



CONSTITUTION

August 2006

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Section A - Definitions, Mission, Objects and Powers

Clause 1 - Definitions

In this constitution, unless the contrary intention appears

- a This Constitution is to be interpreted by reference to the ACT Interpretation Act and where necessary to the ACT Associations Incorporation Act 1991.
- b Act - Associations Incorporation Act 1991 (ACT).
- c The Association - Early Childhood Australia Incorporated.
- d Board - Board of Directors of Early Childhood Australia Inc.
- e Branch – A separately constituted entity which subscribes to the vision, values and objects of Early Childhood Australia Inc, meets other requirements as set out in this Constitution and has been approved by a Council meeting to be a Branch of the Association.
- f Branch delegate - A person who is a current member of a Branch elected by that Branch to represent it at a general meeting of the Association.
- g A Committee of the Association - a committee established by the Council or the Board of Directors in consultation with the CEO to further the work of the Association.
- h A Chairperson of a Committee of the Association must be a current individual member of a Branch of the Association.
- i Council - A general meeting of the members of the Association represented by Branch delegates and members of the Board of Directors with the Chief Executive Officer and other staff in attendance.
- j Director – A member of the Board of Directors is a current individual member of a Branch of the Association nominated in accordance with the requirements of this Constitution.
- k Early childhood - the period from birth to eight years of age.
- l Electronic media - includes, but is not limited to, email, facsimile, video conferencing, telephone.
- m Individual member of a Branch of the Association – A person who is a current, individual member of a Branch of the Association as defined in Section C Clause 2 (a).
- n Members of the Association - the Branches as defined in Section C Clause 2(a).
- o Month - A calendar month.
- p Observer - A person, not a delegate, who attends a General Meeting of the Association with the approval of the meeting.
- q Ordinance - the Australian Capital Territory Associations Incorporation Ordinance 1953 (As Amended).
- r Office Bearer – A person who is a current individual member of a Branch and has been elected to the position of President, Deputy President or Treasurer by the members of the Association.
- s Present at a general meeting of the Association – May mean in person or by electronic media which allows for participation in the discussion.

- t Public Officer – is a person appointed by the Board to undertake the responsibilities required under the Associations Incorporation Act 1991(ACT) and is a resident of the ACT.
- u State and Territory - Any State or Territory in Australia.
- v The Australian national government - The Government of the Commonwealth of Australia or the national government of Australia.
- w Voluntary organisation - an organisation that works in the interests of young children and their families otherwise than for financial profit or gain of its members.
- x Young Child – A child from birth to eight years of age.

Clause 2 - Name

The name of the association is Early Childhood Australia Incorporated

Clause 3 - Objects

- a The Association's objects are
 - i. To promote the interests and well-being of young children, their families and the people who work with them as broadly and in as informed and effective a way as possible.
 - ii. To maintain and promote a body of knowledge and informed views on issues to do with young children and their families.
 - iii. To promote high standards of practice and understanding in those who are responsible for supporting the development and learning of young children.
 - iv. To consult widely on relevant issues in the community and to facilitate interaction among associated interest groups at national and branch level.
 - v. To enhance the ability of Early Childhood Australia Inc to work to achieve its mission for young children.
 - vi. To be a broadly based national organisation known and respected for the quality and impact of its leadership and advocacy on behalf of young children.
 - vii. To carry out activities of Early Childhood Australia Inc in a way that is consistent with the Association's mission and values; achieves efficiency, effectiveness and openness in all operations; and demonstrates excellence and leadership to the field.

Clause 4 – Amendment of the Constitution

- a The Constitution may be altered by resolution at a General Meeting of the Association and passed in accordance with the provisions of this clause.
- b Proposals for the alteration of the Constitution shall:
 - i. Be made by a Member (Branch) of the Association and seconded by another Member (Branch) of the Association.
 - ii. Identify the Member (Branch) proposing and the Member (Branch) seconding change.
 - iii. Be submitted to the Chief Executive Officer and

- iv. Be in writing and sent by mail, email or fax.
- c Notice and details of the proposed alterations shall be given to Members (Branches) not less than eight (8) weeks before the date of the meeting at which the proposal is to be resolved
- d A resolution to alter the Constitution shall be passed if it is supported by 75% of those present and voting at the meeting including by proxy or by electronic media as defined in this Constitution and supported by a majority of members.

Section B – Property Income and Accounts

Clause 1 – Property, Income and Accounts

- a Property Income and Accounts:
- i. The property and income of the Association shall be applied solely towards the promotion of the objects set out in the Constitution. No part of the income or property of the Association will be paid directly or indirectly to members of the Association except as permitted by and in accordance with the Associations Incorporations Act 1991 (ACT)
 - ii. The Association shall provide all members of the Board of Directors with adequate Director's Liability Insurance
 - iii. All moneys received by the Association shall forthwith be paid into a bank or banks into an account or accounts to be kept in the name of the Association.
 - iv. Any two qualified persons shall sign all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments. A qualified person is a member of the Board of Directors, or an employee of the Association authorised to do so by resolution of the Board
 - v. The Board of Directors shall cause proper books of account to be kept so as to show the true financial position of the Association
 - vi. The accounts of the Association shall be audited annually by a qualified auditor who is not a member of the Association and who shall be appointed annually by the Annual General Meeting of the Association
 - vii. If an appointment of the auditor is not made at the Annual General Meeting of the Association the Board of Directors shall appoint an Auditor for the current financial year.
 - viii. The Financial Year of the Association shall be from 1 July to 30 June unless otherwise determined by the Board
- b Lodgement of Annual Returns
- i. The Board of Directors must lodge with the Registrar within six months of the end of the financial year detailed statements as required by the Associations Incorporation Act 1991 (ACT)
 - ii. A copy of the Annual Report and the audited financial statement will be given to the members.
- c Custody and Inspection of Books and Documents
- i. The Board of Directors is to provide for the safe keeping of all books and other records of the Association;
 - ii. Any member may inspect such records unless such inspection would create a conflict of interest or a breach of privacy, in which case the member will be provided with a written explanation of the reason why the access was not provided;
 - iii. A request from the Association's Auditor or Public Officer for the Registrar must be met.

Clause 2 – Winding up and amalgamation

- a Early Childhood Australia Inc shall be wound up in accordance with the Act. In such event the funds which remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objects and which is approved by the Commissioner of Taxation for the purpose of section 78(4) of the Income Tax Assessment Act 1936.
- b Any amalgamation with another organisation will be managed in accordance with the Act.

Section C – Branches and Membership

Clause 1 – State and Territory Branches

- a There shall be, wherever possible, one Member (Branch) of the Association in each State and Territory.
- b In order for an organisation to be recognised and approved by the Council as a Member (Branch) of the Association, it shall:
 - i. Subscribe to the Mission, Values and Objects of the Association;
 - ii. Be named Early Childhood Australia (here insert respective state)
 - iii. Include in the Member (Branch) Constitution Section A Clause 3 from this Constitution
 - iv. Participate in the affairs of Early Childhood Australia Incorporated as set out in this Constitution
 - v. Include in the Member (Branch) Constitution the structure, categories and voting rights of members of Branches of the Association as determined by a Council meeting
 - vi. Include in the Member (Branch) Constitution the conditions for cessation of membership of a member of the Branch as determined by a resolution of a General Meeting of the Association.
 - vii. Pay such annual affiliation fee to the Association as is determined by a resolution of a Council meeting.
 - viii. Be bound by the decisions of General Meetings of the Association.
- c A Member (Branch) of the Association may alter its own constitution as it deems appropriate consistent with the Mission, Values, Objects of this Association and the Section C Clause 1 (b) of this constitution.

Clause 2 – Membership

- a Members of the Association shall be the Branches of the Association established in each State and Territory and approved by a Council meeting pursuant to Section C Clause 1
- b Register of Members
 - i. The Association must keep a register of members;
 - ii. The register will be kept at National Office and is available for inspection by any member at any time.
- c Member(Branch) liability
 - i. Except in the cases of the following sub-clause, Members (Branches) of the Association are liable to contribute to the payment of debts of the Association only to the extent that they have unpaid affiliation fees;
 - ii. Where a debt has been incurred through illegal action of a Member (Branch) of the Association, that Member(Branch) of the Association is liable for that debt.
- d The rights, privileges and obligations of membership (Branches) of the Association are not transferable.

Clause 3 – Cessation of Membership

- a If it is proposed to a meeting of the Association that any Member (Branch) of the Association should resign or otherwise cease to be a member of the Association;
- i. Notice of such proposal must be given to the said Member (Branch) of the Association at least twenty-eight days before the date of the meeting of the Association at which such proposal will be considered;
 - ii. The proposal must be carried at that or a subsequent meeting of the Association by a majority of the members present and voting at such meeting and those voting by proxy or electronic media as defined by this Constitution and by a majority of Branches
 - iii. that Member (Branch) of the Association shall cease to be a member of the Association as from the date of the meeting and from that time must change its name to remove any reference to Early Childhood Australia Incorporated (State/Territory)
 - iv. Any Member (Branch) of the Association may resign from membership of the Association, by writing to the Public Officer of the Association, provided that notwithstanding any such resignation that member shall continue to be liable to the Association for any fees due and owing to the Association at the date of such resignation.
- b Where the Board or a meeting of the Association is of the view that a member has acted persistently in a manner prejudicial to the Association, action may be taken in accordance with Clause 9 and 10 of the Model Rules which detail the courses of action available, the procedures and processes to be followed, the rights of appeal which may be utilised and the like.

Section D – General Meetings of the Association

Clause 1 – Council Meeting

- a Participants:
- i. Members of the Board of Directors
 - ii. Members of the Association which may each have up to four delegates,
 - iii. The Chairperson of any Committee appointed by the Board or the Council whose terms of appointment require their attendance at Council;
 - iv. The Chief Executive Officer and other staff members as required
- b Observers
- i. Observers may attend Council meetings with the approval of the meeting
 - ii. The Chair of any Council meeting may invite any person attending as an observer to address the Meeting;
- c Powers
- A Council meeting shall, subject to this Constitution:
- i. Approve organisations as Members (Branches) of Early Childhood Australia Inc according to Section C Clause 1
 - ii. Determine the annual affiliation fee payable by members (Branches) of the Association to the Association;
 - iii. Approve criteria for cessation of membership of a member of a Branch of the Association
 - iv. Determine the membership structure, categories, voting rights and membership fees of members of Branches of the Association
 - v. Approve constitutional changes according to Section A Clause 4 of this Constitution ;
 - vi. Develop and determine position statements of Early Childhood Australia Inc.
 - vii. Consider and approve the Association's strategic direction.
 - viii. Receive annually a report of the work of the Association.
 - ix. Provide a forum for sharing information and debating issues of concern and developing a national overview of the organisation.
 - x. In consultation with the Chief Executive Officer establish such committees as are required to further the work of the Association.
 - xi. Have the discretion to reduce or waive Affiliation Fees for Members(Branches) of the Association who do not have the financial resources to pay such Affiliation Fees.
- d The Chair
- i. The President shall, when present, preside over all Council meetings.
 - ii. If the President is not present, or is unwilling to act, the Deputy President or a Vice-President shall preside.
 - iii. If neither the President, Deputy President, nor a Vice-President is present or willing to act, the meeting shall appoint a Chair

e Quorum

- i. No business shall be transacted at the Council unless a quorum is present.
- ii. Eighteen delegates to the Council including delegates from at least four Branches present in person or by electronic media, as defined in this Constitution, shall form a quorum;

f Votes

- i. Each Member (Branch) of the Association shall have four votes
- ii. Members of the Board of Directors shall each have one vote.
- iii. The Chair of the meeting shall have a deliberative vote and a casting vote in the event of an equality of votes;
- iv. Votes for motions for which no formal notice is required may be exercised in person or by electronic media as defined in this Constitution.
- v. Votes for which formal notice is required such as constitutional change, cessation of membership and elections for office bearers shall be exercised in person or by electronic media as defined in this Constitution or by proxy
- vi. A member voting by proxy must lodge the proxy vote with the Chief Executive Officer at least seven (7) days before the motion for which notice has been given is to be voted on.

g Resolutions and Voting

- i. Voting, except in elections for office bearers, shall be by a show of hands and the source of votes by electronic media identified unless a poll is demanded.
- ii. All resolutions with the exception of those dealing with constitutional change shall be decided by a majority of votes

h Number and Timing of a Council meeting

- i. There shall be at least one Council meeting annually.
- ii. The time and place of Council meetings shall be determined by the Board of Directors.

i Notice of Meetings

Eight (8) weeks prior to the commencement of a Council meeting Branches shall be given notice of:

- i. The place and the proposed date of the Council meeting;
- ii. The date by which the Chief Executive Officer should receive notice of any matter Branches may wish to place on the Council agenda
- iii. The date by which the Chief Executive Officer should receive a list of the Members (Branches) delegates

j Notice of Agenda

Not later than twenty eight days before the date of a Council meeting the Chief Executive Officer shall give notice to each Member (Branch) of the Association of the agenda and provide papers for the Council meeting

Clause 2 – Annual General Meeting

- a Time and Place
- i. An Annual General Meeting of the Association shall be held once each year at such time and place as the Board of Directors shall determine.
 - ii. The Annual General Meeting of the Association shall be held within five months of the end of the financial year.
- b Business shall include:
- i. Presentation of the Annual Report and audited financial statements;
 - ii. Consideration of business of which notice has been given;
 - iii. Appointment of auditor;
 - iv. Election of President; Deputy President and Treasurer
 - v. Notify changes to Member (Branch) appointments to the Board of Directors
- c Notice of Meetings
- Eight weeks prior to the commencement of an Annual General Meeting of the Association Members (Branches) shall be given notice of:
- i. The place and the proposed date of the Annual General Meeting of the Association
 - ii. The date by which the Chief Executive Officer should receive notice of any matter members (Branches) of the Association may wish to place on the agenda of the Annual General Meeting of the Association, and
 - iii. The date by which the Chief Executive Officer should receive a list of the Members (Branches) delegates
- d Notice of Agenda
- Not later than twenty eight days before the date of the meeting the Chief Executive Officer shall give notice to each member (Branch) of the Association of the Agenda for the meeting and provide papers for the Annual General Meeting
- e Participants
- i. Members of the Board of Directors
 - ii. Members of the Association (Branches) each represented by up to four delegates,
 - iii. The Chairperson of any Committee appointed by the Board or the Council whose terms of appointment require their attendance at the Annual General Meeting of the Association
 - iv. The Chief Executive Officer and other staff members as required
- f Observers
- i. Observers may attend the Annual General Meeting of the Association with the approval of the meeting
 - ii. The Chair of any Annual General Meeting of the Association may invite any person attending as an observer to address the Meeting;
- g The Chair

- i. The President shall, when present, preside over all Annual General Meetings of the Association.
 - ii. If the President is not present, or is unwilling to act, the Deputy President or a Vice-President shall preside.
 - iii. If neither the President, Deputy President, nor a Vice-President is present or willing to act, the meeting shall appoint a Chair
- h Quorum
 - i. No business shall be transacted at the Annual General Meeting unless a quorum is present.
 - ii. Eighteen delegates to the Annual General Meeting of the Association including delegates from at least four Members (Branches) of the Association present in person or by electronic media as defined in this Constitution shall form a quorum
- i Votes
 - i. Each member (Branch) of the Association shall have four votes
 - ii. Members of the Board of Directors shall each have one vote.
 - iii. The Chair of the meeting shall have a deliberative vote and a casting vote in the event of an equality of votes.
 - iv. Votes for motions for which no formal notice is required may be exercised in person or by electronic media as defined in this Constitution.
 - v. Votes, for which formal notice is required such as constitutional change, cessation of membership and elections for office bearers shall be exercised in person, by proxy or by electronic media as defined in this Constitution.
 - vi. A member voting by proxy must lodge the proxy vote with the Chief Executive Officer at least seven (7) days before the motion for which notice has been given is to be voted on.
- j Resolutions and voting
 - i. Voting, except in elections for office bearers, shall be by a show of hands and the source of votes by electronic media identified unless a poll is demanded.
 - ii. All resolutions with the exception of those dealing with constitutional change shall be decided by a majority of votes

Clause 3 – Special General Meetings

- a Convening
 - i. The President may convene a Special General Meeting of the members (Branches) of the Association at anytime.
 - ii. Special General Meetings of the Association may also be convened by the Chief Executive Officer of the Association at the request of the majority of the members (Branches) of the Association.
- b Notice of meetings:
 - i. Notice of meeting convened by the President shall be not less than seven (7) days for business other than for Constitutional Change when the provision of Section A Clause 4 (b), (c) and (d) apply.

- ii. Notice of meetings convened by the Chief Executive Officer shall be twenty-eight (28) days.
 - iii. Notice of Special General Meetings of the Association must include the notice of the nature of the business to be discussed.
 - iv. Special General Meetings of the Association convened for consideration of constitutional change must comply with Section A Clause 4 (a), (b), (c) and (d) of this Constitution.
- c Participants:
- i. Members of the Board of Directors
 - ii. Members (Branches) of the Association represented by up to four delegates,
 - iii. The Chairperson of any Committee appointed by the Board or the Council whose terms of appointment require their attendance at Special General Meetings of the Association ;
 - iv. The Chief Executive Officer and other staff members as required
- d Observers
- i. Observers may attend Special General Meetings with the approval of the meeting
 - ii. The Chair of any Special General Meeting may invite any person attending as an observer to address the Meeting;
- e The Chair
- i. The President shall, when present, preside over all Special General Meetings of the Association.
 - ii. If the President is not present, or is unwilling to act, the Deputy President or a Vice-President shall preside.
 - iii. If neither the President, Deputy President, nor a Vice-President is present or willing to act, the meeting shall appoint a Chair
- f Quorum
- i. No business shall be transacted the Special General Meetings of the Association unless a quorum is present.
 - ii. Eighteen delegates to the Special General Meetings including delegates from at least four members (Branches) of the Association present in person or by electronic media as defined in this Constitution shall form a quorum;
- g Votes
- i. Each Member (Branch) of the Association shall have four votes.
 - ii. Members of the Board of Directors shall each have one vote.
 - iii. The Chair of the meeting shall have a deliberative vote and a casting vote in the event of an equality of votes.
 - iv. Votes for which no formal notice is required may be exercised in person or by electronic media, as defined in this Constitution, for those participants whose presence at the meeting is via electronic media.
 - v. Votes for which formal notice is required such as constitutional change, cessation of membership and elections of office bearers shall be

exercised in person, by proxy or by electronic media as defined in this Constitution.

- vi. A member voting by proxy must lodge the proxy vote with the Chief Executive Officer at least seven (7) days before the motion for which notice has been given is to be voted on.

h Resolutions and Voting

- i. Voting, except in elections for office bearers, shall be by a show of hands and the source of votes by electronic media identified unless a poll is demanded.
- ii. All resolutions with the exception of those dealing with constitutional change shall be decided by a majority of votes

Clause 4 – Conduct of business by electronic media

- a General meetings of the Association including a Council Meeting, the Annual General Meeting of the Association and Special General Meetings of the Association may be conducted in whole or in part by mail or electronic media subject to the requirements of this Constitution as set out in Section D.
- b Notice of such meetings, Agenda, resolutions and decisions of such meetings shall have the same status as those associated with and resolved at meetings not conducted by electronic media as defined in this Constitution.

Clause 5 – Conduct of business by signed written resolutions in the absence of a physical meeting

- a If all eligible participants in a General Meeting of the Association who are entitled to vote have signed a document containing a statement that they are in favour of a resolution of a General Meeting of the Association in terms set out in the document, a resolution in these terms shall be deemed to have been passed at a General Meeting of the Association held on the day on which the document was signed and at the time at which the document was last signed by an eligible participant in a General Meeting of the Association who is entitled to vote or if eligible participants who are entitled to vote signed the document on different days, on the day on which, and the time at which, the document was last signed by an eligible participant in a General Meeting of the Association.
- b For the purpose of Clause 5 (a), two (2) or more separate documents containing statements in identical terms each of which is signed by one or more eligible participants in a General Meeting of the Association who are entitled to vote shall together be deemed to constitute one document containing a statement in those terms signed by those eligible participants in a General Meeting of the Association on the respective days on which they signed the separate documents.
- c A reference in Clause 5(a) to all eligible participants in a General Meeting of the Association does not include a reference to an eligible participant in a General Meeting of the Association who is not entitled to vote.
- d All other conditions applying to general meetings of the Association as set out in this Constitution apply to the Conduct of business by signed written resolution in the absence of a physical meeting.
- e Notice of such business, resolutions and decisions of such meetings shall have the same status as those associated with and resolved at physical meetings and those conducted by electronic media as defined in this Constitution.

Section E – Election of Office Bearers

Clause 1 – Elections

- a The Association shall elect at the Annual General Meeting of the Association the following office bearers.
 - i. A National President
 - ii. A Deputy National President
 - iii. A Treasurer
- b Nominations of National President, Deputy President and Treasurer
 - i. Shall be made by a member and seconded by another member
 - ii. Shall be made in writing or sent by electronic means to the Chief Executive Officer at least twenty-eight (28) days prior to the Annual General Meeting of the Association.
 - iii. Must have the consent of the nominee
- c Qualifications of Office Bearers
 - i. All Office Bearers shall be current individual members of a Branch of the Association

Clause 2 – Terms of Office

- a The National President, Deputy National President and the Treasurer,
 - i. Shall be elected for an initial term of three years
 - ii. May be elected for a further term of three years, and
 - iii. Shall retain office until the conclusion of the Annual General Meeting of the Association at which their respective successors are elected.
- b Directors nominated by Branches
 - i. May hold office for an initial term of three years,
 - ii. May be nominated for a further term of three years
- c Notwithstanding Section E Clause 2 (a) and (b), in any year in which a Conference of the Association is held immediately following an Annual General Meeting of the Association members of the Board of Directors shall hold office until the conclusion of the Conference.

Clause 3 – Casual Vacancy

- a A casual vacancy amongst office bearers of the Board of Directors being the National President, National Treasurer and Deputy National President shall be filled by the Board of Directors.
- b A casual vacancy from amongst members of the Board of Directors nominated by the Branches shall be filled by the Branch which nominated the member in respect of whom the vacancy occurred.
- c A person appointed to fill a casual vacancy shall hold office until the next Annual General Meeting but shall be eligible for election to the position.
- d A person appointed to fill a casual vacancy amongst the office bearers on the Board of Directors may be elected to that position at the end of the term of the

casual vacancy and shall be eligible to hold office for the term of office set out in Section E Clause 2 a) and b)

Section F – Board of Directors

Clause 1 – Board Membership

- a Members of the Board of Directors are:
 - i. National President
 - ii. Deputy National President
 - iii. Treasurer
 - iv. One Director nominated by each member (Branch) of the Association.
 - v. The Chairperson of any Committee appointed by the Board or the Council whose terms of appointment require their attendance at Board meetings;
- b Qualifications of Members of the Board - All members of the Board, including Office Bearers, must be current individual members of the Branch of the Association that nominated them.
- c Subject to the requirements for a Quorum set out in Section F Clause 4 the Board may proceed with business notwithstanding any vacancy in its membership

Clause 2 – Powers

- a The Board shall, in a manner consistent with the Association's mission, values and objects and subject to the Act
 - i. Control and manage the affairs of the Association including responsibility for the strategic plan, the financial health of the Association including budget development and approval and all other aspects of governance.
 - ii. In consultation with the Chief Executive Officer establish such committees and coopt such current individual members of a Branch as are required to further the work of the Association.
 - iii. Exercise all such functions other than those specified at Section D Clause 1(c) and those that are required by the Act to be exercised at the Annual General Meeting of the Association.
 - iv. Perform all such acts and do all such things as are necessary and desirable for the proper management of the affairs of the Association

Clause 3 – The Chair

Meetings of the Board shall be chaired by the National President or in their absence by the Deputy National President. If neither of these Office Bearers is present or willing to act as chair then the Board of Directors may appoint a chair.

Clause 4 – Quorum

A quorum at a meeting of the Board of Directors shall be half plus one.

Clause 5 – Votes and Voting

- a Each Director and all Office Bearers shall have one vote.
- b The Chair shall have a casting as well as a deliberative vote.
- c Any resolution shall be decided by a majority of votes.

Clause 6 – Meetings

- a The Board shall meet at least three (3) times every year.
- b A meeting of the Board may be convened at any time by the National President or by the Chief Executive Officer on the receipt of a request in writing or by electronic media from a majority of the members of the Board as defined in this Constitution.
- c At least twenty-eight (28) days notice of a meeting of the Board shall be given to each Director .However shorter notice may be given if deemed necessary by the President.
- d At least seven (7) days notice of the agenda shall be given to each Board member however shorter notice may be given if deemed necessary by the President.

Clause 7 – Conduct of business by electronic means

- a Meetings of the Board of Directors may be conducted in whole or in part by mail or electronic means as defined in this Constitution.
- b Notice of meetings, agendas, resolutions and decisions of such meetings shall have the same status as those associated with and resolved at face to face meetings.
- c All requirements for such meetings shall be the same as those specified in Section F, Clauses 3, 4 and 5 of this Constitution.

Section G – Public Officer, Seal, By-laws and Repeal

Clause 1 – Public Officer

- a In accordance with the provisions of the ordinance, the Board shall appoint a person resident in the Australian Capital Territory to be the Public Officer of the Association.
- b The office of Public Officer of the Association shall become vacant if the person holding that office:
 - i. Is removed from office by the Executive;
 - ii. Dies;
 - iii. Becomes bankrupt, applies to take the benefit of a law for the relief of bankrupt or insolvent debtors or compounds with creditors;
 - iv. Becomes of unsound mind;
 - v. Resigns in writing or
 - vi. Ceases to be a resident of the Australian Capital Territory.

Clause 2 – The Seal

Each use of the Seal of the Association shall be authorised by resolution of the Board of Directors and the Seal affixed by two directors or a director and the Chief Executive Officer and a register kept of its use.

Clause 3 – By Laws

Subject to this Constitution, a General Meeting of the Association may make By Laws and may vary and interpret such By Laws.

Clause 4 – Repeal and Savings

- a The Constitution dated September 2002 adopted in October 2002 is repealed.
- b The repeal will take effect and this Constitution shall have effect on the date on which the Registrar of Companies of the Australian Capital Territory approves of the objects or purposes set forth above.
- c Such repeal shall in no way prejudice any matter, act or thing done under the provisions of the repealed Constitution and any rights of the employees arising out of their employment, whether actual, realised or inchoate shall apply against and be binding on the Association.