

# CONFLICT RESOLUTION SERVICE



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## CONSTITUTION

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Adopted on 27 October 2016

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## CONSTITUTION OF CONFLICT RESOLUTION SERVICE

### 1 DEFINITIONS AND INTERPRETATION

#### 1.1 Definitions

In this Constitution unless the contrary intention appears:

**Act** means the *Associations Incorporation Act 1991 (ACT)* as amended.

**Annual General Meeting** means a meeting as defined in clause 17.

**Association** means Conflict Resolution Service Incorporated as incorporated under the Act.

**Board** means the committee of the association established under section 60(1) of the Act.

**Chair** means the chairman of the Board, provided in clause 8.

**Constitution** means this constitution as amended.

**Corporations Act** means the *Corporations Act 2001 (Cth)* as amended.

**Deputy Chair** means the deputy-chairman of the Board, provided in clause 8.

**Financial Year** means the 12 month period from 1 July to 30 June.

**General Meeting** means a meeting of the Members of the Association as set out in clause 18.

**Immediate Past Chair (IPC)** means person holding the position of immediate past chair.

**Member** means a member of the Association.

**Objects** means the objects of the Association as set out in clause 2.

**Proxy** means a proxy appointed by a Member, as set out in clause 17 and **Proxies** means more than one of them.

**Regulations** means the *Associations Incorporation Regulations 1991 (ACT)*.

**Representative** means a person appointed to represent a Member in accordance with clause 7.1.

**Resolution** means a resolution that has been passed by at least 50% of the votes cast of those entitled to vote on the resolution.

**Secretary** means the person holding office under this Constitution as Secretary of the Association.

**Special Resolution** means a resolution that has been passed by at least 75% of the votes cast of those entitled to vote and voting on the resolution.

**Treasurer** means the office-bearer holding the position of treasurer, provided in clause 8.

## 1.2 Interpretation

In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
- (b) words importing natural persons include corporations;
- (c) words and expressions defined in the Act have the same meaning in this Constitution; and
- (d) headings are for ease of reference only and do not affect the construction of this Constitution.

## 2 OBJECTS

### 2.1 Objects of the Association

The objects of the Association are to provide for the relief of the impact of human suffering, distress, poverty and misfortune, by:

- (a) helping without discrimination those people at risk who are in need of benevolent relief to resolve conflict and promote restorative practices;
- (b) providing opportunities for individuals suffering distress and misfortune to learn positive communication, problem solving, assertiveness and conflict resolution skills through training programs and public education;
- (c) promoting relationships and reducing isolation for individuals who are at risk, who are in distress, who are in poverty and who are suffering misfortune in the community, by bringing groups together and fostering reconciliation;
- (d) promoting positive relationships by proactively engaging in education, training and community restoration;
- (e) cooperating with any other organisation in furtherance of these Objects; and
- (f) pursuing any other activities which are:
  - (i) consistent with the Objects; and
  - (ii) approved by the Board from time to time.

### 2.2 Exercise of Powers

The Association may only exercise its powers pursuant to the Act to:

- (a) carry out the Association's Objects; and

- (b) do all things incidental or convenient in relation to the exercise of its power under clause 2.2(a).

### **3 INCOME AND PROPERTY**

#### **3.1 Application of Income and Property**

The income and property of the Association will only be applied towards the promotion of the Objects.

#### **3.2 Transfers to Members**

No income or property will be paid or transferred directly or indirectly to any Member except for bone fide compensation for services rendered or expenses incurred on behalf of the Association.

### **4 MEMBERSHIP**

#### **4.1 Membership Qualifications**

A person is qualified to be a Member if:

- (a) the person is a person referred to in section 21(2)(a) or (b) of the Act and has not ceased to be a Member at any time after incorporation of the Association under the Act; or
- (b) the person has been approved for membership of the Association by the Board.

#### **4.2 Nomination for Membership**

The nomination process will proceed as follows:

- (a) as soon as practicable after receiving an application for membership, in the form provided in Schedule 1, the Secretary must refer the nomination to the Board which must determine whether to approve or to reject the nomination;
- (b) nominations for membership will only be brought before the Board if they include full payment of the designated membership fee provided in clause 5; and
- (c) the Secretary must, on payment by the nominee of the amounts and within the time period referred to in clause 5, enter the nominee's name in the register of Members and, upon the name being so entered, the nominee shall become a Member.

#### **4.3 Membership Entitlements Not Transferrable**

A right, privilege or obligation which a person has by reason of being a Member:

- (a) is not capable of being transferred or transmitted to another person; and

(b) terminates upon cessation of the person's membership.

#### 4.4 Members Liabilities

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, remaining unpaid by the Member in respect of membership of the Association as required by clause 5.2.

### 5 SUBSCRIPTION FEES OF MEMBERS

#### 5.1 Fees

The annual membership fee of the association will be determined by resolution of the Board.

#### 5.2 Payment of Fees

The annual membership fee is payable:

- (a) before 1 January in each calendar year; or
- (b) where a person becomes a Member on or after 1 January in any calendar year, before 1 January in each succeeding calendar year.

### 6 CEASING TO BE A MEMBER

#### 6.1 Cessation of Membership

A person ceases to be a Member of the Association if the person:

- (a) dies or, in the case of a body corporate, is wound up;
- (b) resigns from membership of the Association;
- (c) is expelled from the Association, under clause 7; or
- (d) fails to renew annual membership of the Association.

#### 6.2 By Resignation

- (a) A Member who has paid all amounts payable by the Member to the Association may resign from membership of the Association by first giving notice (being not less than 7 days, or if the Board has determined a shorter period, that shorter period) in writing to the Secretary of the Member's intention to resign and, upon the expiration of the period of notice, the Member ceases to be a Member.
- (b) Where a person ceases to be a Member, the Secretary shall make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

## **7 DISCIPLINING OF MEMBERS**

### **7.1 Discipline**

Where the Board is of the opinion that a Member:

- (a) has persistently refused or neglected to comply with a provision of this Constitution; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;

the Board may by resolution after affording that Member natural justice:

- (c) expel the Member from the Association; or
- (d) suspend the Member from such rights and privileges of membership of the Association as the Board may determine for a specified period.

### **7.2 Procedure**

The Board may make rules to ensure the rules of natural justice apply prior to making the resolution in clause 7.1.

## **8 THE BOARD**

### **8.1 Power of the Board**

The Board, subject to the Act, the regulations, this Constitution, and to any resolution passed by the Association in General Meeting:

- (a) controls and manages the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by this Constitution to be exercised by the Association in a General Meeting;
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association; and
- (d) may appoint such officers and employees as are required to carry out the Objects of the Association.

### **8.2 Composition of the Board**

Unless the Board resolves otherwise, the Board will be made up as follows:

- (a) the office bearers;
- (b) 4 ordinary Board members; and
- (c) the IPC for a period of 12 months after the conclusion of their term.

### **8.3 Office-Bearers**

The office-bearers of the Association will be:

- (a) the Chair;
- (b) the Deputy Chair;
- (c) the Treasurer; and
- (d) the Secretary.

A Board member is not eligible to hold more than 1 position simultaneously on the Board.

#### 8.4 Term

Each member of the Board shall, subject to this Constitution, hold office for a term of three years following election at an Annual General Meeting, and for additional terms if re-elected at a subsequent Annual General Meeting.

#### 8.5 Election of Board Members

Nominations of candidates for election as office-bearers of the Association or as ordinary Board members:

- (a) must be made in writing, signed by 2 Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
- (b) must be delivered to the Secretary of the Association not less than 7 days before the date fixed for the Annual General Meeting at which the election is to take place.

#### 8.6 Insufficient Nominations

If insufficient nominations are received to fill all vacancies on the Board the candidates nominated will be deemed to be elected and further nominations may be received at the Annual General Meeting.

#### 8.7 Ballot

If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held. The ballot for the election of office-bearers and ordinary Board members shall be conducted at the Annual General Meeting in such manner as the Board may direct.

#### 8.8 Eligibility for Office-Bearers

Eligibility for certain office-bearer positions on the Board is as follows:

- (a) To be elected as Chair, the Member must have served on the Board as an office bearer or ordinary Board member for at least a twelve month period.
- (b) The Board may appoint a Member of the Association to be Chair if there are no eligible nominations.



- (c) To be elected as Treasurer the Member must have accounting qualifications and/or experience, unless no eligible candidate nominates.

#### 8.9 Actions of Board Members

Members of the Board shall not, in the opinion of the Board, act in a manner to damage or in any way bring the Association into disrepute.

#### 8.10 No Remuneration

No member of the Board may receive any remuneration from the Association for any reason whatsoever.

### 9 THE CHAIR

- (a) The Chair shall be the public officer of the Association and shall carry out such duties as are specified in this Constitution. Should the Chair be unable to act as the public officer of the Association by limitations of the Act, another board member may be appointed as public officer.
- (b) The Chair shall exercise a watching brief over the whole of the administration of the Association and shall be responsible for the good order and discipline of the Board.
- (c) No person other than the Chair or any other person duly authorised by the Board may make a public statement on behalf of the Association or any part thereof.

### 10 THE SECRETARY

- (a) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, notify the Association of his or her address.
- (b) The Secretary must keep:
  - (i) details of all elections and appointments of office-bearers and ordinary Board members;
  - (ii) records of the names of members of the Board present at a Board meeting or a general meeting;
  - (iii) records of all proceedings at Board meetings and general meetings; and
  - (iv) a register of all members of the Association.
- (c) Minutes of proceedings at a meeting must be signed by the person chairing at the meeting or by the person chairing at the next succeeding meeting.

## **11 THE TREASURER**

The Treasurer of the Association must:

- (a) collect and receive all moneys due to the Association and make payments authorised by the Association ;
- (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;
- (c) prepare a proposed budget for the next financial year and prepare and present to the Annual General Meeting the annual financial statements and balance sheets;
- (d) prepare for the consideration of the Board, a proposed budget and cash flow budget for the forthcoming Financial Year; and
- (e) ensure that a written financial statement is provided for the Board quarterly.

## **12 VACATION OF OFFICE OF BOARD MEMBER**

### **12.1 Vacancy**

The office of a member of the Board is immediately vacated if the member of the Board is unable or no longer willing to continue as a board member. Circumstances include where the board member:

- (a) dies;
- (b) ceases to be a member of the Association;
- (c) resigns the office;
- (d) is removed from office under clause 8;
- (e) acts contrary to clause 8.9;
- (f) is absent without the consent of the Board from all meetings of the Board held during a period of 6 months;
- (g) suffers from mental or physical incapacity;
- (h) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (i) is disqualified from office under subsection 63(1) of the Act.

### **12.2 Filling Vacancy**

In the event of a vacancy in the membership of the Board (including an office holder position), the Board may appoint a Member of the Association to fill the vacancy and the Member so appointed will hold office, subject to this

Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.

### **13 REMOVAL OF BOARD MEMBERS**

The Association in a General Meeting may by resolution, subject to section 50 of the Act, remove any member of the Board from the office of member of the Board before the expiration of the member's term of office.

### **14 MEETINGS OF THE BOARD**

#### **14.1 Meetings**

The Board must meet at least 3 times in each calendar year at such place and time as the Board may determine. Of these meetings, 1 Board meeting must occur within two months of the Annual General Meeting. Additional meetings of the Board may be convened by any member of the Board, subject to 14.3.

#### **14.2 Notice of Meetings**

(a) Oral or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.

(a) The notice must specify:

- (i) the place of the meeting;
- (ii) the date of the meeting;
- (iii) the time of the meeting; and
- (iv) the nature of the business to be transacted at the meeting.

#### **14.3 Quorum**

A quorum is any 4 members of the Board, of which 1 must be an office bearer.

#### **14.4 Adjournment of Meeting**

If within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week. No business shall be transacted by the Board unless a quorum is present.

#### **14.5 Adjourned Meeting**

If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.

#### **14.6 Appointment of Board meeting chair**

At meetings of the Board:

- (a) the Chair or, in the absence of the chair, the Deputy Chair shall chair;  
or
- (b) if the Chair and the Deputy Chair are absent - 1 of the remaining members of the Board may be chosen by the Board members present to chair.

#### 14.7 Notice

Notice of a Board meeting may be given in writing or using any technology consented to by all the Board.

### **15 SUBCOMMITTEES AND DELEGATION**

#### 15.1 Delegation of Board's Powers

- (a) The Board may, by resolution, delegate the exercise of any of its functions to 1 or more sub-committees (consisting of such Member or Members of the Association as the Board thinks fit), other than:
  - (i) this power of delegation; and
  - (ii) a function which is imposed on the Board by the Act, by any other law of the Territory, or by resolution of the Association in General Meeting.
- (b) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the Board's resolution.
- (c) The Board may at any time revoke any delegation of power.
- (d) If a subcommittee is appointed, at least one member of the subcommittee must be a Board member.

#### 15.2 Exercise of Delegates' Powers

A delegate must exercise its powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.

#### 15.3 Subcommittee to Adhere to Constitution

Meetings of any subcommittee will be governed by the provisions of this Constitution which deal with Board meetings so far as they are applicable and are not inconsistent with any directions of the Board.

### **16 DECISION MAKING BY THE BOARD AND SUBCOMMITTEES**

#### 16.1 Decision by Consensus

Decisions, at a meeting of the Board or any sub-committee appointed by the Board, are determined by consensus.

## 16.2 Voting

If no consensus is reached, a decision will be made by a majority of the votes of members of the Board or sub-committee present at the meeting with each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person chairing at the meeting) entitled to 1 vote.

## 16.3 Deadlock

In the event of an equal number of votes for and against any decision, the chair of the meeting may exercise a second or casting vote.

## 16.4 Not Public

Meetings of the Board are conducted in private but the Board may determine that part of the meeting be open to the press or other observers and may permit a person other than members of the Board to address it.

## 16.5 Conflict of Interest

A member of the Board, or member of any sub-committee of the Association who has any direct or indirect interest in any present or anticipated contract agreement or arrangement with the Association must declare that interest at the first meeting of the Board or the sub-committee (as the case may be) after becoming aware of the interest or the contract agreement or arrangement, and must not vote in respect of the matter. If that person does vote in those circumstances, that vote must not be counted.

## 16.6 Circulating Resolution

- (a) The Board may pass a resolution without holding a Board meeting if:
  - (i) all Board members are sent an identical document containing the proposed resolution; and
  - (ii) the majority of Board members sign that document and include a statement that they are in favour of the resolution set out in the document; noting that
  - (iii) separate copies of that document may be used for signing if the wording of the resolution and statement is identical in each copy.
- (b) The resolution is passed when the last Board member to constitute a majority of Board signs.

## 17 ANNUAL GENERAL MEETINGS

### 17.1 Holding of an Annual General Meeting

The Association shall, at least once in each calendar year and within the period of 5 months after the expiration of each Financial Year of the Association, convene an Annual General Meeting of its members.

### 17.2 Timing

The Annual General Meeting of the Association shall, subject to the Act, be convened on such date and at such place and time as the Board thinks fit.

### 17.3 Business of the Meeting

In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:

- (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
- (a) to receive from the Board reports on the activities of the Association during the last preceding Financial Year;
- (b) to elect members of the Board, including office-bearers; and
- (c) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to section 73(1) of the Act.

## 18 GENERAL MEETINGS

### 18.1 Calling a General Meeting

- (a) The Board must, on the requisition in writing of not less than 10 per cent of the total number of members, convene a General Meeting.
- (b) A requisition of members for a General Meeting:
  - (i) shall state the purpose or purposes of the meeting;
  - (ii) shall be signed by the members making the requisition;
  - (iii) shall be lodged with the Secretary; and
  - (iv) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (c) If the Board fails to convene a General Meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any 1 or more of the members who made the requisition may convene a General Meeting to be held not later than 3 months after that date.
- (d) A General Meeting convened by a Member or Members referred to in clause 18.1 shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Board and any Member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

### 18.2 Notice

- (a) Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding

of the General Meeting, cause to be sent to each Member a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- (b) Where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution, the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each Member in the manner provided in clause 18.2(a) specifying, in addition to the matter required under that clause, the intention to propose the resolution as a Special Resolution.
- (c) No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to clause 17.3.
- (d) A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

### 18.3 Quorum

No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item. A quorum for the transaction of the business of a General Meeting is 25 per cent of Members (being members entitled under this Constitution to vote at a General Meeting) or 5 members, whichever is greater.

### 18.4 No Quorum

If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person chairing at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

### 18.5 Adjourned Meeting

If at the adjourned meeting provided in clause 18.4, a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 3) shall constitute a quorum.

### 18.6 Decision Making at a General Meeting

A decision at a General Meeting shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person chairing that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is

evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

#### 18.7 Voting at a General Meeting

- (a) Upon any decision, contemplated in clause 18.6, arising at a General Meeting of the Association a Member has 1 vote only.
- (b) All votes shall be given personally or by Proxy but no member may hold more than 5 Proxies.
- (c) In the case of an equality of votes on a question at a General Meeting, the person chairing is entitled to exercise a second or casting vote.
- (d) A Member or Proxy is not entitled to vote at any General Meeting unless all money due and payable by the Member or Proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

#### 18.8 Appointment of Proxy

- (a) Each member shall be entitled to appoint another Member as Proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the Proxy is appointed.
- (a) The notice appointing the Proxy shall be in the form set out in Schedule 2 to this Constitution.

### 19 FUNDS MANAGEMENT

#### 19.1 Funds

The funds of the Association may be derived from any source and in any manner that the Board determines.

#### 19.2 Expenditure

Subject to any resolution passed by the Association in General Meeting (which does not prejudice the tax status of the Association), the funds of the Association must only be used in pursuance of the Association's Objects.

#### 19.3 Approval

All payments, whether made by cheques, drafts, bills of exchange, promissory notes and other negotiable instruments or electronically must be approved by the Board or anyone who is authorised to do so by the Board.

### 20 ALTERATION OF OBJECTS AND RULES

Neither the Objects of the Association, referred to in section 29 of the Act, nor these rules shall be altered except by Special Resolution in accordance with the Act.



## **21 COMMON SEAL**

- (a) The common seal of the Association shall be kept in the custody of the Board.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of 2 members of the Board.

## **22 CUSTODY OF BOOKS**

Subject to the Act, the Regulations and this Constitution, the Secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the Association.

## **23 INSPECTION OF BOOKS**

The records, books and other documents of the Association must be open to inspection at a place in the ACT, free of charge, by a member of the Association at any reasonable hour.

## **24 RECORD KEEPING**

The Association must maintain adequate accounting and other records to verify that tax deductible gifts or contributions are used only to further the Objects of the Association.

## **25 AUDIT AND ACCOUNTS**

### **25.1 Accounts must be Kept**

The Board must cause the Association to keep written financial records in relation to the business of the Association in accordance with the requirements of the Act.

### **25.2 Accounts must be Audited**

The Board must cause the financial records of the Association to be audited in accordance with the Act.

## **26 WINDING UP**

### **26.1 Obligations of Members**

If the Association is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the preceding year, undertakes to contribute to the property of the Association for the:

- (c) payment of debts and liabilities of the Association (in relation to clause 5.2, contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
- (d) adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding outstanding membership fees.

## 26.2 Revocation of DGR Status or Winding Up of the Association

If the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the Association;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; and
- (c) money received by the Association because of such gifts and contributions.

**SCHEDULE 1**

**APPLICATION FOR MEMBERSHIP OF ASSOCIATION**

(incorporated under the Associations Incorporation Act 1991)

I, .....

(full name of applicant)

of .....

(address)

hereby apply to become a member of the above named incorporated Association. In the event of my admission as a member I agree to be bound by the rules of the Association for the time being in force.

.....

(Signature of applicant)

Date.....

**SCHEDULE 2**

**FORM OF APPOINTMENT OF PROXY**

I,  
.....

(full name)

of,  
.....

(address)

being a paid up member of Conflict Resolution Service hereby appoint:

.....

(full name of proxy)

of,  
.....

(address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be) to be held on the ..... day of ..... 20..... 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:

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