position that qualifies as an ex-officio office on the Board shall commence as an ex-officio board member:
 - (a) when they begin their tenure in the designated position of the Association; or
 - (b) when a special resolution appoints that position as an ex-officio office on the Board.
- (4) Ex-officio members have full voting rights on the board, equivalent to those of elected or appointed board members.
- (5) Ex-officio members are not eligible to hold the office-bearer positions of Chair, Deputy Chair, Secretary or Treasurer.
- (6) Ex-officio members must disclose any conflict of interest between their operational role within the Association and their duties as a board member. In cases of conflict, they must abstain from voting or participating in related discussions.
- (7) The term of an ex-officio board member ends automatically when they cease to hold their corresponding position within the Association or the position is removed under subsection 2.

39. Board - terms for elected and appointed board members

- (1) Elected and appointed board members (under section 36(1)(a) and (b)) have terms of office.
- (2) A board member's term starts:
 - (a) Elected board members: at the end of the annual general meeting when they are elected.
 - (b) Board members appointed to fill a casual vacancy (under section 52) on the day their appointment starts.
- (3) A board member's term duration is:
 - (a) Elected board members: three (3) years, subject to these rules.
 - (b) Board members appointed to fill a casual vacancy: until the next annual general meeting following their appointment.
- (4) A board member's term ends at the earliest of the following:

- (a) Elected board members: the end of the annual general meeting three (3) years after their election (except in the election of a previous casual vacancy as per section 52(2)).
 - (b) Board members appointed to fill a casual vacancy: the end of the annual general meeting following their appointment.
 - (c) If the member resigns from the board: the day their resignation takes effect.
 - (d) If the member's membership in the Association ends: the day their membership ends.
 - (e) If disqualified from holding board membership under:
 - i. The Act, section 63 (Disqualification due to convictions or bankruptcy): the day the disqualification takes effect.
 - ii. The Act, section 63A (Disqualification due to noncompliance): the day the disqualification takes effect.
 - iii. The Act, section 63B (Disqualification under other legislation): the day the disqualification takes effect.
 - (i) If removed from office under section 40: the day the removal takes effect.
- (5) Elected and appointed board members under section 36(1)(a) and (b)) may:
- (a) re-nominate for election after their first and second terms; and
 - (b) hold office for a maximum of three (3) consecutive terms. After that, they may only re-nominate for re-election after a three (3) year break.

40. Board - removal of member from office

- (1) The Association may, by resolution passed at a general meeting, remove a board member from the board before the end of their term of office if the member:
- (a) does not exercise their functions or discharge their duties under the Act, section 66A (Duty of care and diligence); or
 - (b) does not exercise their functions or discharge their duties under the Act, section 66B (Duty of good faith and proper purpose); or
 - (c) contravenes:
 - (i) the Act, section 66C (Use of position); or
 - (ii) the Act, section 66D (Use of information); or
 - (iii) fails to attend two (2) consecutive board meetings and does not have the agreement of the board to be absent from one (1) or both of the meetings; or
 - (iv) does not exercise the functions of their office for a period of three (3) months.

41. Board - observers

- (1) The board or a subcommittee may invite any person to attend a board meeting or subcommittee meeting as an observer to:
 - (a) provide advice regarding any subject matter that may relate to the business of the Association;
 - (b) provide guidance on the subject of the person's expertise; or
 - (c) participate in any other way the board or subcommittee see fit.
- (2) Observers do not have speaking or voting rights.

42. Board - functions

- (1) The board may exercise the Association's functions under the Act and the Association's rules, other than conducting the Association's business mentioned in:
 - (a) section 63 (Annual general meetings - notice and business); and
 - (b) section 64 (Other general meetings - notice and business).

43. Board - functions of chair

- (1) The functions of the chair include:
 - (a) chairing board meetings and general meetings (including annual general meetings); and
 - (b) exercising any other function given to the chair:
 - (i) under the Act or this Constitution; or
 - (ii) by the board or the members to achieve the Association's objects.

44. Board - functions of deputy chair

- (1) The functions of the deputy chair (if any) include:
 - (a) exercising the functions of the chair if the chair is unavailable to exercise those functions for any reason; and
 - (b) exercising any other function given to the deputy chair:
 - (i) under the Act or this Constitution; or
 - (ii) by the board or the members to achieve the Association's objects.

45. Board - functions of secretary

- (1) The functions of the secretary include:
 - (a) keeping minutes of board meetings and general meetings (including annual general meetings); and
 - (b) exercising any other function given to the secretary:

- (i) under the Act or this Constitution; or
 - (ii) by the board or the members to achieve the Association's objects.
- (2) The secretary must lodge the notice mentioned in the Act, section 62(1) (Notice of changes in board).

46. Board - functions of treasurer

- (1) The functions of the treasurer (if any) include:
 - (a) keeping the accounting records mentioned in the Act, section 71 (Accounting records); and
 - (b) preparing the statement of accounts mentioned in the Act, section 72 (Annual statement of accounts); and
 - (c) presenting the documents mentioned in the Act, section 73 (Presentation of statement to members) at the annual general meeting; and
 - (d) lodging with the registrar-general the documents mentioned in the Act, section 79 (Registrar-general's power to require statements and reports); and
 - (e) exercising any other function given to the treasurer:
 - (i) under the Act or this Constitution; or
 - (ii) by the board or the members to achieve the Association's objects.
- (2) If no board member has been appointed treasurer, the functions of the treasurer referred to in section 46(1) are held by all board members to the extent that those functions have not been delegated under section 47.

47. Board - delegating functions

- (1) The board may, by instrument in writing, delegate the exercise of the functions of the board or any of its powers for any period and on any terms (including the power to further delegate), as the board resolves, to:
 - (a) one or more subcommittees of the board;
 - (b) a board member;
 - (c) an officer-bearer;
 - (d) an employee of the Association; or
 - (e) any other person or persons or groups considered by the board to be reliable and competent to perform the functions;
- (2) A relevant board member may delegate their functions under this Constitution to any other board member.
- (3) In this section relevant board member means the following board members:
 - (a) the chair;
 - (b) the deputy chair (if any);

- (c) the secretary;
 - (d) the treasurer (if any).
- (4) However, the board must not delegate a function given to the board or board member that is:
- (a) under the Act or another territory law; or
 - (b) a delegation by resolution of the members at a general meeting.
- (5) A function, the exercise of which has been delegated under this section, may, while the delegation remains unrevoked, be exercised by the delegated person, persons or committee in accordance with the terms of the delegation.
- (6) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances as may be specified in the instrument of delegation.
- (7) Notwithstanding any delegation under this section, the board or board member may continue to exercise any function delegated.
- (8) Any act or thing done or suffered by the delegated person, persons, or committee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the board.
- (9) Any person, persons or committee appointed under this section shall report in writing to the board on the exercise of the delegated functions or powers as and when and by a method and at a frequency the board shall determine.
- (10) The board may, in writing, revoke wholly or in part any delegation under this section.

48. Board - subcommittee of the board

- (1) A subcommittee of the board must consist of a member or members of the board that the board considers appropriate.
- (2) A subcommittee may only co-opt additional members with approval by the board, by resolution.
- (3) A subcommittee may meet and adjourn as it considers appropriate and decide its own procedures.

Part 7 - Board election and removal

49. Board - nominating members for election

- (1) The secretary must, at least twenty-eight (28) days before an annual general meeting, give written notice to the members of the Association calling for nominations for election to members of the board.
- (2) A nomination must:
 - (a) be in writing; and
 - (b) be signed by two (2) board members; and
 - (c) include the written consent of the nominee; and
 - (d) be given to the secretary by not later than fourteen (14) days after the day the notice is given under subsection (1) is given.
- (3) The board must not accept the nomination if:
 - (a) the nominee is disqualified from election to the board; or
 - (b) disciplinary action has been taken against the nominee under part 4 in the previous two (2) years.

50. Board - electing members

- (1) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- (2) If the number of nominations received is less than the number of vacancies to be filled, the candidates nominated are taken to be elected and any vacant positions remaining on the board are taken to be vacancies.
- (3) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (4) In this section the number of vacancies to be filled means the number of positions required to meet the minimum number of board members as specified in section 36 or a number greater than the minimum, and less than the maximum as specified in section 36 that is decided by resolution by the board.
- (5) The ballot for the election of board members must be conducted at the annual general meeting in the way the board may direct.

51. Board - vacancies

- (1) For this Constitution, a vacancy in the office of a member of the board happens if the member:
 - (a) dies; or
 - (b) ceases to be a member of the Association; or

- (c) resigns the office; or
- (d) is removed from office under section 40 (Removal of board members); or
- (e) becomes bankrupt or personally insolvent; or
- (f) suffers from mental or physical incapacity (which is independently assessed by a qualified medical practitioner); or
- (g) is disqualified from office under the Act, section 63(1).

52. Board - filling casual vacancies

- (1) If there is a vacancy in the office of a member of the board, the board may appoint by resolution a person to fill the vacancy and the member so appointed holds office, subject to these rules, until the end of the next annual general meeting after the date of the appointment.
- (2) If a person filling a casual vacancy is elected at the next annual general meeting, their initial term is reduced by one (1) year.
- (3) However, the board must not appoint a member under this section if disciplinary action has been taken against the member under part 4 (Disciplinary Procedures) in the previous two (2) years.

Part 8 - Board meetings

53. Board meetings

- (1) The board must meet (a board meeting) at least six (6) times during a calendar year.
- (2) Board meetings must be held on the dates and at the times and places decided by the board.
- (3) The board may, by resolution, decide to hold a board meeting using a method of communication, or a combination of methods of communication, that allows a board member taking part to hear or otherwise know what each other board member taking part says without the members being in each other's presence.

Examples - methods of communication:

- **video conferencing software;**
 - **instant messaging; and**
 - **telephone conferencing.**
- (4) A board member who takes part in a board meeting conducted under subsection (3) is taken, for all purposes, to be present at the meeting.

54. Board meetings - notice and business

- (1) The secretary must give each board member notice of a board meeting (a board meeting notice) at least:
 - (a) Forty-eight (48) hours before the meeting; or
 - (b) if the board unanimously agrees on another period - that period before the meeting.
- (2) The board meeting notice must state:
 - (a) the date, time and place of the meeting; and
 - (b) the general nature of the business to be conducted at the meeting.
- (3) The board may conduct business at a board meeting only if:
 - (a) the business is mentioned in the board meeting notice; or
 - (b) the majority of the board members at the meeting agree that:
 - (i) the business is urgent; and
 - (ii) it is appropriate to conduct the business at the meeting.
- (4) The board shall be entitled to hold meetings, or part thereof, as in-camera sessions, in private without any ex-officio board members, executive officers, staff or observers being present where:
 - (a) the board need to discuss confidential matters; and
 - (b) the requirements relating to the quorum, notice of meeting, chairing, minute taking, are met.

- (5) The board may invite, at its own discretion, any person or persons as an observer to any part of an in-camera meeting.
- (6) Any decisions made during an in-camera meeting must be minuted separately to the board meeting minutes and must not be made available to anyone outside of the participants in the in-camera meeting or those who would have been eligible to attend.

55. Board meetings - chair

- (1) A board meeting must be chaired by:
 - (a) the chair; or
 - (b) if the chair is absent - any deputy chair; or
 - (c) if the chair and any deputy chair are absent - a board member elected to chair the meeting by the board members at the meeting.

56. Board meetings - quorum

- (1) The board may conduct business at a board meeting only if there is a quorum of a majority of current members equalling 50% plus one (1) board member.
- (2) If there is not a quorum within fifteen (15) minutes of the time stated in the board meeting notice, the time of the meeting is taken to be postponed for thirty (30) minutes.
- (3) If there is not a quorum after the thirty (30) minute postponement, the meeting is ended.

57. Board meetings - voting

- (1) Each board member:
 - (a) has one (1) vote on each question arising at the board meeting; and
 - (b) must vote personally.
- (2) A motion is carried if a majority of the board members at the board meeting vote in favour of the motion.
- (3) However, if the votes on a question are equal, the chair has a second or deciding vote.
- (4) The board members at a board meeting may vote on a question at the meeting orally, in writing or by a show of hands.
- (5) However, a vote on a question at a board meeting must be by ballot conducted at the meeting if:
 - (a) the chair decides the vote is to be by ballot; or
 - (b) at least two (2) board members request the vote be by ballot.
- (6) If a ballot is required, the chair must decide how the ballot is to be conducted.
- (7) For this section, voting personally includes voting while taking part in a board meeting conducted using a method of communication that allows a board member taking part to hear

or otherwise know what each other board member taking part says without the members being in each other's presence.

58. Board meetings - minutes

- (1) The board must ensure that minutes are taken and kept for each board meeting.
- (2) The following must be recorded in the minutes:
 - (a) the names of the attendees at the meeting;
 - (b) whether the board agreed that the minutes of the previous meeting are correct;
 - (c) a description of the business conducted at the meeting;
 - (d) if a board member makes a disclosure of a material personal interest as required by the Act, section 65 (1):
 - (e) the nature and extent of the interest; and
 - (f) the relation of the interest to the Association's activities;
- (3) any motion on which a vote is taken at the meeting and the outcome of the vote.

59. Board meetings - records

- (1) The board must keep the following records for each board meeting:
 - (a) board meeting notices;
 - (b) minutes of board meetings; and
 - (c) copies of documents considered at board meetings.

Part 9 - Annual and other general meetings

60. General meetings - called by board

- (1) The board may call a general meeting whenever it considers appropriate.

61. General meetings - called at request of members

- (1) The board must call a general meeting (other than an annual general meeting) if:
 - (a) at least five (5) members of the Association ask for a meeting to be called (the requesting members); and
 - (b) the request:
 - (i) is made in writing; and
 - (ii) is given to the secretary; and
 - (iii) states the purpose of the meeting; and
 - (iv) is signed by the requesting members.
- (2) If the board does not call a general meeting within one (1) month after the date of the request, a requesting member may call a general meeting to be held not more than three (3) months after the date of the request.
- (3) If a general meeting is called under subsection (2), the requesting members must give the general meeting notice required under section 64(1).
- (4) The board must reimburse any reasonable expenses incurred by the requesting members in calling a general meeting under subsection (2).

62. General meetings - virtual attendance

- (1) A general meeting may be held using a method of communication, or a combination of methods of communication, that allows a member taking part to hear or otherwise know what each other member taking part says without the members being in each other's presence if -
 - (a) the board decides, by resolution, to hold the meeting using the method of communication; or
 - (b) for a meeting called by a requesting member under section 61(2) - the requesting member decides to hold the meeting using the method of communication.

Examples - methods of communication:

- **video conferencing software;**
 - **instant messaging;**
 - **telephone conferencing.**
- (2) A member who takes part in a general meeting conducted under subsection (1) is taken, for all purposes, to be present at the meeting.

63. Annual general meetings - notice and business

- (1) The board must give each member written notice of an annual general meeting at least fourteen (14) days before the meeting.
- (2) The notice must:
 - (a) state the date, time and place of the annual general meeting;
 - (b) include the agenda for the annual general meeting;
 - (c) attach minutes of the previous annual general meeting; and
 - (d) provide information and documents directly relevant to any matters to be decided, dealt with or done at the annual general meeting.

Examples - information relevant to matters to be decided:

- **information about nominees for board membership;**
- **information about a proposed budget for the Association.**

- (3) The following must be done at an annual general meeting:
 - (a) the minutes of the previous annual general meeting must be confirmed;
 - (b) the board must be elected under sections 49 and 50;
 - (c) the documents mentioned in the Act, section 73(1) must be presented; and
 - (d) the documents the Association is required to lodge with the registrar-general under the Act, section 79(1) must be dealt with.

64. Other general meetings - notice and business

- (1) The board, or the requesting member for a meeting called under section 61(2), must give each member written notice of a general meeting (a general meeting notice):
 - (a) at least fourteen (14) days before the meeting; or
 - (b) if a special resolution is to be considered at the meeting, at least twenty-one (21) days before the meeting.
- (2) A general meeting notice must:
 - (a) state the date, time and place of the meeting; and
 - (b) include the agenda for the meeting; and
 - (c) provide information and documents directly relevant to any matters to be decided at the meeting.
- (3) A member may give the secretary written notice about any business the member would like included in the agenda for a general meeting.
- (4) If a member gives the secretary written notice under subsection (3), the secretary must include the business in the agenda for the next general meeting.
- (5) The chair of a general meeting must ensure that the only business conducted at the meeting is:

- (a) the business stated in the general meeting notice for the meeting; and
- (b) decisions about the procedure of the meeting.

Examples - decisions about procedure:

- **election of chair for the general meeting;**
- **decision to adjourn the general meeting.**

65. General meetings - authorising proxy

- (1) A member of the Association (the authorising member) may authorise another member (the proxy) to vote on their behalf at a general meeting.
- (2) No member may hold more than one (1) proxy other than the person presiding who may be appointed as proxy for any number of members.
- (3) The authorisation must:
 - (a) be in writing and must be in the form set out in Appendix 2; and
 - (b) include the name and contact details of the authorising member and the proxy; and
 - (c) be signed by the authorising member and the proxy; and
 - (d) include anything else required by the board.
- (4) The authorisation may include instructions about how the proxy is to vote on the authorising member's behalf.
- (5) If the authorisation does not include instructions, the proxy may vote on the authorising member's behalf in any way the proxy considers appropriate.
- (6) The proxy may vote on the authorising member's behalf at a general meeting only if:
 - (a) the authorising member gives the authorisation to the secretary not later than twenty-four (24) hours before the general meeting; and
 - (b) the board accepts the authorisation.
- (7) The board must not accept the authorisation of a proxy if the board has already accepted an authorisation for that proxy.
- (8) If the board does not accept the authorisation, the board must, as soon as practicable before the meeting, give the authorising member written notice that the authorisation has not been accepted.
- (9) To remove any doubt, an authorising member is not taken to be present at a general meeting only because they have authorised a proxy to vote on their behalf at the meeting.

66. General meetings - chair

- (1) A general meeting must be chaired by:
 - (a) the chair; or
 - (b) if the chair is absent - any deputy chair; or

- (c) if the chair and any deputy chair are absent - a member elected to chair the meeting by members at the meeting.

67. General meetings - quorum

- (1) The members of the Association may conduct business at a general meeting only if there is a quorum of members present.
- (2) If a quorum of five (5) members is not present at the time stated in the general meeting notice, the time of the meeting is taken to be postponed for 30 minutes.
- (3) If a quorum of five (5) members is not present after the 30 minute postponement, the chair of the meeting may adjourn the meeting to another day and time that is not earlier than seven (7) days, and not later than fourteen (14) days, after the meeting that is being adjourned.
- (4) The board must, within forty-eight (48) hours after adjourning a meeting under subsection 67(3), give each member written notice stating:
 - (a) that the meeting was adjourned under subsection (3); and
 - (b) the new date, time and place of the meeting.

68. General meetings - voting

- (1) Each member of the Association:
 - (a) has one (1) vote on each question arising at a general meeting; and
 - (b) may vote:
 - (i) personally; or
 - (ii) if an authorisation of a proxy has been accepted by the board under section 65 - by proxy.
- (2) A motion is carried (except in the case of a special resolution) if a majority of the members vote in favour of the motion.
- (3) However, if the votes on a question are equal, the chair has a second or deciding vote.
- (4) A special resolution requires a seventy five percent (75%) majority of member votes for the motion to be carried.
- (5) The members at a general meeting may vote on a question at the meeting orally, in writing or by a show of hands.
- (6) However, a vote on a question at a general meeting must be by ballot conducted at the meeting if:
 - (a) the chair decides the vote is to be by ballot; or
 - (b) at least three (3) members request the vote be by ballot.
- (7) For this section, voting personally includes voting while taking part in a general meeting conducted using a method of communication that allows a member taking part to hear or otherwise know what each other member taking part says without the members being in each other's presence.

69. General meetings - minutes

- (1) The secretary, or another person authorised by the board, must take and keep minutes of each general meeting.
- (2) The following must be recorded in the minutes:
 - (a) the names of the members present at the meeting;
 - (b) any authorisation of a proxy accepted by the board under section 65
 - (c) a description of the business conducted at the meeting;
 - (d) if a vote is taken at the meeting:
 - (i) the motion on which the vote is taken; and
 - (ii) the outcome of the vote; and
 - (iii) whether the vote was taken orally, in writing, by a show of hands or by ballot; and
 - (iv) the number of votes by proxy.
- (3) The chair must review the minutes and sign them if they are correct.
- (4) The outcome of a vote on a matter at a general meeting is taken to be the resolution of the general meeting of the members of the Association on the matter.

70. General meetings - adjournment

- (1) The chair of a general meeting may, at any time, adjourn the meeting if:
 - (a) there is a quorum; and
 - (b) the majority of members vote to adjourn the meeting.
- (2) The only business that may be conducted on the resumption of an adjourned meeting is the business that remained unfinished when the meeting was adjourned.

Part 10 - Financial matters

71. Not-for-profit nature of the Association

- (1) The Association is a not-for-profit corporate entity.
- (2) The Association must not distribute any surplus, income or assets directly or indirectly to members.
- (3) Subsection (2) does not prevent the Association from paying a member if this is done in good faith on terms no more favourable than if the member was not a member of the Association:
 - (a) reimbursement for expenses properly incurred by the member on behalf of the Association; or
 - (b) for goods and services provided by the member to the Association.

72. Funds - source

- (1) The Association's funds may only be made up of:
 - (a) Membership fees including entrance fees and annual subscriptions; and
 - (b) Donations; and
 - (c) Funding from government; and
 - (d) Grants; and
 - (e) Fundraising including events in partnership with others; and
 - (f) Running raffles; and
 - (g) Raising money via online appeals or crowdfunding; and
 - (h) Operating an opportunity shop or holding a bake sale; and
 - (i) Charging for services where its fees for the services that provide relief of poverty must be below the market rate for comparable services; and
 - (j) Interest and investment income as a means to raise funds for benevolent relief; and
 - (k) any other source that the board decides, subject to:
 - (i) the Act, section 114 (Investment with associations); and
 - (ii) a resolution passed by the Association at a general meeting.
- (2) The board must:
 - (a) ensure that all money received by the Association is deposited into the Association's account with a deposit taking institution as soon as practicable after the money is received; and
 - (b) issue a receipt for any money received by the Association as soon as practicable after the money is received, unless it is impracticable to do so.

Examples - when impracticable to issue a receipt:

- a gold coin donation;
- an anonymous donation.

73. Funds - use and management

- (1) The Association must:
 - (a) open and maintain an account with an authorised deposit-taking institution; and
 - (b) pay all money received by the Association into the account; and
 - (c) pay all amounts spent by the Association out of the account.
- (2) The Association's funds may only be used:
 - (a) for the Association's objects; and
 - (b) either:
 - (i) in the way the board decides; or
 - (ii) if a general meeting passes a resolution about the way the funds are to be used - in accordance with the resolution.
- (3) The board may make payments on the Association's behalf.
- (4) The board may delegate its functions under subsection (3) to:
 - (a) a board member; or
 - (b) anyone employed or engaged by the Association.

Part 11 - Miscellaneous

74. Public officer

- (1) The Association must have a public officer who must:
 - (a) reside in the ACT; and
 - (b) be at least eighteen (18) years of age; and
 - (c) not have been convicted of any criminal offence.
- (2) The public officer may hold any office of the Association in addition to the office of public officer.
- (3) The public officer must:
 - (a) act as the official contact for the Association, including receiving legal notices, information or changes to legislation or procedures from the relevant regulatory authorities and taking delivery of documents served on the Association and bringing them to the attention of the board as soon as possible;
 - (b) lodge reporting obligations for incorporated associations as required by the Act, the Regulation and/or *Australian Charities and Not-for-profits Commission Act 2012* (ACNC Act) including an annual information statement and notifications of change of board members, association name, public officer, registered office address and any constitutional rules, etc with any prescribed fee, with the relevant regulatory authority as applicable;
 - (c) hold custody of any documents as required by the Act, the Regulation and/or ACNC Act or this Constitution.
- (4) A person who is appointed to be the public officer must, not later than one (1) month after being appointed, lodge with the registrar-general a notice of the appointment.
- (5) If the public officer changes the public officer's address, the public officer must, within (one) 1 month after the change, lodge with the registrar-general a notice of the change.

75. Records and other documents

- (1) The secretary must keep all the Association's records and other documents, other than accounting records, in their custody or under their control.
- (2) The treasurer (or another board member or board members delegated by the board) must keep the Association's accounting records in their custody or under their control.
- (3) The secretary must ensure that all the Association's records and other documents (other than the register of members) are available for inspection by a member free of charge at a place in the ACT at a reasonable time.

76. Property of defunct Association

- (1) The Association may pass a special resolution nominating another association, or a fund, authority or institution, in which surplus property of the Association will vest if the Association is dissolved or wound up, including:

- (a) transfer any remaining community housing assets to another registered community housing provider or to the housing agency in the jurisdiction in which the community housing asset is located; and
- (b) distribute any surplus gifts of money or assets to another organisation with similar objects, chosen by the Association, which is charitable at law, to which income tax deductible gifts can be made.

Part 12 – Dictionary

77. Definitions

- (1) The following terms have the meaning given to them in the Act:
 - (a) accounting records
 - (b) annual general meeting
 - (c) committee
 - (d) incorporated
 - (e) member
 - (f) model rules
 - (g) objects
 - (h) register of members
 - (i) special resolution.
- (2) The following terms have the meaning given to them in the *Legislation Act*:
 - (a) authorised deposit-taking institution
 - (b) document
 - (c) may (see section 146 of the *Legislation Act*)
 - (d) must (see section 146 of the *Legislation Act*)
 - (e) writing.
- (3) In the rules the following terms are defined:
 - (a) **annual membership fee** means the fee payable by members every year - see section 8(2).
 - (b) **appeal notice** - see section 32.
 - (c) **Association** means the association named in section 1.
 - (d) **Australian Capital Territory region** means the Australian Capital Territory, including Canberra and surrounding towns that may be located in New South Wales.
 - (e) **authorising member** means a member authorising a proxy in accordance with section 65(1).
 - (f) **Board** means the governing committee of the Association in accordance with section 35.
 - (g) **board meeting** means a meeting of the board in accordance with section 53.
 - (h) **board meeting notice** means notice of a board meeting in accordance with section 54.

- (i) **board member** means a person elected in accordance with sections 49 and 50 or appointed in accordance with casual vacancies section 52 to the board or appointed in accordance with section 38 as an ex-officio board member.
 - (j) **chair** means the person holding office under these rules as chair of the board.
 - (k) **Constitution** means this constitution, which are the rules of the Association, and includes any schedules or attachments.
 - (l) **contact details**, for a person, includes the person's address, email and telephone number.
 - (m) **decision maker** means -
 - (i) for a dispute resolution procedure - the person appointed under section 16; and
 - (ii) for a disciplinary procedure - the person appointed under section 24.
 - (n) **deputy chair** means the person holding office under these rules as deputy chair of the board, if any.
 - (o) **disciplinary action**, against a member of the Association in relation to the member's status as a member of the Association, for part 4 (Disciplinary procedure) - see section 20, includes any of the following:
 - (i) demoting the member to a level of membership with fewer rights and privileges;
 - (ii) suspending the member's entitlement to exercise some or all of the member's rights and privileges as a member for a stated period;
 - (iii) suspending the member's membership for a stated period;
 - (iv) cancelling the member's membership and disqualifying the member from applying for membership for a stated period.
 - (p) **disciplinary action decision** - see section 27(1)(b).
 - (q) **dispute decision** - see section 19(1)(b).
 - (r) **dispute summary** - see section 15(2)(b).
 - (s) **due date**, for payment of an annual membership fee - see section 8(4).
 - (t) **ex-officio** means any member of the board appointed for their term in office in the Association.
 - (u) **feminine-identifying** means a person who identifies as a female.
 - (v) **financial year** means the year ending on 30 June.
- Note** Financial year is defined in the Act to mean the period not exceeding 12 months, fixed by the Association's rules as the Association's financial year (see Act, dict).
- (w) **general meeting** means a meeting of the members of the Association that is not the annual general meeting and not a special general meeting.
 - (x) **general meeting notice** - see section 64(1).
 - (y) **ground for disciplinary action**, for part 4 (Disciplinary procedure) - see section 22.

- (z) **in camera** means a meeting of the board held to discuss confidential matters in private without any executive officers, staff or observers being present. All requirements for a normal board meeting including quorum must be met.
- (aa) **joining fee** - see section 7(1)(a).
- (bb) **ordinary board member** means a member of the board who is not an office-bearer of the Association as mentioned in section 37.
- (cc) **party**, to a dispute, for part 3 (Dispute resolution procedure) - see section 13. means:
 - (i) if the dispute is between members - the members; or
 - (ii) if the dispute is between a member and the board - the member and the board.
- (dd) **proposed disciplinary action** - see section 24.
- (ee) **proxy**, for a general meeting - see section 65.
- (ff) **requesting members**, for a general meeting - see section 61(1)(a).
- (gg) **public officer** means the person holding office under these rules as public officer of the Association.
- (hh) **secretary** means the person holding office under these rules as secretary of the Association or, if no such person holds that office, the public officer of the Association.
- (ii) **special general meeting** means a meeting that is called when the Association needs to pass a special resolution.
- (jj) **subcommittee** means a committee as established by the board in accordance with section 48.
- (kk) **submission period** -
 - (i) for a dispute resolution procedure - see section 18(2)(a); and
 - (ii) for a disciplinary procedure - see section 26(2)(a).
- (ll) **the Act** means the *Associations Incorporation Act 1991*.
- (mm) **the Association** means Toora Women Incorporated.
- (nn) **the regulation** means the *Associations Incorporation Regulations 2023*.
- (oo) **the rules** mean the rules within this document, titled the Constitution.
- (pp) **treasurer** means the person holding office as treasurer of the Association, if any.
- (qq) **woman** means a female or feminine-identifying person. Women has a corresponding meaning.

Schedule 1 - Transition arrangements

- (1) The newly amended Constitution will be deemed approved pursuant to rule 44 of the previous constitution and in accordance with the Act.
- (2) The newly amended Constitution will come into effect once a notice has been lodged with the Registrar.
- (3) To enable the transition from the current constitution to the newly amended Constitution, the terms of board members will be adjusted as follows:
 - (a) all board members in office at the time the newly amended constitution is approved at the annual general meeting;
 - (i) will be deemed to hold office until the completion of the next annual general meeting of the Association after the newly amended constitution has come into effect; and
 - (ii) for clarity, board members due to retire shall have their terms extended until the completion of the next annual general meeting of the Association after the newly amended constitution has come into effect and shall be eligible for re-election in accordance with the new term limits outlined in section 39 (Board - terms) and transition arrangements in subsection (3)(b).
 - (b) At the next annual general meeting of the Association after the newly amended constitution has come into effect, a split rotation of elected and appointed board members is to be enabled by adjusting board members' terms. The board members will be determined by negotiation or by drawing lots, as follows:
 - (i) Two (2) board members, preferably the longest serving, shall retire but will be eligible to nominate and stand for re-election for a final term of three (3) years;
 - (ii) Two (2) board members shall retire but will be eligible to nominate and stand for re-election for a second term of two (2) years;
 - (iii) Two (2) board members currently in their first term will have their terms extended to three (3) years; and
 - (iv) Any board members elected in the previous annual general meeting will have their first term extended to three (3) years.
- (4) Following the completion of the transition arrangements in subsection (3)(b), all board members will be subject to the provisions of the newly amended constitution.
- (5) Following the completion of these transition arrangements, they become redundant and may be removed from the constitution.

Appendix 1 - Application for membership

Application for membership of Toora Women Incorporated

(incorporated under the *Associations Incorporation Act 1991*)

I,
(full name of applicant)

of
.....
(address)

..... apply to become
(occupation)

a member of Toora Women Incorporated. If I am admitted as a member, I agree to be bound by the rules of the Association for the time being in force.

.....
(Signature of applicant)

.....
(Date)

I,
(full name of proposer)

a member of the Association, nominate the applicant, who is personally known to me, for the membership of the Association.

.....
(Signature of proposer)

.....
(Date)

I,
(full name of seconder)

a member of the Association, second the nomination of the applicant, who is personally known to me, for membership of the Association.

.....
(Signature of seconder)

.....
(Date)

Appendix 2 - Application for proxy

Form of appointment of proxy

I,

(full name)

of

.....

(address)

a member of Toora Women Incorporated authorise

.....

(full name of proxy)

of

.....

(address)

a member of the Association, as my proxy to vote for me on my behalf at the meeting of the Association (annual general meeting or other general meeting as the case may be) to be held on

.....

And at any adjournment of that meeting.

*My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

.....

(Signature of member appointing proxy)

.....

(Date)

(*To be inserted if desired.)

Note A proxy vote may not be given to a person who is not a member of the Association.