



Australian Alliance
of Associations
in Education

CONSTITUTION

Australian Alliance of Associations in Education Limited (AAAE)

ACN 168 184 192

Public company limited by guarantee

First registered

Current Constitution endorsed by Members on 9 November 2013

Amended 4 March 2017

Amended 2 March 2019

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PART I: GENERAL

1. Name of the company

The name of the company is Australian Alliance of Associations in Education Limited (AAAE).

2. Type of company

- a) AAAE is a not-for-profit public company limited by guarantee.
- b) Subject to this Constitution, each Member and each Person that was a Member within one (1) year of them ceasing to be a Member undertakes to contribute on the winding up of the AAAE to the property of the AAAE for:
 - 1) payment of debts and liabilities of the AAAE provided that for each Member who was a Member the debts and liabilities were contracted before they ceased to be a Member;
 - 2) payment of the costs, charges and expenses of winding up; and
 - 3) any adjustment of the rights of the contributories among themselves.
- c) The amount to be contributed under rule 2.b) above is such an amount as may be required up to \$10.00.

3. Definitions and interpretation of terms

- a) In this Constitution unless it is inconsistent with the subject or context in which it is used:

AAAE means Australian Alliance of Associations in Education Limited
ACN 168 184 192

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

Board means some or all of the Directors acting as the Board of Directors of AAAE, elected or appointed as described in this Constitution.

Business Day means a day not being Saturday, Sunday or a public holiday on which the banks as defined in the *Banking Act 1959* (Cth) are open for business in New South Wales.

Company Secretary means any individual appointed by the Board in accordance with the Act to perform the duties of company secretary of AAAE.

Constitution means this Constitution as amended or supplemented from time to time.

Delegate means the individual member of the governing body of a Member who is identified by the Member as their representative in accordance with the Act to represent them at the Members' Forum to exercise all or any of the powers attributed to their Member. The Member must advise the Secretary prior to attending a Members' Forum.

Director means a person elected or appointed from time to time to the office of Director of the AAAE in accordance with this Constitution.

Member means any national professional teacher/teaching association or entity admitted to membership of the AAAE as outlined in this Constitution.

Members' Forum means a group of Members of AAAE in accordance with Part II of this Constitution, including those who are elected as Directors. The Members' Forum is operated by the President or their deputy as nominated.

National Professional Teachers' Association means an association that is a formally constituted national entity, with elected officers representing their members and/or affiliated in a majority of Australian states and territories. The majority of its membership is made up of teachers or teacher professionals who are active in the profession which the association represents.

Objects means the objects of the AAAE as listed in this Constitution.

Office Bearers refers to Directors in the positions of President, Vice-President, Secretary, and Treasurer.

Officer has the same meaning as in the Act.

President means the individual elected or appointed to that Office Bearer position on the Board.

Register means the register of Members pursuant to the Act.

Representative means the Delegate or other individual appointed by a Member pursuant to the Act to represent the Member including at general meetings.

Secretary means the individual elected or appointed to that Office Bearer position on the Board.

Special Resolutions refer to significant decisions as determined by the Board requiring notification to Members prior to the meeting of the Board.

Tax Act means the *Income Tax Assessment Act 1997* (Cth).

Year means the period between the close of one annual general meeting and the close of the next annual general meeting.

- b) A Member is taken to be present at a general meeting if the Member's Delegate or proxy is in attendance or in remote contact (teleconference, video-conference) as arranged and sanctioned by the President of the general meeting.
- c) A reference in a rule in general terms to a person holding or occupying a particular position or office includes a reference to any person who occupies or performs the duties of that position or office for the time being.
- d) In this Constitution, the following rules of interpretation apply unless the context requires otherwise:
 - 1) a gender includes all genders;
 - 2) singular includes plural and vice versa;
 - 3) where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning;
 - 4) a reference to a rule or sub-rule is to a rule or sub-rule of this Constitution and includes any further embedded content;
 - 5) a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislation substituted for it and any regulations and statutory instruments issued under it; and

- 6) the words 'writing' and 'written' include any mode of representing or reproducing words, figures, drawings or symbols in a visible or communicable form.
- e) This Constitution is to be interpreted subject to the Act, however, the rules that apply as replaceable rules to companies under the Act are displaced by this Constitution and do not apply to the Company except in so far as they are repeated or contained in this Constitution.

4. Objects

- a) The Objects of the AAAE are to represent Member National Professional Teachers' Associations, so that their voice and the voice of the teachers and educators they represent are heard by the appropriate statutory authorities and governments for the improvement of Australian educational policy and practice. Such representation is to be in consultation with and approval of Members that see the matter in question as relevant to their area of interest and/or responsibility.
- b) The AAAE pursues these Objects by:
 - 1) providing a forum through National Professional Teachers' Associations can exercise a critical appraisal of developments in the Australian education agenda;
 - 2) developing and promoting positions on education issues in Australia;
 - 3) representing Members on policy development bodies, at forums and through direct negotiation with jurisdictions at the national and state level;
 - 4) providing representative input and feedback to the appropriate statutory authorities and jurisdictions;
 - 5) providing a voice for the teaching profession on professional matters;
 - 6) developing the capacity of National Professional Teachers' Associations to respond to national policy issues, initiatives and directions;
 - 7) sharing discourse and evidence-based research on education;
 - 8) providing high quality professional learning resources in consultation with and agreement from Members;
 - 9) being a conduit between National Professional Teachers' Associations, the media and jurisdictions where this does not conflict with rule 4a);
 - 10) promoting communication and collaboration between Members;
 - 11) doing anything ancillary to the Objects referred to in rule 4a).

PART II: MEMBERSHIP

5. Members

- a) AAAE admits Members that are interested in the Objects of AAAE and that the Board in its absolute discretion admits to membership in accordance with this Constitution.
- b) The Board may provide for categories of membership on such conditions as the Board determines.
- c) A national professional teacher/teaching association may apply for membership of the AAAE by writing to the AAAE Secretary and enclosing a copy of that association's constitution/rules.
- d) At the next meeting of the Board after the receipt of any application for

membership, such application shall be considered by the Board, which will determine the admission or rejection of the applicant.

- e) When an applicant has been accepted for membership, the Secretary will send to the applicant written notice of the association's acceptance and a request for payment of the association's membership fee (to be the annual membership fee). Upon payment of the membership fee and the name of the applicant being entered in the Register the applicant shall become a Member provided that if such payment is not made within two (2) calendar months after the date of the notice, the Board may at its discretion cancel its acceptance of the applicant for membership.
- f) The membership fee payable by Members shall be as determined by the Board.
- g) All annual subscriptions shall become due and payable in advance on the first (1st) day of January in every year.
- h) To be eligible to be a Member an association must:
 - 1) be a formally constituted national teaching association;
 - 2) have elected officers representing their members;
 - 3) be prepared to pay an annual membership fee as determined by the Board;
 - 4) be committed to having an elected or an ex-officio member of their national governing body attend the Members' Forum on a regular basis;
 - 5) have members or affiliates in a majority of Australian states and territories;
 - 6) be controlled by its members, not by employees or commercial entities;
 - 7) be concerned with the profession's standards, professional development, curriculum development and advocacy on behalf of the profession.

6. Rights of Members

- a) A Member has a right:
 - 1) to attend and to speak at Members' Forums and general meetings;
 - 2) to nominate a Delegate who can be appointed as a Director;
 - 3) to vote at general meetings and on resolutions put to the membership;
 - 4) to be represented at the Members' Forum. The Delegate of the Member when fulfilling their Forum role has the authority to vote on behalf of the Member. The Member is to determine the tenure of the Delegate as required (this may be on a meeting by meeting basis or yearly tenure).
- b) A Delegate from the governing body of the Member will have voting rights at the Members' Forum and general meetings, and is eligible to be elected to the Board. If a non-governing body Delegate of a Member attends the Members' Forum, that Delegate may be given speaking rights by the Members' Forum, but does not have voting rights or eligibility to be elected a Director.

7. Membership not transferable

- a) A right, privilege or obligation which a Member has by reason of being a Member:
 - 1) is specific to the Member and not capable of being transferred to another Member by a Member's own act or by operation of law; and
 - 2) terminates upon the cessation of membership whether by resignation or otherwise.

8. Cessation of Membership

- a) A Member shall cease to be a Member if:
 - 1) the subscription of the Member shall remain unpaid for a period of two (2) calendar months after it becomes due. The Member may, after notice of the default has been sent to the Member by the Secretary, be debarred by resolution of the Board from all privileges of membership and the Member's name may be removed by the Association's Register of Members. The Board may reinstate the Member and restore the name of the Member to the Register on payment of all arrears if the Board thinks fit to do so;
 - 2) the Member may at any time, by giving notice in writing to the Secretary, resign membership of AAAE but shall continue to be liable for any annual membership fees and all arrears due and unpaid at the date of the Member's resignation. They will also be liable for all other moneys due by the Member to AAAE;
 - 3) the Member wilfully refuses or neglects to comply with the provisions of the Constitution or is guilty of any conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of AAAE;
 - 4) the Member is deregistered or wound up or ceases to operate as an entity;
 - 5) in any other circumstances prescribed in the terms of membership applicable to the Member or in the failure to satisfy any undertaking given by the Member upon them being admitted as a Member on the date that the Board resolves to cease the membership unless the Board resolves otherwise;
- b) The Board will have power to expel a Member and erase their name from the Register while retaining their information as required by the Act.-This expulsion requires that at least twenty-eight (28) days before the meeting of the Board, at which a resolution for their expulsion is to be considered, the Member shall have had notice of such meeting and of what is alleged against the Member and of the intended resolution for their expulsion.
- c) A Member who has had their membership of AAAE withdrawn has thirty (30) days after the Board meeting where the cessation was passed to lodge an appeal of the decision to the AAAE Board, outlining their case for re-admittance.
- d) If the Member who has had their membership of AAAE withdrawn remains unsatisfied by the Board's response, the matter will be referred to a professionally accredited mediator for resolution.
- e) Any Member ceasing to be a Member will not be entitled to any refund, in full or part, of any fee paid.

PART III: MEETINGS

9. Members' Forum Meetings (Specific)

- a) The Members' Forum is a gathering of Delegates.
- b) The Members' Forum will meet at least three (3) times per calendar year, one of which will coincide with the annual general meeting.
- c) The Members' Forum will advise and assist the Board of Directors to:
 - 1) develop policy recommendations;

- 2) provide a channel of communication between AAAE and the wider professional community, identifying with and promoting a positive image of AAAE in the professional community and to the general public;
 - 3) provide a source from which AAAE may seek and receive advice related to curriculum development and the profession, necessary to meet the needs of the education community and broader business environment;
 - 4) find opportunities that will assist it to obtain the relevant information to meet the requirements of its Objects.
- d) The Members' Forum will have only the right to make recommendations to the Board.
 - e) The Directors must consider recommendations of the Members' Forum and after due deliberation assess how to respond to recommendations.

10. Annual General Meetings (Specific)

- a) Convening of the annual general meeting:
 - 1) An AGM shall be held once in every calendar year at such a time and place as determined by the Board and in accordance to the Act. The AGM is to be aligned to one of the Member Forum meetings;
 - 2) An AGM may be convened to occur in two (2) or more venues using any technology that gives the Members a reasonable opportunity to participate in the meeting;
 - 3) The Board is to arrange the AGM and Members' Forum agendas, venues and logistics.
- b) Notice of annual general meetings:
 - 1) Subject to this Constitution, at least twenty-one (21) days' notice (or such other minimum period as may be prescribed by the Act from time to time) of a general meeting must be given to each person who is at the date of the notice:
 - i. a Member;
 - ii. a Director; or
 - iii. an auditor of the AAAE.
 - 2) A notice of a general meeting must specify:
 - i. the place, date and time of the meeting;
 - ii. the general nature of any business to be conducted at the meeting;
 - iii. if a special resolution is to be proposed, the details of and intention to propose it; and
 - iv. if the meeting is to be held in two (2) or more places then the technology that will be used to facilitate this.
 - 3) Except as required by the Act, no business other than that specified in the notice convening an AGM may be transacted at that meeting.
 - 4) It is not necessary for a notice of an AGM to state that the business to be transacted at the meeting includes the consideration of any annual financial report, Directors' report, any report from the auditor, the election of Directors, the declaration of the results of an election of Directors, the appointment of the auditor or the fixing of the auditor's remuneration.
 - 5) A Member may waive notice of an AGM by notice in writing to AAAE.

- 6) The accidental failure to give notice of an AGM to, or the non-receipt of notice of a meeting by, any Member entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.
- 7) A Member's attendance at an AGM waives any objection that that Member may have to a failure to give notice, or the giving of a defective notice, of the meeting unless the Member at the beginning of the meeting objects to the holding of the meeting.

11. Board Meetings (Specific)

- a) No business may be transacted at a meeting of Directors unless a quorum of Directors is present during the time the business is dealt with.
- b) A quorum at a meeting of Directors is the lowest number that is a majority of the Directors entitled to vote on the matter.
- c) A Director who is present and is disqualified from voting on a matter shall be counted in the quorum despite that disqualification, even if they do not participate in that part of the meeting from which they are disqualified from voting.
- d) If the number of Directors in office at any time is less than the minimum number required the remaining Directors must act as soon as possible:
 - 1) to increase the number of Directors to a number sufficient to satisfy the minimum number of Directors required; or
 - 2) to convene a meeting of the AAAE Members' Forum for that purpose.

12. Meetings (General Rules)

- a) General rules for general meetings:
 - 1) No business shall be transacted at any general meeting unless a quorum of Members either as Representatives or Delegates with voting rights or their proxies (with status of such recognised by the President of the meeting) is present. A quorum will be more than sixty per cent (60%) of appointed Members.
 - 2) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be dissolved. If at the adjourned meeting a quorum is still not present within half an hour from the time appointed for the meeting, another day, time and place to reconvene the meeting is to be determined by the Board.
 - 3) In addition to any power they may have at law, the President may, with or without the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - 4) The President will preside at every meeting of the Board, Members' Forum and general meeting. If the President is not present within ten (10) minutes after the time appointed for holding the meeting or is unable or unwilling, the Vice-President will be President of the meeting. If the Vice-President is not present at the meeting or is unwilling, then those in attendance with voting rights may choose one of their number to be chair of the meeting.

- 5) At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - i. by the President; or
 - ii. by at least three (3) of those present and entitled to vote.
- 6) At any general meeting, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or lost having regard to the particular majority required, and an entry to that effect in the minutes of the proceedings which has been signed by the chair of the relevant general meeting or of the next succeeding general meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the resolution. If a poll is duly demanded it will be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chair of the meeting directs.
- 7) A majority of votes in the case of a show of hands and a poll is to be above fifty per cent (50%) of votes. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 8) In order for a Member through their Delegate to be eligible to vote at any meeting the Member must be a financial member.
- 9) Every Member shall have one (1) vote.
- 10) A Member may vote in person or by proxy nominated by the Member.
- 11) The Member's request to appoint a proxy is to be forwarded to AAAE at the address or addresses given in the notice of meeting not less than forty-eight (48) hours before the time for holding the meeting. A Member shall be entitled to instruct their proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as they think fit. Directed proxies to proxy holders that are not the chair of the meeting that are not exercised on a poll pass to the chair of the meeting who must exercise them before the poll closes.
- 12) Special Resolutions to be presented to a general meeting must be sent to Directors and Members at least twenty-one (21) clear days before the meeting, announcing the intention to propose the Special Resolution and state the nature of the Special Resolution. In the case of Special Resolutions, at least seventy five per cent (75%) of the votes cast by meeting participants with voting rights must be in favour of the resolution for it to be passed.
- 13) The Board Meetings, Members' Forum meetings and general meetings may be attended by persons other than those persons entitled to attend, being those invited by the President or chair of the meeting. These persons attending the meeting by invitation will not have voting rights, but may upon a motion of the meeting be granted speaking rights.
- 14) A Director shall not vote in respect of any contract or proposed contract with AAAE in which the Director has a material person involvement.

PART IV: THE BOARD

13. Number, nature of and terms for Directors

a) Number and nature of Directors:

- 1) The Board is to be up to eight (8) Directors comprising the President, Vice-President, Secretary and Treasurer and up to four (4) non-office bearer Directors all of whom may be Delegates but up to 3 of whom may be Representatives provided they are members of Members.
- 2) The Board is elected at the Members' Forum held in conjunction with the AGM.
- 3) The immediate past President, upon nomination by and approval of the Board, can be a Director on the AAAE Board for up to two years following the AGM that they ceased to be President. If the Board opts for the immediate past President position, then the number comprising the Board will remain eight (8) so the number of positions of other non-office bearer Directors will fall to three (3).
- 4) The Board may appoint any eligible Representative to fill a casual vacancy, and such appointee holds office until the end of the next AGM but if otherwise eligible, may stand for election at that AGM. The Board may opt to not fill a casual vacancy until the next AGM.
- 5) Directors may only be appointed if the Member from which they come has been a Member of AAAE for at least three (3) months at the time of their nomination. The immediate past President may be a Director pursuant to Clause 13a.3 above even if they are not a Delegate or Representative.

b) Terms for Directors:

- 1) The term for a Director shall be two (2) Years but no Director shall hold office for more than three (3) consecutive terms.
- 2) A term for Directors shall commence at the conclusion of AGM at which the Director was elected and terminate no later than the conclusion of the second Annual General Meeting after which the Director was elected.
- 3) Members who have served as Directors for the maximum period in accordance with clause 13b)1) shall be eligible for re-election or re-appointment as a Director after a lapse of one (1) full two-Year (2-year) term from when they last held office as a Director.
- 4) Half of the Directors shall retire each year and, if eligible and they wish to and they are nominated, each may stand for re-election.
- 5) If the number of Directors to retire is not a whole number then the number that is half then rounded down to the next whole number must retire from office provided that all Directors who are about to reach the end of their term must retire but may stand for re-election if eligible.
- 6) For a Director in office immediately prior to the adoption of this Constitution and who remains in office, counting of the three (3) consecutive terms shall commence only after the next of AGM at which such a Director has been elected as a Director.
- 7) Subject to clause 13b)5), those Directors elected on the same day and who received the lowest number of votes at the AGM shall (unless they otherwise

agree among themselves) retire.

- 8) The office of Director of the Association shall become vacant if the Director:
- i. ceases to be a Representative of a Member;
 - ii. if a Delegate ceases to be a Delegate but remains a Representative but there are already 3 Representatives who are not Delegates on the Board;
 - iii. becomes prohibited from being a Director by reason of the law;
 - iv. becomes an individual who is, or whose estate is, liable to be dealt with in any way under the law related to mental health;
 - v. resigns by notice in writing to AAAE;
 - vi. for two (2) consecutive meetings is absent with or without permission of the Board from meetings of the Board unless at its next meeting the Board resolves otherwise;
 - vii. ceases to be a member of a Member association;
 - viii. dies;
 - ix. becomes bankrupt or makes an arrangement or composition with their creditors generally;
 - x. is removed as a Director by an ordinary resolution of AAAE in general meeting, subject to the Act;
 - xi. is or becomes a paid employee of AAAE; or
 - xii. fails to disclose a material personal interest/conflict that would be required to be disclosed under the Act unless at the next Board Meeting the Board resolves otherwise.

14. Election of Directors

- a) At the Members Forum held in conjunction with the AGM the Board will be elected by the eligible Delegates attending.
- b) The election of the Executive of the AAAE shall take place in the following manner:
 - 1) The nomination of an eligible candidate to be a Director member of the Board shall be in writing and be signed by their Member association and by the candidate. The nomination is to be lodged with the Secretary at least twenty-one (21) days before the Annual General Meeting at which the election is to take place.
 - 2) A list of the candidates' names in alphabetical order, with their nominating Member identified and with supporting statements, will be forwarded to Members with the notice of meeting. The nominations are to be forwarded by post and email at least two (2) weeks before the Annual General Meeting.
 - 3) When electing the Board, balloting lists shall be prepared (if necessary) containing the names of the candidates only (in alphabetical order), and each Member present at the Annual General Meeting shall be entitled to vote for the candidates in preferential order.

15. Powers and Duties of the Board

- a) The business of AAAE shall be managed by the Board which is responsible for the control, ultimate management and conduct of AAAE. The Board may exercise to the exclusion of AAAE in a general meeting all the powers of a company that are

not required by the Act or by this Constitution to be exercised by AAAE in a general meeting.

- b) The Board has the power to acquire funds through conducting professional learning activities, forums, developing resources and engaging in other education and other activities relevant to the Objects.
- c) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Board, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) Directors or other individuals as authorised by the Board.
- d) The Board shall keep minutes:
 - i. of all appointments of Directors;
 - ii. of names of Directors present at all meetings of the Board; and
 - iii. of all proceedings and resolutions at all meetings of the Board.
- e) Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the President or previous Chair of the next succeeding meeting. The minutes shall be forwarded by post and email to the Members, Member associations and Directors of the AAAE within fourteen (14) days of a Board Meeting.
- f) The Members' Forum may advise and make recommendations to the Board to conduct business on its behalf as required, dependent on due diligence, reporting, endorsement of decisions via special resolutions pursuant to Part III, Section 12.a.12 of this Constitution.
- g) The duties of the Directors are to be developed as part of the AAAE Standing Orders.

PART V: ADMINISTRATION

16. Finances

- a) Members are to meet the expenses involved with their Representatives ~~Member to~~ attending Members' Forum meetings, and general meetings. Members with a Representative who is a Director are to meet the expenses involved in their role as Director.
- b) AAAE will pay for the travel expenses incurred for specially called Board Meetings and other Board approved sub-committee meetings.
- c) The Board shall cause proper accounting and records to be kept and will submit financial statements and related reports including from the auditor as required the Act to the AGM.
- d) The Board shall from time to time determine at what times and places and under what conditions or regulations the accounting and other records of AAAE may be open to the inspection by Members.

17. Audit

- a) If required by the Act, the Directors must cause the financial records of AAAE to be audited in accordance with the Act.
- b) Where required by the Act, a suitable auditor A properly qualified Auditor or Auditors shall be appointed in accordance with the Act. The Auditor's remuneration

and duties shall be regulated in accordance with the Act.

- c) The financial year shall be the period of twelve (12) months ending on 31 December, unless the Board determines a different end date.

18. Notices

- a) Notices are to be provided by AAAE to the Members in accordance with the Act and may be by email to the address(es) supplied to AAAE from the Member for the providing of notices.
- b) Notice of every AAAE Meeting shall be forwarded by email to the President/Vice-President/Secretary or nominated Member of Member associations.

19. Income and Property

- a) The income and property of the AAAE shall be applied solely towards the promotion of the Objects.
- b) Provided an expense has been previously approved by Board, nothing will prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of AAAE, or to any Director, in return for any services actually rendered to the AAAE. A Director or Member is not entitled to a salary, wage or fee or other remuneration solely because he or she is a Director or Member.
- c) Subject to clause 19b), no income or property of AAAE shall be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or other profit distribution, to any Member, any former Member, any Director or any former Director or to any person claiming through such a Person's Member Liability.

20. Member Liability

- a) The liability of the members of the AAAE is limited.
- b) Every AAAE Member undertakes to contribute to the property of the AAAE in the event of the same being wound up while still a Member, or within one (1) year after that Member ceased to be a Member, for payment of the debts and liabilities of the AAAE contracted before that Member ceased to be a Member, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$10.00.

21. Amending the Constitution

- a) Notice of Special Resolutions regarding proposed amendments to the Constitution of the AAAE will be given to Members at least twenty eight (28) days before the Annual General Meeting called to consider the proposed amendments.
- b) Amendments to the Constitution of the AAAE shall be made by a Special Resolution and agreed to by Members representing at least a three-quarters (75%) majority of Members present at the meeting considering the change.

22. Dispute Resolution

- a) Any disputes over the interpretation of this Constitution shall be resolved by a decision of the Board.
- b) Any grievance between AAAE and Members, or between one Member and another Member, shall be submitted in writing to the Company Secretary and/or served on the Member in question, and shall be presented to the Board for discussion and addressed within thirty (30) days after the grievance comes to the attention of all parties involved.

- c) Failure by the parties to resolve the grievance in this time will result in a mediation meeting with a mutually agreed independent mediator, at a cost to AAAE, and will be held within a further thirty (30) days.
- d) All parties must attempt to resolve the grievance at mediation.
- e) If the mediator is unable to resolve the dispute by agreement between the parties, the mediator must determine the respective rights and obligations under this constitution of the parties and any other Members.
- f) A determination of a mediator is binding on the parties and all Members.
- g) Dispute resolution must allow for natural justice to be applied.

23. Winding Up/Dissolution

- a) If any property remains following the winding up or dissolution of AAAE after satisfaction of all its debts and liabilities, this property will not be paid to or distributed amongst Members, but will be given or transferred to another institution or body corporate that has:
 - 1) objects which are similar to the Objects;
 - 2) a constitution which requires its income and property to be applied to promoting its objects; and
 - 3) a constitution which prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on AAAE.
- b) The identity of the institution or body corporate is to be determined by the Members at or before the time of dissolution, and failing such determination being made by the Directors at or before the time of dissolution, and failing such determination by application to the court for determination.
- c) If AAAE is endorsed or duly authorised in any way as a deductible gift recipient in accordance with the Tax Act and AAAE maintains accounts or a gift fund pursuant to such endorsement or authorisation, AAAE must on the earlier of the winding up of such accounts or gift fund or of AAAE having its deductible gift recipient endorsement or authorisation revoked transfer any surplus assets of those accounts or gift fund to another institution or body corporate in Australia that has:
 - 1) objects which are similar to the objects;
 - 2) a constitution which requires its income and property to be applied to promoting its objects;
 - 3) a constitution which prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on ~~the~~ AAAE; and
 - 4) which satisfies specific requirements of the Tax Act related to the management of a gift fund or of accounts used for the handling of deductible gift recipient funds.
- d) The identity of the institution or body corporate under 57.c) is to be determined by the Members, and failing such determination being made, by the Directors.