Constitution

Bush Blocks Guardians Inc.

Nov 2025

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Bush Blocks Guardians Inc.

An Incorporated Association

1. Name of the Association

The name of the Association is Bush Blocks Guardians Inc.

2. Definitions and interpretation

2.1 Definitions

The following definitions apply in this Constitution unless the context requires otherwise:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and any regulations made under that statute;

Act means the *Associations Incorporation Act 2015* (WA) and any regulations made under that statute;

Annual General Meeting means the annual general meeting of the Association convened under rule 8.1;

Association means Bush Blocks Guardians Inc.;

Business Day means a day that is not a Saturday, Sunday, public holiday or bank holiday in Perth, Western Australia;

Chairperson means, subject to this Constitution, the Committee Member holding office as the chairperson of the Association;

Commissioner means the person designated as the Commissioner from time to time under section 153 of the Act;

Committee means the management committee referred to in rule 12.1;

Committee Member means a person elected or appointed to the Committee from time to time;

Committee Register means the register maintained in accordance with section 58 of the Act and referred to in rule 15.1;

Constitution means this constitution as amended, supplemented or replaced from time to time;

Financial Records includes:

(a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;

(b) documents of prime entry; and

(c) working papers and other documents needed to explain:

(i) the methods by which financial statements are prepared; and

(ii) adjustments to be made in preparing financial statements;

Financial Report means a financial report of a tier 2 association or tier 3 association prepared in accordance with Part 5 of the Act and which consists of:

(a) the Financial Statements for the relevant Financial Year;

(d) the notes to the Financial Statements; and

(e) the Committee's declaration about the Financial Statements and notes;

Financial Statements means financial statements prepared in accordance with Division 3 of the Act;

Financial Year has the meaning given in rule 19.5;

General Meeting means a meeting of the Members that all Members are entitled to receive notice of and attend and includes a Special General Meeting and the Annual General Meeting;

BBG Gift Fund means a fund able to receive donations;

Meeting Technology means any technology approved by the Committee that is reasonable to use for the purpose of holding a meeting at more than one physical venue or virtually or by a combination of those methods and otherwise satisfies the requirements of this Constitution and the Act;

Member means a member of the Association entered in the Register;

Membership Fee has the meaning given in rule 5.5(a);

Objects means the objects of the Association as set out in rule 3(a);

Office Holder means:

(a) a Chairperson

(b) a Secretary; and

(c) a Treasurer;

Ordinary Resolution means a resolution of the Association passed by a majority of Members that are Present and eligible to vote on the resolution;

Poll means voting conducted in written form (as opposed to a show of hands);

Present means, in connection with a meeting, a Member being present in person or by proxy, attorney or Representative, and includes being present at a different venue from the venue at which other Members are participating in the same meeting or virtually where the meeting is held using Meeting Technology, providing the pre-requisites for a valid meeting as set out in this Constitution are observed;

Register means the register of Members of the Association referred to in rule 7.1;

Representative means a natural person nominated by an organisation in accordance with rule 5.6;

Secretary means the person appointed to the office of secretary of the Association from time to time;

Special General Meeting means a meeting of the Members that is not the Annual General Meeting that all Members are entitled to receive notice of and attend;

Special Resolution has the meaning given in rule 9.3(b);

Tax Act means the I*ncome Tax Assessment Act 1997 (Cth)*;

Term has the meaning given in rule 13.2;

tier 1 association means an incorporated association to which section 64(1) of the Act applies;

tier 2 association means an incorporated association to which section 64(2) of the Act applies;

tier 3 association means an incorporated association to which section 64(3) of the Act applies; and

Treasurer means the person appointed to the office of treasurer of the Association from time to time.

2.2 Interpretation

In this Constitution, unless the context requires otherwise:

(a) the singular includes the plural and vice versa;

(b) a gender includes the other genders;

(c) headings are used for convenience only and do not affect the interpretation of this Agreement;

(d) other grammatical forms of a defined word or expression have a corresponding meaning;

(e) a reference to a document is to that document as amended, novated, supplemented, extended or restated from time to time;

(f) if something is to be or may be done on a day that is not a Business Day then it must be done on the next Business Day;

(g) "person" includes a natural person, partnership, body corporate, association, joint venture, governmental or local authority, and any other body or entity whether incorporated or not;

(h) "month" means calendar month and "year" means 12 consecutive months;

(i) a reference to all or any part of a statute, rule, regulation or ordinance (**statute**) is to that statute as amended, consolidated, re-enacted or replaced from time to time;

(j) "include", "for example" and any similar expressions are not used, and must not be interpreted, as words of limitation;

(k) a reference to any agency or body that ceases to exist, is reconstituted, renamed or replaced, or has its powers or functions removed (**defunct body**) is to the agency or body that performs most closely the powers or functions of the defunct body; and

(l) any expression in a provision of this Constitution that relates to a particular provision of the Act has the same meaning as in that provision of the Act.

2.3 Compliance with the Act

This Constitution is subject to the Act, which overrides any rule in this Constitution that is inconsistent with or not permitted by the Act.

2.4 Compliance with the ACNC Act

While the Association is registered under the ACNC Act, this Constitution is also subject to the ACNC Act. Where there is any inconsistency between a rule of this Constitution and Act or the ACNC Act which is not permissible under those Acts, those Acts prevail to the extent of the inconsistency, and if there is any doubt, the highest standard applies.

2.5 Transitional

Everything done under this Constitution continues to have the same operation and effect after the adoption of any successor Constitution as if properly done under that Constitution.

3. Objects and powers of the Association

(a) The objects of the Association are:

(i) to purchase or otherwise obtain possession or work with other owners of rural land in the state of Western Australia for the purposes of restoring and conserving its natural environment with its primary focus being the wheat belt zone;

(ii) to use any land so purchased or held or managed for the purposes of restoring its natural habitat, both flora and fauna, and conserving its natural environment;

(iii) insofar as it is consistent with rule 3(a)(i) to (ii):

(A) use any land so purchased or held or managed to increase the awareness and enjoyment of the natural environment and natural history among its membership and the general public;

(B) apply conservation covenants to all land purchased to prevent any clearing, development or subdivision to protect the land in perpetuity;

(C) undertake programmes for the purpose of fostering community interest in the natural environment and natural history;

(D) foster scientific research into the natural environment that uses non-destructive methods;

(E) encourage affiliation and/or cooperation with other organisations and land owners who have similar objectives; and

(F) work with First Nations Australians to embrace and promote First Nations knowledge of the land managed.

(b) The Association has all the powers of an incorporated association under the Act. The Association may only use its powers to do:

(i) anything which it considers will advance or achieve the Objects; and

(ii) all other things that are incidental to carrying out the Objects.

(c) Donations to the BBG Gift Fund shall be made in accordance with this Rule and with the established objectives of the Association and the Association shall not act merely as a collection agency for monies intended by a donor to be transferred on to other preferred organisations or persons.

4. Not for profit

(a) All property and income of the Association must be applied solely towards promoting the Objects, and no part of the Association's property or income may be paid or otherwise distributed, directly or indirectly to any Member, except in good faith in promoting the Objects.

(b) A payment may be made (directly or indirectly) to a Member out of the funds of the Association only if it is authorised under rule 4(c).

(c) A payment to a Member out of the funds of the Association is authorised if it is:

(i) a payment in good faith to that Member of reasonable remuneration for services provided to the Association; or reasonable compensation for goods supplied to the Association in the ordinary course of business;

(ii) a payment of interest on money borrowed from a Member by the Association, at a rate not exceeding the cash rate published from time to time by the Reserve Bank of Australia;

(iii) a payment of reasonable rent to the Member for any premises leased by the Member to the Association; or

(iv) the reimbursement of reasonable expenses properly incurred by a Member on behalf of the Association.

5. Membership of the Association

5.1 Number of Members

The minimum number of Members of the Association is 6.

5.2 Membership rights

(a) A Member has all the rights provided to Members under this Constitution, including (but not limited to) the right to:

(i) receive notices from the Association;

(ii) attend, request the convening of and vote at all General Meetings of the Association; and

(iii) be elected to the Committee and any sub-committees of the Association.

(b) Subject to the Act, and without derogating from the rights of existing Members, the Association may by resolution create additional classes of associate membership of the Association and determine the eligibility criteria, rights and obligations of those associate members.

5.3 Eligibility for membership

Any person who supports the Objects and meets any applicable eligibility criteria for a particular class of membership set out in this Constitution or in any resolution made under rule 5.2(b) is eligible to apply for membership of the Association.

5.4 Applying for membership

(a) Every application for membership of the Association must be submitted in the manner and form approved by the Committee from time to time.

(b) The Committee (or any other person authorised by the Committee) will consider membership applications and in its absolute discretion may approve or reject an application, without giving reasons.

(c) An applicant whose membership application has been approved will not become a Member until the Association has:

(i) received payment of any required Membership Fee; and

(ii) entered the applicant's details in the Register in accordance with rule 7.1.

5.5 Membership Fees

(a) Membership Fees may consist of any fees determined by the Committee from time to time for each class of membership, including (but not limited to):

(i) an entrance fee for membership; and

(ii) subscription fees payable annually or on another basis.

(b) The Committee may:

(i) set different Membership Fees for different classes of membership; and

(ii) in its absolute discretion waive all or part of a Membership Fee payable by any Member.

(c) Membership Fees must be paid in the manner and by the date directed by the Committee from time to time.

(d) If any amount owing under this rule 5.5 remains unpaid for a period of 60 days after it falls due, the Secretary will send a notice to the Member requiring payment of the outstanding amount within 28 days of the date of the notice.

(e) If the amount is not paid within this 28 day period then the Committee may revoke that Member's membership or the Member will at the end of the period automatically and without further notice cease to be a Member.

(f) The Committee may, in its absolute discretion, reinstate the Member on payment of all arrears of amounts owing.

5.6 Representatives where the Member is an organisation

(a) A Member that is an organisation may by duly executed instrument appoint a natural person (who must be a Member) to act as its Representative at General Meetings in all matters, subject to the Act and subject to any restrictions on the Representative's powers imposed by the Member. The instrument or a copy of it must be lodged with the Secretary.

(b) The Committee may in its discretion reject the appointment of a Representative at any time, if it believes on reasonable grounds that it is in the interests of the Association to do so.

(c) Subject to this Constitution, a Representative:

(i) is entitled to exercise at a General Meeting all the powers which its appointing Member could exercise if it were a natural person;

(ii) is entitled to be counted towards a quorum on the basis that the Member will be deemed Present at a General Meeting by its Representative; and

(iii) is eligible to be nominated as a Committee Member.

(d) Where:

(i) a Representative's appointment has been revoked; and

(ii) the Secretary has not received written notice of the revocation prior to a General Meeting,

any vote given at the relevant meeting in accordance with the terms of instrument appointing the Representative is valid.

(e) If written notice of the appointment of a Representative has not been received in accordance with rule 5.6(a), the Chairperson of a General Meeting may allow a Representative to vote on condition that they subsequently establish their status as a Representative within a period prescribed by, and to the satisfaction of, the Chairperson of the General Meeting.

5.7 Liability of Members

(a) The liability of Members is limited to payment of their Membership Fees in accordance with rule 5.5.

(b) A Member is not liable, by reason only of their membership, for the liabilities of the Association or the cost of winding up the Association.

5.8 No transfer of membership

A right, privilege or obligation of a person by reason of their membership:

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

(b) terminates upon the cessation of membership.

6. Ceasing to be a Member

6.1 When a Member ceases to be a Member

A Member will cease to be a Member:

(a) if the Member resigns by notice in writing to the Association, on the date that the notice is received by the Association, or any later date specified in the notice;

(b) if the Member's membership lapses and is not renewed by them;

(c) if their membership is revoked in accordance with rules 5.5(e) or 6.2;

(b) where the Member is an individual, if the Member dies; or

(c) where the Member is an organisation, if it is wound up, dissolved, deregistered or otherwise ceases to be an organisation.

6.2 Revocation of membership

(a) Subject to this rule 6.2, the Committee may at a Committee meeting resolve to revoke a Member's membership if in its opinion:

(i) the Member's status or conduct is detrimental to the interests of the Association, including (without limitation) if the Member has brought the Association into disrepute;

(ii) the Member has failed to comply with this Constitution or any by-laws of the Association; or

(iii) the Member no longer meets the applicable criteria for membership in rule 5.3.

(b) At least 7 days before the Committee meeting referred to in rule 6.2(a) (**Revocation Meeting**), the Association must give written notice to the Member:

(i) of the proposed revocation of membership and the reasons for that proposed revocation;

(ii) of the date, time and place of the Revocation Meeting;

(iii) informing the Member that the Member or the Member's Representative (if applicable) may attend the Revocation Meeting and will be given a full and fair opportunity to make oral and written submissions to the Committee.

(c) At the Revocation Meeting, the Committee must:

(i) give the Member or its Representative a full and fair opportunity to make oral submissions and must give reasonable consideration to any written submissions; and

(ii) determine whether the Member's membership should be revoked.

6.3 Consequences of ceasing to be a Member

Any person ceasing to be a Member:

(a) will have their name removed from the Register;

(b) is not entitled to any refund (or part refund) of any Membership Fee paid; and

(c) will remain liable for and must pay to the Association all fees and any other amounts which were due to the Association at the date they cease to be a Member.

7. Register of Members

7.1 Maintaining the Register of Members

(a) The Secretary (or any other person authorised by the Committee) must keep and maintain a Register in accordance with section 53 of the Act, containing:

(i) the name and residential, postal or email address of each Member;

(ii) the class of membership of each Member (if applicable);

(iii) the date on which each Member's name was entered into the Register; and

(iv) the name and date of appointment of each Representative.

(b) Subject to the Act, any change in the membership of the Association must be recorded in the Register within 28 days.

7.2 Inspecting and copying the Register

(a) The Register is available for inspection free of charge by any current Member upon written request to the Secretary.

(b) A Member may make a copy of entries in the Register.

(c) A Member may apply in writing to the Committee for a copy of the Register. The Committee may in its discretion require the Member to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.

(d) The Committee may charge a reasonable fee for providing a copy of the Register.

(e) A Member must not use or disclose any information in the Register for any purpose other than a purpose that:

(i) is directly connected with the affairs of the Association; or

(ii) relates to the administration of the Act.

8. General meetings

8.1 Annual General Meetings

(a) The Association must hold an Annual General Meeting within 18 months after the date of its incorporation.

(b) After the first Annual General Meeting, the Association must hold an Annual General Meeting once in each calendar year and no later than 6 months after the end of each Financial Year, except where the Commissioner has allowed for a longer period under the Act.

(c) The Committee must determine the date and time of the Annual General Meeting and the manner in which it is to be held.

8.2 Business at Annual General Meeting

Even if these items are not set out in the notice of meeting, the business of an Annual General Meeting must include:

(a) reviewing the Association's activities and finances since the last preceding Annual General Meeting;

(b) confirming the minutes of the last preceding Annual General;

(c) receiving and considering:

(i) the Committee's annual report on the Association's activities during the preceding Financial Year;

(ii) if the Association is a tier 1 association, the Financial Statements of the Association for the preceding Financial Year presented under Part 5 of the Act;

(iii) if the Association is a tier 2 association or a tier 3 association, the Financial Report of the Association for the preceding Financial Year presented under Part 5 of the Act; and

(iv) if required to be presented for consideration under Part 5 of the Act, a copy of the review report or the auditor's report on the Financial Statements or Financial Report (as applicable);

(d) electing Committee Members;

(e) where relevant, appointing an auditor or reviewer in accordance with the Act; and

(f) transacting any other business which under this Constitution or the Act may properly be brought before the meeting.

8.3 Special General Meetings

(a) The Committee may at any time convene a Special General Meeting of the Members, or of any class of Members.

(b) The Committee must convene a Special General Meeting of Members if it receives a request to do so which meets the following requirements:

(i) the request is made by at least 20% of Members eligible to vote at a Special General Meeting;

(ii) the request is in writing, signed by all the Members making the request, and states the business to be conducted at the Special General Meeting; and

(iii) the request is lodged with the Secretary, or the Chairperson in the absence of the Secretary.

(c) On receipt of a request from Members under rule 8.3(b), the Committee must:

(i) give all Members 21 days' notice of the Special General Meeting; and

(ii) hold the Special General Meeting within 3 months of the date of the request.

(d) Subject to the Act, the Committee may cancel or postpone any Special General Meeting or change its venue or the manner in which it is to be held by giving notice to all persons to whom the notice of the original meeting was given, but may not cancel a Special General Meeting which was called or requested by Members, without the prior written consent of those Members.

8.4 Holding meetings of Members

(a) Subject to any applicable law, the Association may hold a General Meeting of Members:

(i) at a physical venue;

(ii) at 1 or more physical venues and virtually using Meeting Technology; or

(iii) virtually, using Meeting Technology only,

provided that arrangements are made for the recording of all votes cast.

(b) The Association must give the Members entitled to attend the General Meeting, as a whole, a reasonable opportunity to participate in the meeting, however it is held.

(c) A Member, or a proxy, attorney or Representative of a Member, who attends the General Meeting (whether at a physical venue or virtually by using Meeting Technology) is taken for all purposes to be Present at the meeting while so attending.

(d) The General Meeting is taken to be held:

(i) where the Chairperson of the General Meeting conducts the General Meeting or, if the meeting is held only virtually using Meeting Technology, at the address of the registered office of the Association; and

(ii) at the time at that place.

All proceedings conducted in accordance with this rule 8.4 are as valid as if conducted at a single gathering of a quorum of those entitled to be Present.

(e) If any technical difficulty occurs before or during a General Meeting such that the Members as a whole do not have a reasonable opportunity to participate, the Chairperson of the meeting may:

(i) adjourn the meeting until the technical difficulty is remedied; or

(ii) where a quorum remains Present and able to participate, continue the meeting.

8.5 Notice of General Meetings

(a) Notice of every General Meeting must be given in the manner authorised by rule 18.1 to every Member and Committee Member; and to any reviewer or auditor of the Association.

(b) No other person is entitled to receive notice of a General Meeting, except any person authorised by the Committee.

(c) Notice of General Meetings (including Annual General Meetings) must be provided to Members:

(i) at least 21 clear days before any General Meeting at which a Special Resolution is proposed; and

(ii) excluding special General Meetings called in accordance with rule 8.3(b) at least 14 clear days before any other General Meeting.

(d) The Association cannot call a General Meeting or Annual General Meeting on shorter notice than that specified in rule 8.5(c) if a resolution will be moved at the meeting to:

(i) appoint or remove a Committee Member; or

(ii) remove an auditor or reviewer.

(e) The Notice of Annual General Meeting must include a call for nominations of Members to be appointed to the Committee in accordance with rule 13.3.

8.6 Content of notice of General Meetings

The notice of General Meeting must:

(a) specify:

(i) if there is only 1 venue at which Members who are entitled to physically attend the General Meeting may do so, the date, time and place for the meeting;

(ii) if there are 2 or more venues at which Members who are entitled to physically attend the General Meeting may do so, the date and time for the meeting at each venue;

(iii) if Meeting Technology is to be used in holding the General Meeting, sufficient information to allow Members to participate in the meeting by means of the technology;

(i) at least 1 of the following:

(A) a place for the purposes of lodging proxy appointments and proxy appointment authorities; and

(B) sufficient information to allow Members to comply with the requirements of this Constitution relating to proxies electronically;

(b) state the general nature of the business to be transacted at the General Meeting;

(c) if a Special Resolution is to be proposed at the General Meeting, set out an intention to propose the Special Resolution and state the resolution; and

(d) contain a statement of each Member's right to appoint a natural person who is also a Member to act as their proxy (subject to this Constitution) and include a copy of any form that the Committee has approved for the appointment of a proxy.

8.7 Failure to give notice

Any resolution passed at a General Meeting is not invalidated by:

(a) the accidental omission to give notice of a General Meeting to any Member or non-receipt of that notice by a Member;

(b) the accidental omission to send out the form for the appointment of a proxy to a person entitled to receive notice of a General Meeting or non-receipt of that form by a Member; or

(c) the inability of any person entitled to receive notice of a General Meeting to access a document, including a notice of a General Meeting or proxy appointment form.

8.8 Proxies

(a) Subject to this Constitution, a Member who is entitled to attend and vote at a General Meeting may appoint a natural person who is also a Member as the Member’s proxy to vote and speak on the Member’s behalf at a General Meeting.

(b) A Member may be appointed the proxy for not more than 2 other Members.

(c) The appointment of a proxy must be in writing and signed by the Member making the appointment.

(d) The Member appointing the proxy may give specific directions as to how the proxy is to vote on the Member’s behalf. If no instructions are given to the proxy, the proxy may vote on behalf of the Member in any matter as the proxy sees fit.

(e) A form appointing a proxy is of no effect unless it is received by the Association not later than 24 hours before the commencement of the General Meeting for which the proxy is appointed.

8.9 Quorum

(a) No business may be transacted at a General Meeting unless a quorum of Members is Present at the time when the meeting proceeds to business.

(b) Except as otherwise provided in this Constitution, a quorum constitutes:

(i) 8 Members Present and eligible to vote at the General Meeting; or

(ii) where the total number of Members is less than 8, all those Members being Present and eligible to vote at the General Meeting.

8.10 If a quorum not Present

If a quorum is not Present within 30 minutes after the time appointed for the General Meeting in the notice:

(a) where the meeting is convened on the requisition of Members, the meeting must be automatically dissolved; or

(b) in any other case:

(i) the meeting stands adjourned to a day and at a time and place as the Committee decides or, if no decision is made by the Committee, to the same day in the next week at the same time and place; and

(ii) if no quorum is Present 30 minutes after the time appointed for the meeting then the meeting is dissolved.

8.11 Adjournments

(a) The Chairperson may, and must if directed to do so by an Ordinary Resolution at a General Meeting, adjourn a General Meeting from time to time and from place to place.

(b) Only business left unfinished at a meeting which was adjourned may be transacted at a meeting resumed after an adjournment.

(c) A resolution passed at a meeting resumed after an adjournment is passed on the day it was in fact passed.

(d) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting. In all other cases it is not necessary to give notice of the adjourned meeting.

9. Voting at General Meetings

9.1 Consensus

Decisions of the Association at a General Meeting should be made by consensus where possible.

9.2 Voting rights

(a) At General Meetings each Member entitled to attend and vote in accordance with this Constitution:

(i) has one vote on a show of hands or on a Poll; and

(ii) may attend and vote in person or by proxy or attorney and where the Member is an organisation, by Representative.

(b) Each person Present at the General Meeting who represents more than one Member, either personally, by proxy, attorney or as Representative, has 1 vote on a show of hands.

(c) A Member ordinarily entitled to vote is not entitled to vote if his or her Membership Fee (where a Membership Fee is payable) is more than 30 days in arrears at the commencement of the relevant General Meeting, unless the Committee resolves otherwise.

9.3 Members' resolutions

(a) A resolution put to the vote at a General Meeting must be decided by a majority of votes cast by the Members Present at the General Meeting, except where it is required by this Constitution or otherwise by law that the resolution be a Special Resolution.

(b) A Special Resolution is a resolution passed by the Association at a General Meeting in accordance with section 51 of the Act by the votes of not less than three-fourths of the Members who validly cast a vote at the General Meeting.

(c) A resolution put to the vote at a General Meeting must be decided on a show of hands unless a Poll is demanded in accordance with rule 9.4.

(d) Before a vote is taken, the Chairperson must inform the General Meeting whether any proxy votes have been received and how the proxy votes are to be cast on the resolution.

(e) In the case of an equality of votes on a show of hands or on a Poll, the Chairperson of the relevant General Meeting has a casting vote, in addition to any vote that the Chairperson may otherwise be entitled.

(f) A declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the meeting is conclusive evidence of that fact. Neither the Chairperson nor the minutes of the meeting need to state the number or proportion of the votes recorded in favour or against the resolution.

9.4 Voting by Poll

(a) A Poll may be demanded by:

(i) the Chairperson; or

(ii) at least 3 Members Present and entitled to vote on the resolution.

(b) A Poll may be demanded:

(i) before a vote is taken; or

(ii) before or immediately after the voting results on a show of hands are declared.

(c) A demand for a Poll may be withdrawn.

(d) Subject to rule 9.4(e), if a Poll is demanded, it is to be taken in the manner and at the time the Chairperson directs.

(e) A Poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.

(f) The result of the Poll will determine whether the resolution on which the Poll was demanded is carried or lost.

(g) A demand for a Poll does not prevent a General Meeting from proceeding with any other business.

9.5 Objection to qualification to vote

(a) An objection to a person's right to vote at a General Meeting:

(i) may only be raised at the General Meeting or adjourned meeting at which the vote objected to is tendered; and

(ii) must be determined by the Chairman of the meeting, whose decision is final.

(b) A vote allowed after an objection is valid for all purposes.

9.6 Votes counted in error

If any vote is counted which ought not to have been counted or might have been rejected, the error will not invalidate the resolution unless the error is:

(a) detected at the same General Meeting; and

(b) of sufficient magnitude, in the opinion of the Chairperson, as to invalidate the resolution.

10. Minutes

(a) The Committee must cause minutes to be made of:

(i) proceedings and resolutions of General Meetings of the Members and resolutions passed by Members without a meeting;

(ii) all appointments of Committee Members; and

(iii) proceedings and resolutions of Committee meetings and resolutions passed by the Committee without a meeting,

and retain the minutes in a minute book for such period as may be required under the Act.

(b) Minutes may be made and kept in hard copy or in electronic form. An electronic form of the minute book must be able to be generated by a method which:

(i) assures that the integrity of the information contained in the minute book is maintained; and

(ii) is readily accessible so as to be useable for subsequent reference.

(c) The Association must ensure that minutes are signed (by hand on a physical copy or by electronic means) within a reasonable time after the date of the meeting or of the resolution being passed by:

(i) the Chairperson of the meeting;

(ii) the Chairperson of the next meeting; or

(iii) in the case of a resolution without a meeting, a Committee Member.

(d) In the absence of evidence to the contrary, the contents of the minute book that is recorded and signed in accordance with this rule 10 is evidence of the matters shown in the minute.

11. Resolving disputes

11.1 Application of disputes procedure

The disputes procedure set out in this rule applies to disputes under or relating to this Constitution between:

(a) a Member and another Member or Members; and

(b) a Member or Members and the Association.

11.2 Disputes procedure

(a) The parties to the dispute must attempt to resolve the dispute (in person or by telephone, email, or any other means of communication) within 14 days after the dispute comes to the attention of all of the parties. In the case of a dispute involving the Association, the Chairperson or another Committee Member nominated by the Chairperson will represent the Association.

(b) If the parties are unable to resolve the dispute within the 14 day period specified in rule 11.2(a), either party may initiate the dispute resolution procedure by giving a written notice to the Secretary identifying the parties to the dispute and the subject of the dispute.

(c) Within 28 days of receipt of a notice under rule 11.2(a), a Committee meeting must be convened to determine the dispute.

(d) The Secretary must give the parties to the dispute at least 7 days' prior written notice of the Committee meeting, informing them that they may attend the meeting (in person, by telephone or via Meeting Technology) and make oral or written submissions (or both).

(e) At the Committee meeting, the Committee must:

(i) give each party to the dispute, or the party's Representative, a full and fair opportunity to make oral or written submissions and must give reasonable consideration to any submissions; and

(ii) determine the dispute, or if it thinks appropriate, refer the dispute to an alternative dispute resolution process.

(f) Written notice of the Committee's decision regarding the dispute must be given to all parties to the dispute within 7 days after the Committee meeting.

(g) Following the Committee's decision, any party to the dispute may request the dispute to be referred to mediation by notice to the Dispute Committee within 14 days of receipt of the notice under rule 11.2(f).

11.3 Mediation

(a) Where a dispute is referred to mediation under this Constitution, a mediator who is eligible in accordance with rule 11.3(b) must be appointed by:

(i) agreement between the parties to the dispute within 28 days of the referral; or

(ii) the Committee, if the parties fail to agree on the mediator within the period specified in rule 11.3(a)(i).

(b) The person appointed as mediator:

(i) may be a Member or former Member, but must not have any personal interest in the subject matter of the dispute, or be biased in favour of or against any party to the mediation; and

(ii) must be a person who acts as a mediator for another not-for-profit body.

(c) The mediation must be commenced within 28 days after the mediator has been appointed and must be concluded within 1 month after the mediator has been appointed, unless otherwise agreed between the parties to the dispute.

(d) The mediator's costs are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

(e) Each party must meet its own costs of and in connection with the mediation.

(f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation and must comply with requests by the mediator, including requests to provide evidence, attend meetings and pay the mediator's fees.

(g) Unless otherwise agreed between the parties, the parties must exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.

(h) The mediator, in conducting the mediation, must:

(i) give the parties to the mediation process every opportunity to be heard;

(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) The mediation must be confidential and without prejudice.

(k) If the mediation process does not result in the dispute being resolved, the parties may apply to the State Administrative Tribunal (or any other appropriate body) to determine the dispute in accordance with the Act or otherwise at law.

(l) If a disputes procedure under this rule 11 takes place concerning the revocation of a Member's membership and the result of the disputes procedure is that the Member's membership is reinstated, that reinstatement decision does not affect the validity of any decision made at a Committee meeting or General Meeting during the period in which the Member's membership was purported to be revoked.

12. Committee

12.1 The Committee

(a) The affairs of the Association will be managed by a committee consisting of:

(i) the following Office Holders:

(A) a Chairperson;

(B) a Secretary;

(C) a Treasurer;

(ii) such number of ordinary Committee Members not exceeding 5 as the Committee thinks fit.

(b) The Association in a General Meeting may by ordinary resolution alter the number of Committee Members, provided that the minimum number is not reduced below 5.

12.2 Powers of the Committee

(a) The Committee is responsible for managing the business of the Association and may exercise all powers of the Association which are not required by the Act or this Constitution to be exercised by the Association in a General Meeting.

(b) Without limiting the generality of rule 12.2(a), the Committee may exercise all the powers of the Association to:

(i) arrange for the secure custody of the books, records and documents of the Association;

(ii) acquire, hold, deal with, and dispose of any real or personal property;

(iii) open and operate bank accounts;

(iv) borrow money on terms and conditions as the Committee thinks fit;

(v) invest money not immediately required for the Objects as the Committee thinks fit;

(vi) grant security for the discharge of liabilities and obligations of the Association;

(vii) appoint agents to transact business on behalf of the Association; and

(viii) enter into any contract or arrangement.

12.3 Payments to Committee Members

(a) The Association must not pay fees to a Committee Member for acting as a Committee Member.

(b) Rule 12.3(a) does not apply to any payments for out-of-pocket travel and accommodation expenses properly incurred in connection with the performance of the Committee Member's functions, including (but not limited to) attending Committee meetings and General Meetings (provided that any such payments are approved by the Chairperson prior to being incurred by the Committee Member).

12.4 Chairperson

(a) The Chairperson will chair Committee meetings and General Meetings.

(b) Where a Committee meeting is held and the Chairperson is not present or declines to act as chair, the Committee Members present must elect one of their number to chair the meeting.

(c) Where a General Meeting is held and the Chairperson is not present or declines to act as chair, the Members present must elect a Committee Member present to chair the meeting.

(d) Where a person is appointed to chair a meeting under rule 12.4(a) or 12.4(c), in relation to that meeting, references to the Chairperson in this Constitution include a reference to that person.

12.5 Association is a registered charity

Without limiting any other provision of this Constitution, while the Association is registered as a charity under the ACNC Act, the Committee Members must:

(a) comply with the duties described in governance standard 5 set out in Division 45 of the Australian Charities and Not-for-profits Commission Regulations 2013 (Cth) (**ACNC Regulations**); and

(b) ensure that the Association complies with all the requirements under the ACNC Act and with the governance standards set out in ACNC Regulations.

13. Election of Committee Members

13.1 Eligibility

(a) Any person may become a Committee Member either:

(i) by election at an Annual General Meeting under rule 13.3; or

(ii) by appointment of the Committee under rule 14.2.

(b) A person is eligible for election to the Committee only if they:

(i) are aged 18 or over;

(ii) are a Member;

(iii) are not disqualified from being an office holder of the Committee under sections 39 and 40 of the Act or any other legislation which applies to the Association; and

(iv) satisfy any eligibility requirements determined by the Committee from time to time.

13.2 Term of office

The term of office of a Committee Member (**Term**):

(a) begins when the member is elected at an Annual General Meeting under rule 13.3, or is appointed under rule 14.2; and

(b) ends at the conclusion of the next Annual General Meeting, or otherwise under rule 14.

13.3 Election of Committee Members

(a) Subject to the Act, the Association may by resolution appoint or remove a Committee Member from the Committee.

(b) At the Annual General Meeting, each Committee Member's Term ends at the conclusion of the Annual General Meeting and all positions on the Committee, whether as officeholder or general Committee Member, are open for election.

(c) Prior to the Annual General Meeting the Committee may call for nominations for persons seeking election as a Committee Member in such manner and form as determined by the Committee from time to time. Any nominee must specify the position on the Committee to which he or she is seeking election and must, if required by the Committee, provide such reasonable evidence requested to confirm that person's eligibility under rule 13.1(b).

(d) A retiring Committee Member is eligible for re-election to any Committee position without needing to give any prior notice of an intention to submit for re-election and holds office as a Committee Member until the conclusion of the meeting at which the Committee Member retires.

(e) There must be a separate election for each position on the Committee that is open for election, whether as Office Holder or ordinary Committee Member. No person may be elected to more than one position on the Committee.

(f) If the Committee does not call for nominations under rule 13.3(c) (or the number of nomination receives is less than the number of vacant positions on the Committee), the Chairperson may (but is not obliged to) call for nominations from the Members Present at the Annual General Meeting.

(g) If only one person has nominated for any Committee position, the Chairperson must declare that person elected to the position.

(h) If more than one person has nominated for a Committee position, the Members Present must vote to elect the Committee Member, in accordance with any procedures agreed by the Committee. A Member who has nominated for a Committee position may vote for himself or herself.

(i) Any person elected to the Committee who has not completed a nomination in accordance with rule 13.3(c) must within 14 days confirm in writing to the Committee their eligibility under rule 13.1(b). If the person is not eligible, their appointment to the Committee is deemed not to have taken place.

14. Resignation and removal from office

14.1 Vacancy on the Committee

A Committee Member's Term ends and that office becomes vacant if the Committee Member:

(a) resigns by notice in writing delivered to the Secretary or, if the Committee Member is the Secretary, to the Chairperson;

(b) dies;

(c) is or becomes ineligible to act as a Committee Member under rule 13.1;

(d) becomes physically or mentally incapable of performing the Committee Member's duties and the Committee resolves that his or her office be vacated for that reason;

(e) is absent from more than:

(i) 3 consecutive Committee meetings without leave of absence granted from the Committee; or

(ii) 3 Committee meetings in the same Financial Year without tendering an apology to the relevant Chairperson of each meeting, which apology is accepted by the Chairperson,

and the Committee determines that his or her office be vacated for that reason;

(f) ceases to be a Member;

(g) ceases to otherwise be eligible to serve as a Committee Member under this Constitution, the Act or any other legislation which applies to the Association; or

(h) is the subject of a resolution passed by Members terminating his or her appointment as a Committee Member.

14.2 Filling casual vacancies

(a) The Committee may appoint a Member (who is eligible under rule 13.1(b)) at any time to fill a Committee position that is vacant.

(b) A Member appointed to the Committee under rule 14.2(a) holds office until the conclusion of the next Annual General Meeting, and is eligible for election to the Committee at that Annual General Meeting.

14.3 Calling and holding Committee meetings

(a) The Committee or a Committee Member may call a Committee meeting by giving reasonable notice to each Committee Member.

(b) The Committee must meet as frequently as it considers necessary to discharge its obligations under this Constitution and the Act.

(c) The Committee may adjourn and otherwise regulate its meetings as it thinks fit.

14.4 Use of Meeting Technology

Without limiting the Committee's power to regulate its meetings as it thinks fit, the Committee may hold a valid meeting using any medium by which each of the Committee Members can simultaneously hear all the other participants (including telephone or Meeting Technology), and in that case:

(a) the participating Committee Members are taken for all purposes to be present at the meeting while so participating;

(b) the meeting is taken to be held where the Chairperson of the meeting is and at the time at that place;

(d) if any technical difficulty occurs before or during a Committee meeting such that the Committee Members as a whole do not have a reasonable opportunity to participate, the Chairperson of the meeting may:

(i) suspend the meeting until the technical difficulty is remedied. If that does not occur within 15 minutes from the time the meeting was interrupted, the meeting will be taken to be terminated; or

(ii) subject to applicable law, where a quorum remains present and able to participate, continue the meeting; and

(c) all proceedings of the Committee conducted in accordance with this rule 14.4 are as valid and effective as if conducted at a meeting at which the participating Committee Members were present in person.

14.5 Quorum

(a) At a Committee meeting, the number of Committee Members whose presence is necessary to constitute a quorum is 4 Committee Members including at least one Office Holder.

(b) If any office on the Committee becomes vacant, the remaining Committee Members may act but, if the total number of remaining Committee Members is not sufficient to constitute a quorum at a Committee meeting, the Committee Members may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute a quorum or for the purpose of convening a General Meeting of the Association.

14.6 Guests at Committee meetings

The Committee may invite a Member or any other person who is not a Committee Member to attend a Committee meeting.

14.7 Committee resolutions

(a) Subject to this Constitution, a resolution of the Committee must be passed by a majority of the votes of Committee Members present and entitled to vote on the resolution.

(b) Each Committee Member has one vote.

(c) In case of an equality of votes, the Chairperson has a second or casting vote in addition to his or her deliberative vote (if any).

14.8 Written Committee resolutions

(a) The Committee may pass a resolution without a Committee meeting being held if all the Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

(b) Identical copies of the document may be distributed for signing by different Committee Members and taken together will constitute the same document.

(c) The resolution is passed when the last Committee Member signs the document.

14.9 By-laws

(a) The Committee has the power to make and amend by-laws regulating the establishment, organisation and conduct of the Association, provided such by-laws are not inconsistent with this Constitution or the Act.

(b) All by-laws made and in force from time to time are binding on the Members.

14.10 Acts valid despite defective appointment

Subject to the Act, any act done at any Committee meeting by any person acting as a Committee Member, even if it is later discovered that there was some defect in the appointment of any such Committee Member or that the Committee Member was not eligible for election under rule 13.1, is valid as if the Committee Member had been duly appointed and was qualified to be a Committee Member.

14.11 Sub-committees

(a) The Committee may create sub-committees as it sees fit, consisting of such Members, Committee Members or other persons who are not Members as the Committee thinks fit.

(b) The Committee may delegate to any sub-committee the exercise of such functions of the Committee as are specified in the delegation other than:

(i) the power of delegation; and

(ii) a function which is a duty imposed on the Committee by the Act or any other law.

(c) A sub-committee must exercise the powers granted to it in accordance with any direction of the Committee. Any power exercised in accordance with this rule 14.11(c) is taken to be exercised by the Committee.

(d) Rules 14.3, 14.4, 14.6 and 14.8 apply to any sub-committee as if each reference in those rules to the Committee Members was a reference to the members of the sub-committee and each reference to a Committee meeting were to a sub-committee meeting.

(e) Minutes of all the proceedings and decisions of every sub-committee must be made, entered and signed in the same manner in all respects as minutes of proceedings of the Committee are required by the Act to be made, entered and signed.

15. Committee Register

15.1 Committee Register to be kept

(a) The Secretary (or any person authorised by the Committee) must keep and maintain a Committee Register in accordance with section 58 of the Act, including:

(i) the name; and

(ii) at least one of the residential address, business address, post office box address or email address,

for each person identified in rule 15.1(b).

(b) Rule 15.1(a) applies to:

(i) each Committee Member;

(ii) any other person who holds any office in the Association;

(iii) every person who is authorised to use the seal of the Association (if any); and

(iv) any person who is appointed or who acts as trustee on behalf of the Association.

15.2 Inspecting and copying the Committee Register

(a) The Committee Register is available for inspection free of charge by any current Member upon written request to the Secretary.

(b) A Member may make a copy of entries in the Committee Register or take an extract but a Member does not have the right to remove the Committee Register for that purpose.

(c) A Member must not use or disclose any information in the Committee Register for any purpose other than a purpose that:

(i) is directly connected with the affairs of the Association; or

(ii) relates to the administration of the Act.

16. BBG Gift Fund

The Association will maintain a gift fund called the BBG Gift Fund:

(a) It will be used only for the principal purpose of the Association;

(b) All gifts and deductible contributions of money or property for that purpose are made to it;

(c) Any money received because of such gifts or deductible contributions is credited to it; and

(d) It does not receive any other money or property.

17. Execution of documents

17.1 Execution generally

(a) The Association may execute a document (including a deed) in any manner permitted under the Act or another law.

(b) Without limiting rule 17.1(a), the Association may execute a document (including a deed) without using a common seal if the document is signed by a Committee Member and countersigned by another Committee Member or another person authorised by the Committee to countersign that document or a class of documents in which that document is included.

(c) Rule 17.1(a) does not limit the Committee's ability to authorise a person, whether or not they are a Committee Member, to execute a document (including a deed) for and on behalf of the Association.

17.2 Common seal

(a) The Association need not have or use a common seal to execute documents or deeds. The Committee may resolve whether or not the Association is to have or use a common seal.

(b) Where the Association has a common seal:

(i) the name of the Association must appear in legible characters on the common seal;

(ii) the Secretary or any other Committee Member authorised by the Committee must ensure the safe custody of the common seal;

(iii) a document may only be sealed with the common seal by the authority of the Committee and in the presence of:

(A) 2 Committee Members; or

(B) 1 Committee Member and a person authorised by the Committee,

and each of them is to sign the document to attest that the document was sealed in their presence; and

(iv) the Secretary must make a written record of each use of the common seal.

18. Notices

18.1 How notice to be given

All notices, including notices of meeting, may be given by the Association to any Member by:

(a) serving it on the Member personally;

(b) sending it by post to the Member's recorded address;

(c) sending it by email to an email address recorded for the Member, or by any other electronic means nominated by the Member; or

(d) giving it by any other means permitted or contemplated by the Act.

18.2 When notice is given

A notice is deemed to be given by the Association and received by the Member:

(a) if delivered in person, when delivered to the Member;

(b) if posted, at 9.00 am on the third (seventh, if sent to or from an address in another country) day after the date of posting, whether delivered or not; or

(c) if sent by email or other electronic means, 2 hours after the time it was sent to the Member, as recorded on the Association's system, unless the Association receives, within that time period, an automatic notification (other than an out of office message) indicating that the email or electronic communication has not been delivered,

but if the delivery or receipt is on a day which is not a Business Day or is after 4.00 pm (addressee's time), it is deemed to have been received at 9.00 am (addressee's time) on the next Business Day.

19. Funds and accounts

19.1 Control of funds

(a) The funds of the Association must be kept in an account or accounts in the name of the Association in a financial institution determined by the Committee.

(b) The Committee is responsible for expenditure of the funds of the Association and may authorise the Treasurer or any other person to expend the funds of the Association within specified limits and any expenditure above those limits must be approved or ratified by the Committee.

(c) The funds of the Association are to be used to do:

(i) anything which it considers will advance or achieve the Objects; and

(ii) all other things that are incidental to carrying out the Objects.

(d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association are to be executed by:

(i) any 2 Committee Members; or

(ii) any person or persons authorised by the Committee, within the expenditure limits set by the Committee.

(e) All electronic payments by the Association are to be made or authorised by:

(i) the Treasurer and one other authorised Committee Member; or

(ii) any person or persons authorised by the Committee,

within the expenditure limits specified by the Committee.

19.2 Source of funds

The Association may derive funds in any way permitted by the Act.

19.3 Financial Records

(a) The Association must keep Financial Records that:

(i) correctly record and explain its transactions, financial position and performance; and

(ii) enable true and fair Financial Statements to be prepared in accordance with Part 5 of the Act.

(b) The Association must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

(c) The Association must allow the Committee Members and the auditor to inspect those accounts at all reasonable times.

19.4 Financial reporting, audit and review

(a) The Committee must cause the Association to comply with all financial reporting obligations imposed on it under the Act or any other applicable legislation.

(b) Without limiting rule 19.4(a), the Committee must cause the Association to:

(i) if it is a tier 1 association, prepare annual Financial Statements, presented under Part 5 of the Act;

(ii) if it is a tier 2 association or tier 3 association, prepare an annual Financial Report, presented under Part 5 of the Act;

(iii) have its Financial Statements or Financial Report reviewed or audited (as applicable) if:

(A) it is required under the Act;

(B) it is directed by the Commissioner;

(C) the Members pass a resolution requiring it; or

(D) it is required as a condition of a funding arrangement; holding of a charitable collections licence or otherwise at law; and

(iv) if required to be presented for consideration under Part 5 of the Act, present a copy of the report of the review or the auditor's report on the Financial Statements or Financial Report (as applicable) to the Annual General Meeting.

19.5 Financial Year

The Financial Year of the Association is the 12 month period starting on 1 July.

19.6 Inspection of records

(a) Subject to the Act and to this Constitution, the Committee must determine whether and on what terms the books, records and other documents of the Association will be open to the inspection of Members other than Committee Members.

(b) A Member other than a Committee Member does not have the right to inspect any document of the Association except as provided by the Act, or otherwise as authorised by the Committee or by the Association in General Meeting.

20. Indemnity and insurance

20.1 Definition

In this rule **Officer** has the meaning given in section 3 of the Act.

20.2 Association may indemnify Officers

To the full extent permitted by law and without limiting the powers of the Association, the Association may indemnify any person who is or has been an Officer of the Association against all losses, liabilities, damages, costs, charges and expenses of any kind incurred by the Officer as an Officer of the Association.

20.3 Documentary indemnity and insurance policy

To the extent permitted by the Act and any applicable law and without limiting the powers of the Association, the Committee may authorise the Association to, and the Association may, enter into any:

(a) documentary indemnity in favour of; or

(b) insurance policy for the benefit of,

a person who is, or has been, an Officer of the Association, which indemnity or insurance policy may be in such terms as the Committee approves and, in particular, may apply to acts or omissions prior to or after the time of entering into the indemnity or policy.

21. Affiliation and membership of other similar organisations

The Association may in a General Meeting determine to affiliate with or become a member of, or to accept affiliation or membership of, any organisation (including any regional or international association) having similar interests or Objects to the Association.

22. Winding up, cancellation and distribution of surplus property

(a) If the Association is wound up or if the endorsement (if any) of the Association as a deductible gift recipient is revoked, any surplus assets of the BBG Gift Fund remaining after the payment of liabilities attributed to the BBG Gift Fund, shall be transferred to a charity with a similar charitable purpose to which income tax-deductible gifts can be made.

(b) If upon the winding up or dissolution of the Association there still remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members, or former Members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by a resolution of the Members.

23. Variation or amendment of Constitution

This Constitution may be varied, amended or rescinded and replaced from time to time by Special Resolution passed by the Association in accordance with Division 2 of Part 3 of the Act. The Members must not pass a Special Resolution that varies or amends this Constitution if doing so would cause the Association to no longer have charitable Objects and any such Special Resolution will be deemed to be invalid.