

Omond & Co

Constitution

of

Sommeliers Australia Inc

[formerly known as Australian Sommeliers' Association Inc. (Vic)]

An association incorporated under the laws of Victoria

Associations Incorporation Act (Vic), 1981

Omond & Co
15B Merton Street
Albert Park Victoria 3206
Tel + 61 (0) 3 9682 6688
Fax + 61 (0) 3 9682 6466
Our Ref JLO

© Omond & Co 2012

Contents

Clause number	Heading	Page
1.	Preliminary	3
1.1	Definitions	3
1.2	Interpretation	3
1.3	Constitution subject to the Act	1
1.4	Model Rules not to apply	1
2.	Objects and Purposes	1
3.	Powers	2
4.	Membership	2
5.	Levels of Membership	3
5.1	Certified Sommelier	3
5.2	Professional Sommelier	3
5.3	Enthusiast Member	3
6.	Register of members	3
7.	Discipline, suspension and expulsion of members	4
8.	Disputes and mediation	6
9.	Management of the Association	7
10.	The Committee	7
10.1	Membership of the Committee	7
10.2	Chairperson	Error! Bookmark not defined.
10.3	Sub-committees	8
10.4	Treasurer	8
10.5	Vacation of Office	9
11.	Activities of the Association	9
11.1	Tastings	9
11.2	Cellar	9
12.	Interests of Committee Members	10
12.1	Transactions between Association and Committee Members	10
12.2	Disclosure of Interest	10
12.3	Voting and Signing	10
13.	Meetings of the Committee	11
13.1	Number of Meetings	11
13.2	Quorum	11
13.3	Voting	11
13.4	Notice of Meetings	11

14.	General Meetings	11
14.1	Annual General Meeting	11
14.2	Special General Meeting	12
14.3	Business of Annual General Meeting	12
14.4	Quorum For General Meeting	12
14.5	Notice of General Meeting	12
14.6	Chairperson of General Meeting	12
14.7	Voting at General Meeting	12
14.8	Proxies	13
15.	Financial Year	13
16.	Common Seal	13
17.	Execution of documents	14
18.	Financial Accounts	14
19.	Bank Accounts	14
19.1	Signing of Cheques	14
19.2	Deposit of Funds	14
19.3	Opening of Bank Accounts	14
20.	Alteration of Constitution	15
21.	Officers Indemnity and Insurance	15
21.1	Indemnity	15
21.2	Withdrawal of Indemnity	15
21.3	Officers Liability Insurance	15
22.	Dissolution	15
22.1	Resolution of Members	15
22.2	Excess Funds Upon Winding Up	16

Constitution

of

Sommeliers Australia Inc

[formerly known as Australian Sommeliers' Association Inc (Vic)]

An association incorporated under the laws of Victoria

1. Preliminary

1.1 Definitions

In this Constitution, unless the context otherwise requires:

- (a) “**Annual General Meeting**” means a meeting of Members convened under clause 14.1.
- (b) “**Commission**” means the Corporate Affairs Commission.
- (c) “**Committee**” means the committee responsible for the management and administration of the Association.
- (d) “**Committee Member**” means a member of the Committee.
- (e) “**General Meeting**” means either an Annual General Meeting or a Special General Meeting.
- (f) “**Member**” means a member of the Association.
- (g) “**Notice of Meeting**” means notice of a General Meeting given in accordance with 13.4.
- (h) “**Special General Meeting**” means a meeting of Members convened under clause 14.2.
- (i) The “**Act**” means the Associations Incorporation Act 1981 (Victoria).
- (j) The “**Regulations**” means the Associations Regulations 1998 (Victoria).

1.2 Interpretation

In this Constitution, unless the context otherwise requires:

- (a) Words importing the singular include the plural and vice versa.
- (b) Words importing a gender include any gender.

- (c) An expression importing a natural person includes any company, partnership, joint venture, association, corporation or other body corporate and any governmental authority or agency.
- (d) A reference to a person includes that person's successors and permitted assigns.
- (e) A reference to any legislation includes any amendment to it, any consolidation or replacement of it, and any subordinate legislation made under it.
- (f) If any provisions of this Constitution is judged invalid, illegal or unenforceable, then the offending provision (in whole or in part) will be deemed to be severed from this Constitution and will not affect the validity, legality or enforceability of the remaining provisions
- (g) Words defined in the Act or Regulations shall have the same meanings when used in this Constitution.

1.3 Constitution subject to the Act

This Constitution is subject to the Act and where there is any inconsistency between a clause and the Act, the Act prevails to the extent of the inconsistency.

1.4 Model Rules not to apply

The Model Rules are displaced by this Constitution and do not apply to the Association.

2. Objects and Purposes

The objects and purposes of the Association are:

- (a) to promote the service of wine and the profession of Sommelier in Australia;
- (b) to improve benchmarks and service ethics for the profession of Sommelier in Australia, and to reward standards of excellence by awarding certificates of proficiency or other awards to Members as determined by the Committee;
- (c) to establish and operate wine service and general wine education courses for Sommeliers, and for the general public in order to create a greater appreciation of wine and the role of Sommeliers in the purchasing, cellaring and serving of wine and in matching wine and food;
- (d) to raise the overall standard of wine service in restaurants with a focus on increased knowledge and skills;
- (e) to encourage the provision of an identifiable career path for Sommeliers within the hospitality industry in Australia;
- (f) to obtain funds through donations, sponsorships and various fundraising activities to promote the objects and purposes of the Association;

- (g) to organise and conduct conferences, functions, events and activities which promote the objects and purposes of the Association or the Association itself;
- (h) to distribute any net profits (if any) to further promote awareness, development and networking in the service of wine and wine education;
- (i) to do all such things as may be necessary or incidental to the attainment of such objects and purposes; and
- (j) to increase the awareness of the role of sommelier in the profitability and success of a business.

3. Powers

The Association shall have all the powers conferred by the Act and the power to do all such other lawful things as may be incidental or conducive to the attainment of the objects and exercise of the powers of the Association and any other power or powers conferred on it by virtue of the operation of this Constitution.

4. Membership

- (a) Members shall be persons who have agreed to promote the above objects and purposes, and have paid the membership fee prescribed by the Committee from time to time (if any).
- (b) Members shall be required to pay the annual membership fee prescribed by the Committee from time to time (if any).
- (c) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Public Officer of his or her intention to resign.
- (d) After the expiry of the period referred to in sub-clause in4(c):
 - (i) the member ceases to be a member; and
 - (ii) the Public Officer must record in the register of members the date on which the member ceased to be a member.
- (e) Membership shall also cease on termination by a resolution of not less than seventy-five percent (75%) majority vote at a Committee Meeting, provided that:
 - (i) any terminated Member may on not less than two (2) weeks' written notice to the Committee require the termination to be reconsidered at one subsequent Committee Meeting;
 - (ii) the Association shall not be required to accept the request for membership by a terminated Member when renewal next falls due; or

- (iii) failure to pay the annual membership fee (if any) within four (4) weeks of it being due and payable.

5. Levels of Membership

Membership of the Association will be available at three levels. The aim of the Association, whilst being inclusive rather than exclusive, is to create an atmosphere about and within the Association that is unapologetically aspirational. The prerequisites and qualifications for each level of membership will be determined from time to time by a membership sub-committee convened by the Committee.

5.1 Certified Sommelier Member

- (a) The highest level of membership will be as a Certified Sommelier.
- (b) Certified Sommeliers will be expected to contribute where possible to events run by Sommeliers Australia.
- (c) Certified Sommeliers will have preferential rights to tastings and events organised by and on behalf of Sommeliers Australia.
- (d) Classification of a member as a Certified Sommelier is a privilege and not a right, and to retain this status, members must adhere to the guidelines set out by the Committee.

5.2 Professional Member

- (a) The next level of membership will be as a Professional member.
- (b) Professional Members will be encouraged to participate and assist in tastings, events and education programs run by Sommeliers Australia.
- (c) The Association will endeavour to provide other “value-add benefits” to Professional Members.

5.3 Enthusiast Member

- (a) This level of membership recognises the willingness of people from outside the industry, or working in related industries, to support the Association and its objects and purposes, and the valuable contribution they make to enhance the reputation of wine professionals to a wider audience.
- (b) Enthusiast Members will be actively encouraged to pursue the necessary qualifications to become a professional member if it is their desire to do so
- (c) Enthusiasts will be welcome to help organise and run events where their services have been offered

5.4 Voting Rights

- (a) All levels of membership will, subject to sub-clause (b) below, have voting rights at AGM and be eligible to run for position on State or National committees.

- (b) AN Enthusiast member does NOT have the right to appoint a proxy to vote on his or her behalf at a general meeting of the Association.

6. Register of members

- (a) The Public Officer must keep and maintain a register of members containing-
- (i) the name and address of each member; and
 - (ii) the date on which each member's name was entered in the register.
- (b) The register is available for inspection free of charge by any member upon request, but must not be used for commercial purposes.
- (c) A member may make a copy of entries in the register, subject to payment of the Association's reasonable fees, and provided that it must not be used for commercial purposes.
- (d) The Public Officer may arrange for the maintenance of the register to be undertaken by a third party service provider, at the cost of the Association.

7. Discipline, suspension and expulsion of members

- (a) Subject to this Constitution, if the committee is of the opinion that a member has refused or neglected to comply with this Constitution, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the Committee may by resolution-
- (i) fine that member an amount not exceeding \$500; or
 - (ii) suspend that member from membership of the Association for a specified period; or
 - (iii) expel that member from the Association.
- (b) A resolution of the Committee under clause 7(a) does not take effect unless-
- (i) at a meeting held in accordance with clause 7(c), the Committee confirms the resolution; and
 - (ii) if the member exercises a right of appeal to the Association under this clause, the Association confirms the resolution in accordance with this clause.
- (c) A meeting of the Committee to confirm or revoke a resolution passed under clause 7(a) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with clause 7(d).
- (d) For the purposes of giving notice in accordance with clause 7(c), the Public Officer must, as soon as practicable, cause to be given to the member a written notice-

- (i) setting out the resolution of the Committee and the grounds on which it is based; and
 - (ii) stating that the member, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (iii) stating the date, place and time of that meeting; and
 - (iv) informing the member that he or she may do one or both of the following-
 - (A) attend that meeting;
 - (B) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (v) informing the member that, if at that meeting, the Committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Public Officer a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (e) At a meeting of the Committee to confirm or revoke a resolution passed under clause 7(a), the Committee must-
- (i) give the member, or his or her representative, an opportunity to be heard; and
 - (ii) give due consideration to any written statement submitted by the member; and
 - (iii) determine by resolution whether to confirm or to revoke the resolution.
- (f) If at the meeting of the Committee, the Committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Public Officer a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (g) If the Public Officer receives a notice under clause 7(f), he or she must notify the Committee and the Committee must convene a general meeting of the Association to be held within 21 days after the date on which the Public Officer received the notice.
- (h) At a general meeting of the Association convened under clause 7(g)-
- (i) no business other than the question of the appeal may be conducted; and
 - (ii) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (iii) the member, or his or her representative, must be given an opportunity to be heard; and

- (iv) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (i) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote, whether in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

8. Disputes and mediation

- (a) The grievance procedure set out in this clause applies to disputes under this Constitution between-
 - (i) a member and another member; or
 - (ii) a member and the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be-
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement-
 - (A) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (B) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (e) A member of the Association can be a mediator.
- (f) The mediator cannot be a member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must-
 - (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and

- (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

9. Management of the Association

- (a) The control, conduct and management of the affairs of the Association shall be vested exclusively in the Committee which in addition to any powers and authorities conferred by this Constitution on the Committee may exercise all such powers of the Association and do all such things as are within the objects of the Association, which are not by the Act or by this Constitution required to be done by the Association in General Meeting.
- (b) The Committee shall have control of the property and funds of the Association.
- (c) The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association including an “executive officer” who shall be appointed as the **Public Officer** who shall notify the Commission of such appointment and who shall file such other returns and notices as shall be required by law. The Public Officer shall hold office until another person is appointed to the position by the Committee.
- (d) The Committee shall, unless it decides otherwise by majority decision, to delegate the day-to-day running of the Association to the Public Officer.
- (e) The Public Officer of the Association will be based in Victoria.
- (f) The Public Officer may rent office accommodation in the name of, and at the cost of the Association, provided the Committee approves the proposed rental arrangements.
- (g) The Public Officer shall be responsible for the receipt and disbursement of all funds received by or paid out by the Association, and shall ensure that State branches do not receive or spend funds on behalf of the Association except where expressly authorised to do so, even when those branches are responsible for arranging and/or co-ordinating events.

10. The Committee

10.1 Membership of the Committee

- (a) On incorporation of the Association, the Committee shall be:
 - (i) The chairman as elected by members of the Committee – referred to as “**the President**”; and

- (ii) Four (4) members (Certified or Professional Sommeliers) nominated by each of the NSW and Victorian branches of the Association.
- (b) The Committee shall comprise no less than two (2) Members and no more than twelve (12) at any one time.
- (c) The Association may by ordinary resolution at an Annual General Meeting increase the number of Committee Members and may decrease the number of Committee Members to not less than two (2).
- (d) The Chair and Vice-Chair of each of the Victorian and NSW state branches will be ex-officio members of the Committee, and in the interests of continuity, the State branches will either stagger their elections, or coordinate retirements from State branches, to try to ensure that at least half of the Committee continues to sit on the Committee from one year to the next.
- (e) Once another State branch reaches a minimum of 50 members, that branch will be entitled to appoint one member to the Committee (preferably the Chair of the State branch), and upon reaching 100 members it will be entitled to appoint two members to the Committee (preferably the Vice-Chair of the State branch).
- (f) In the event of the vacation of office of a Committee Member, the Committee may appoint any person to fill the casual vacancy until the next Annual General Meeting.
- (g) The Members may at any time by seventy-five percent (75%) majority of those members present at a General Meeting remove without cause a Committee Member from office provided notice of the proposed resolution has been included in the Notice of Meeting.

10.2 President

- (a) The President shall be elected by the Committee from one of their number.
- (b) The President shall be elected at the first meeting of the Committee following an Annual General Meeting and will, in the interests of continuity, hold office for two years until the conclusion of the second Annual General Meeting after his or her appointment.
- (c) The President shall be eligible for re-election as president.

10.3 Sub-committees

The Committee may delegate any power or authority to any individual or sub-committee to act on behalf of the Association in respect of any matter.

10.4 Treasurer

- (a) The Treasurer shall ensure that all monies received are paid into an account opened in accordance with this Constitution. Payments shall be as petty cash or by cheque or as otherwise determined by the Committee from time to time. Major or unusual expenditures shall be authorised in advance by the Committee.

- (b) The Treasurer shall ensure that records are kept of all receipts and payments and other financial transactions. Such records shall be available for inspection by any Member.
- (c) The Treasurer shall ensure that financial budgets and statements are prepared and shall submit a report on the finances to each meeting of the Committee.
- (d) The Treasurer shall ensure that annual financial statements comprising either an account of receipts and payments and a statement of assets and liabilities or an account of income and expenditure and a balance sheet shall be prepared following the end of the Association's financial year.

10.5 Vacation of Office

A Committee Member shall cease to hold office on:

- (a) resignation in writing delivered to the registered address of the Association;
- (b) termination as a Member of the Association;
- (c) absence from or unavailability for three (3) successive Committee meetings without explanation acceptable to the Committee; and
- (d) majority vote of the Members present at a General Meeting resolving that the Committee Member's position be declared vacant because the duties of the position have not been performed in a proper and acceptable manner by the Committee Member provided that notice of the motion to declare the position vacant has been included in the Notice of Meeting and that the Committee Member the subject of the motion shall be provided with an opportunity to speak on the motion at the General Meeting.

11. Activities of the Association

11.1 Tastings

- (a) All tastings which are held under the auspices of the Association must first be approved by the Committee, or a sub-committee of the Committee established for that purpose.
- (b) All expenses related to tasting events will be paid by the Association, and all ticket prices and sponsorship funds will be paid to the Association, to ensure there is an audit trail.

11.2 Cellar

- (a) The Committee (or a sub-committee of the Committee established for that purpose) will establish and maintain a cellar in furtherance of the objects and purposes of the Association.

12. Interests of Committee Members

12.1 Transactions between Association and Committee Members

Subject to due and proper observance of and compliance with clause 12.2 and 12.3:

- (a) No Committee Member is disqualified by reason of their office from contracting or entering into any arrangement with the Association.
- (b) A contract or arrangement entered into by or on behalf of the Association in which any Committee Member is in any way interested is not to be avoided and shall not be voidable by reason of the interest of the Committee Member.
- (c) A Committee Member is not liable to account to the Association for any profit realised under any contract or arrangement by reason of the Committee Member holding such office or of the fiduciary relationship between the Committee Member and the Association.

12.2 Disclosure of Interest

A Committee Member who has any direct or indirect pecuniary interest in a contract or proposed contract, with the Association must:

- (a) as soon as he or she becomes aware of his or her interest, disclose the nature and extent of his or her interest to the Committee; and
- (b) disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of the Association.

12.3 Voting and Signing

Subject to the Act and any other statute or regulation, a Committee Member who is interested in a contract, arrangement or transaction, either directly or indirectly, otherwise than as a Member, notwithstanding such interest,

- (a) is not disqualified from taking part in the deliberations of the Committee with respect to the interest; and
- (b) may affix the seal of the Association to and sign or countersign any document or instrument giving effect to or evidencing or in any way relating to this interest (if duly authorised to do so).

13. Meetings of the Committee

13.1 Number of Meetings

The Committee shall meet as often as may be required to conduct the business of the Association and not less than six (6) times each calendar year.

13.2 Quorum

A quorum for the purposes of a meeting of the Committee shall be taken to be at least half the total number of Committee Members existing at the time the meeting is proposed to be convened, other than where there are only two (2) Committee Members, in which case a quorum shall be both of those Committee Members. Committee Members may attend meetings in person or by telephone or videolink.

13.3 Voting

- (a) A decision of the Committee shall be decided by a majority of votes of those present and entitled to vote and the **President** shall have a casting vote in addition to an ordinary vote.
- (b) A resolution signed by a two-thirds (2/3rds) majority of the Committee shall be as valid and effectual as a resolution passed at a Committee meeting provided each Committee Member is given notice of the resolution. For the purpose of this clause, two or more separate documents containing statements in identical terms each of which is signed in counterpart by one or more Committee Members shall together be deemed to constitute one document containing a statement in those terms signed by those Committee Members on the respective days on which they signed the separate documents.

13.4 Notice of Meetings

Notice of meetings shall be given at the previous Committee meeting or by seven (7) days' written notice, sent by any means, to all Committee Members or in an emergency by such other notice as shall be ratified by the Committee.

14. General Meetings

14.1 Annual General Meeting

The first Annual General Meeting shall be held within (3) months after the incorporation of the Association, and thereafter once in each calendar year and within three (3) months after the end of its financial year.

14.2 Special General Meeting

The President of the Committee shall have the power to convene a Special General Meeting of Members of the Association and shall do so on written request by a majority of the Committee Members or written request by not less than fifty percent (50%) of the Members or on his or her own determination.

14.3 Business of Annual General Meeting

The business of the Annual General Meeting shall be:

- (a) to confirm the minutes of the preceding Annual General Meeting;
- (b) to receive the President's report for the previous financial year;
- (c) to receive the treasurer's report and the financial statements for the previous financial year, together with the financial budget for the current financial;
- (d) to elect or re-elect the Committee Members who must consent in person or in writing to their appointment or re-election;
- (e) to conduct any other business of which notice was provided in the Notice of Meeting; and
- (f) to conduct any other business placed on the agenda pursuant to this Constitution.

14.4 Quorum For General Meeting

A quorum at any General Meeting shall be *twenty (20)* Members or two-thirds (2/3rds) of the Members whichever is less.

14.5 Notice of General Meeting

- (a) At least twenty-one (21) days notice of the time and place of every Annual or Special General Meeting shall be given to each Member of the Association.
- (b) The Notice of Meeting shall state the business to be transacted at the meeting and in the case of a Special General Meeting only that business referred to in the Notice of Meeting shall be capable of being considered.
- (c) At the Annual General Meeting general business which is not referred to in the Notice of Meeting may be considered and if thought fit voted on with the consent of two-thirds (2/3rds) majority of those present and entitled to vote.

14.6 President of General Meeting

The President of the Committee shall preside as president at every General Meeting.

14.7 Voting at General Meeting

- (a) At any General Meeting a resolution put to the vote of the meeting is to be decided by those Members entitled to vote both present and having voted by any means provided

by the association, personally or by proxy. A declaration by the **President** that a resolution has been carried or lost shall, unless a poll is demanded as conclusive evidence of the fact, without proof be recorded in favour of, or against, the resolution.

- (b) If a poll is demanded by the **President** or by two thirds (2/3rds) of the Members, then it shall be taken in such manner as the **President** directs and the results of the poll (including all votes cast in accordance with clause 14.7(a)) shall be the resolution of the meeting.
- (c) In the case of an equality of votes the **President** of the meeting is entitled to a casting vote.

14.8 Proxies

- (a) A Certified Sommelier or Professional Member shall be entitled to appoint another person to attend and vote at any General Meeting.
- (b) A proxy must be a member of the Association.
- (c) An instrument appointing a proxy may be in any usual form or any other form that the Committee approves.
- (d) Unless otherwise provided in the instrument, an instrument appointing a proxy will be taken to confer a general authority to vote on the Member's behalf including on any show of hands or poll.

15. Financial Year

The first financial year of the Association shall be the period commencing on the date of incorporation of the Association and ending on 30 June 2009 and thereafter a period of twelve (12) months ending on 30 June in each year.

16. Common Seal

- (a) The Association shall have a common seal which must only be affixed to documents requiring execution by the Association after due resolution of the Committee.
- (b) The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Association.
- (c) The affixing of the seal shall be witnessed by at least two (2) of the Committee Members of the Association or such other persons as may be expressly authorised by the Committee.
- (d) The seal shall be kept in the custody of such person as the Committee may from time to time decide.

17. Execution of documents

Documents may be executed by the Association as follows:

- (a) in the case of a document required to be in writing under seal, by the affixing of the seal in accordance with clause 16; and
- (b) in any other case, by the affixing of the seal in accordance with clause 16 or on behalf of the Association by a person acting under the authority of the Committee, express or implied.

18. Financial Accounts

- (a) The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.
- (b) The Association shall cause an auditor to be appointed at the conclusion of a financial year in the event that the Association had gross receipts in that financial year in excess of \$200,000.00 or such other amount as prescribed by the Act or Regulations.

19. Bank Accounts

19.1 Signing of Cheques

All cheques, drafts or other orders for payment of money, notes or other evidence of indebtedness in the name of the Association shall be signed by ~~at least two (2) Committee Members~~, officers or duly authorised agents of the Association as shall from time to time be determined by resolution of the Committee.

19.2 Deposit of Funds

All funds of the Association shall be deposited from time to time in its name and to its credit in such authorised banks, registered building societies, trust companies or other depositories as the Committee may select.

19.3 Opening of Bank Accounts

The Committee may from time to time authorise the opening and keeping of general and special bank accounts with such banks or other authorised deposit taking institutions as the Committee may select.

20. Alteration of Constitution

This Constitution may be added to, repealed or amended at any General Meeting (where notice of intention to change it is given in the Notice of Meeting) by resolution of a seventy-five percent (75%) majority of those present and entitled to vote provided that no alterations shall be made to the objects of the Association which would render the registration of the Association under the Act liable to be cancelled or would cause any donations to the Association received as tax deductible (whether made before or after any addition repeal or amendment) to be other than allowable deductions within the meaning of Division 30 of the Income Tax Assessment Act 1997 as amended or any Act for the time being or superseding the same.

21. Officers Indemnity and Insurance

21.1 Indemnity

Subject to clause 21.2, to the maximum extent permitted by the Act, every person who is or has been a Committee Member or other officer or servant of the Association (“**Officer**”) shall be indemnified by the Association against any liability incurred by that person as such an Officer and against any costs and expenses incurred by that person in defending any proceeding, whether civil or criminal, in respect of such a liability, whether actual or alleged, or in respect of that person’s conduct as an Officer, again whether actual or alleged.

21.2 Withdrawal of Indemnity

Unless the Committee then can and does resolve otherwise, Clause 21.1 shall cease to operate in favour of any Officer or former Officer on his or her failing or refusing to co-operate with the Association to facilitate the Association’s supervision and direction of the defence or any compromise of any proceeding to which Clause 21.1 would otherwise apply.

21.3 Officers Liability Insurance

The Association may pay a premium for a contract insuring any person who is or who has been an Officer against any liability:

- (a) incurred by that person as such an Officer which does not arise out of conduct involving a wilful breach of duty in relation to the Association or a contravention of the Act; or
- (b) for costs and expenses incurred by that person in defending proceedings relating to that person’s position with the Association, whether civil or criminal, and whatever their outcome.

22. Dissolution

22.1 Resolution of Members

The Association may be dissolved in the manner provided for in the Act.

22.2 Excess Funds Upon Winding Up

If on the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members, but shall be given or transferred to such other institution having objects similar to the objects of the Association and which shall not be run for profit or gain of any of its members. Such institution or institutions shall be determined by the Members at or before the time of dissolution.