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Associations Incorporation Act 1991 (ACT)

Constitution of Australian Rehabilitation Providers Association (Incorporated)

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Insert Branch letterhead

Preamble

The Australian Rehabilitation Providers Association Incorporated (**ARPA**) had its genesis in late 2001 after a period of consultation between various State and Territory associations representing occupational and vocational rehabilitation providers around Australia. It was recognised that a national incorporated non-profit association was required to lead the industry and coordinate responses to major issues around the country. Professional standards, business viability under various jurisdictional systems, performance measurement, and industry representation were identified as major challenges needing to be addressed.

Objects

- 1 To be the national representative body for occupational and vocational rehabilitation providers in Australia.
- 2 To develop and implement a national code of practice for professional standards and ethics consistent with individual State and Territory requirements and international best practice.
- 3 To represent occupational and vocational rehabilitation providers in liaison with the Federal and State Government bodies and in any submissions to government authorities related to occupational and vocational rehabilitation.
- 4 To initiate and facilitate research and development to support the aims and objectives of ARPA.
- 5 To increase the awareness and profile of the occupational and vocational rehabilitation industry and awareness of its social and economic value.
- 6 To promote innovation in occupational rehabilitation service provision across Australia in line with best practice principles.

Part A: Preliminary

1 Definitions and Interpretation

1.1 Definitions

In this Deed:

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

Annual General Meeting means the National Annual General Meeting or a Branch Annual General Meeting, as the case may be.

Annual Membership Fees means, in the case of a full member, the fees referred to in clauses 10.2(a)(i) and 10.2(a)(ii) and, in the case of an associate member, the fees referred to in clause 10.2(b).

ARPA means the Australian Rehabilitation Providers Association (Incorporated).

Associate member means a member of ARPA who fulfils the eligibility requirements of clause 3.3, who has been admitted to the membership of ARPA pursuant to clause 4, who has paid all membership fees then due and payable (if any) and who has not ceased to be a member in accordance with clause 7.

Branch Annual Budget means the annual budget that must be prepared by each State Branch in accordance with clause 35.4.

Branch Annual Fee means the annual fee determined by a Branch Council and approved by the National Council in accordance with clause 10.3(b)(i).

Branch Annual General Meeting means the annual general meeting of the full members of a State Branch.

Branch Council means the Councillors for the time being who are elected or appointed in accordance with clause 16.6 or 16.7 or those of them who are present at a meeting at which there is a quorum.

Branch Executive means those office holders elected or appointed in accordance with clause 16.6 or 16.7.

Branch General Meeting means a general meeting of the full members of a State Branch.

Branch President means a person elected or appointed as president of a State Branch under clause 16.

Branch Secretary means a person elected or appointed as secretary of a State Branch under clause 16.

Branch Treasurer means a person elected or appointed as a treasurer of a State Branch under clause 16.

Branch Vice-President means a person elected or appointed as a vice-president of a State Branch under clause 16.

Business Day means, where a notice or other communication is to be given or received by a Secretary, a day (other than Saturday or Sunday) on which banks are open for business in the city in which the Secretary is located, and in all other cases, a day (other than Saturday or Sunday) on which banks are open for business in the city in which the recipient is located or in which the relevant action is or is to be taken.

Constitution means this Constitution as amended from time to time.

Council means the National Council or a Branch Council, as the case may be.

Councillor means a member of the National Council or a Branch Council, as the case may be.

Entrance Fee means the fee (if any) calculated and payable in accordance with clause 10.1 in connection with the admission of a new member.

Financial Year means the year ending on 30 June.

Full member means a member of ARPA who fulfils the eligibility requirements of clause 3.1, who has been admitted to the membership of ARPA pursuant to clause 4, who has paid all membership fees then due and payable (if any) and who has not ceased to be a member in accordance with clause 7.

General Meeting means a National General Meeting or a Branch General Meeting, as the case may be.

Honorary member means a member of ARPA who fulfils the eligibility requirements of clause 3.2, who has been admitted to the membership of ARPA pursuant to clause 4 and who has not ceased to be a member in accordance with clause 7.

Member in relation to ARPA means a full member, an honorary member or an associate member of ARPA.

Member Representative has the meaning set out in clause 5.2(a).

National Annual Fee means the annual fee determined by the National Council in accordance with clause 10.3(b)(i).

National Annual General Meeting means the annual general meeting of the full members of ARPA.

National Council means the Councillors consisting of the State Representatives from each State Branch in accordance with clause 17.1 or those of them who are present at a meeting at which there is a quorum.

National Executive means those office holders of ARPA appointed in accordance with clause 17.2 or 17.3.

National General Meeting means a general meeting of the full members of ARPA.

National President means a person appointed as president of ARPA under clause 17.

National Secretary means a person appointed as secretary of ARPA under clause 17.

National Treasurer means a person appointed as a treasurer of ARPA under clause 17.

National Vice-President means a person appointed as a vice-president of ARPA under clause 17.

Public Officer shall have the same meaning as in the Act.

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

Secretary means the National Secretary or a Branch Secretary, as the case may be.

Special Fees means special fees levied by either the National Council or a Branch Council and payable by full members in accordance with clause 10.6.

Special General Meeting means a meeting of the full members of a State Branch or of ARPA, as the case may be, convened in accordance with clause **Error! Reference source not found.** or clause 26.

Special Resolution means a resolution passed by 75% of the full members present at a meeting and entitled to vote.

State Branches means the State Branches listed in clause 2.2 and any other State Branches established by the National Council under clause 2.1.

State Representative means a person elected as a state representative of a State Branch under clause 16.4.

1.2 Interpretation

In this Constitution, headings are inserted for convenience only and do not affect the interpretation of this Constitution, and unless the context otherwise requires:

- (a) words importing the singular include the plural and vice versa;
- (b) words importing a gender include the other genders;
- (c) if words or phrases are defined, their other grammatical forms have a corresponding meaning;
- (d) a reference to:
 - (i) a person includes an individual, a sole proprietorship, a partnership, a body corporate, a joint venture, an association (whether incorporated or not), a government and a government authority or agency;
 - (ii) a party includes the party's executors, legal personal representatives, successors, transferees and assigns;
 - (iii) a part, clause, schedule or party is a reference to a part, clause or schedule of, or a party to, this Constitution;
 - (iv) a right includes a benefit, remedy, discretion, authority or power;
 - (v) "\$" or dollars means Australian dollars and a reference to payment means payment in Australian dollars;
 - (vi) writing includes any mode of representing or reproducing words in tangible and permanently visible form and includes facsimile transmissions and e-mails;
 - (vii) legislation includes any statutory modification or replacement and any subordinate or delegated legislation issued under that legislation;

- (viii) a law includes any statute, regulation, by-law, scheme, determination, ordinance, rule or other statutory provision (whether Commonwealth, State or municipal);
- (e) a reference to an insolvency event includes:
 - (i) in the case of an individual:
 - (A) the committing of an act of bankruptcy in respect of the individual within the meaning of section 40 of the *Bankruptcy Act 1966* (Cth);
 - (B) the signing of an authority by the individual under Part X of the *Bankruptcy Act 1966* (Cth);
 - (C) the making of a sequestration order in respect of the estate of the individual within the meaning of the bankruptcy Act 1966 (Cth);
 - (ii) in the case of a corporation:
 - (A) the appointment of a controller to the property of the corporation;
 - (B) the appointment of an administrator in respect of the company;
 - (C) the company failing to comply with a statutory demand within the period for compliance;
 - (D) the making of a winding up order by a court in respect of the corporation;
 - (E) the passing of a resolution for winding up under Part 5.5 of the Corporations Act 2001; or
 - (F) in respect of a Part 5.7 body, the commencement of a winding up under Part 5.7 of the Corporations Act 2001 in respect of that body; and
- (f) the meaning of general words is not limited by specific examples introduced by 'including' or 'for example', or similar expressions.

1.3 Application of Legislation Act 2001

The *Legislation Act 2001* (ACT) applies to these rules in the same way as it would if they were an instrument made under the Act.

Part B: Membership

2 Organisational structure

2.1 State Branches

Subject to clause 2.2, the National Council may establish State or Territory branches of ARPA (hereafter referred to as **State Branches**). The activities of each State Branch will be

managed and administered by the Branch Council and the Branch Executives of that State Branch under the supervision of the National Council as provided in this Constitution.

2.2 Existing State Branches

As at the date of adoption of this Constitution the following State Branches are in existence:

- (a) the Victoria State Branch;
- (b) the New South Wales State Branch;
- (c) the Western Australia State Branch;
- (d) the Queensland State Branch;
- (e) the South Australia State Branch;
- (f) the Northern Territory State Branch; and
- (g) the Australian Capital Territory State Branch.

2.3 State Branches not separate legal entities

State Branches are established for administration and governance purposes only - State Branches are not separate legal entities. Accordingly:

- (a) a person who is a member of a State Branch is member of ARPA and a person who ceases to be a member of at least one State Branch ceases to be a member of ARPA;
- (b) all assets and liabilities of a State Branch are the assets and liabilities of ARPA; and
- (c) all income and expenditure of a State Branch is the income and expenditure of ARPA.

3 Type of memberships

3.1 Full Members

To be eligible for membership of ARPA as a full member, a person must be a sole practitioner, persons practising in a partnership, the trustee of a trust, a company, or another legal entity recognised by statute, in each case which provides occupational and vocational rehabilitation services. For the avoidance of doubt, it is the person or entity that operates the occupational and vocational rehabilitation business that is eligible for full membership, not the employees of that person or entity.

3.2 Honorary Members

To be eligible for membership as an honorary member, a person must either:

- (a) not be eligible for full membership but must have demonstrated an active interest in areas in which ARPA is involved; or

- (b) have previously been eligible for full membership but has retired from the business of providing occupational and vocational rehabilitation services.

3.3 Associate Members

To be eligible for membership as an associate member, a person must be engaged in a business with similar or complementary objects to ARPA.

3.4 Members of State Branches

Each full member of ARPA will also be considered, for State Branch purposes, to be a full member of each State Branch within which the member operates an occupational and vocational rehabilitation business. Each honorary or associate member of ARPA will also be considered, for State Branch purposes, to be an honorary or associate member (as the case may be) of the State Branch within which the member resides or has its principal place of business.

4 Admission to membership

4.1 Application

A person who desires to become a member of ARPA must apply to ARPA in writing. The application for membership:

- (a) must be in the form set out in appendix 1;
- (b) must designate whether the applicant is applying for membership as a full member, an honorary member or an associate member;
- (c) must set out the State Branch or Branches within which the applicant operates an occupational and vocational rehabilitation business or (in the case of an application for an honorary or associate membership) the State Branch within which the applicant resides or has its principal place of business;
- (d) must be lodged with the National Secretary; and
- (e) in the case of an application for full membership or associate membership, must be accompanied by payment of the Entrance Fee.

4.2 National Council to approve or reject application

As soon as is practicable after receiving an application for membership, the National Secretary must refer the application to the National Council, which must decide:

- (a) whether to approve or to reject the application; and
- (b) if approved:
 - (i) subject to the eligibility requirements set out at clause 3, what type of membership the applicant will have; and
 - (ii) which State Branch or Branches the applicant will be a member of.

For the avoidance of doubt, the National Council may decide that a person will be a full member of more than one State Branch.

4.3 Notification - Approval

If the National Council decides to approve an application for membership, the National Secretary must as soon as practicable after that decision notify:

- (a) the Branch Secretary of each State Branch of which the applicant will be a member; and
- (b) the applicant.

4.4 Notification – Rejection

If the National Council decides to reject an application for membership, the National Secretary must as soon as practicable after that decision notify the applicant in writing, however the National Secretary is under no obligation to provide reasons to the applicant for the decision to reject its application. The notice of rejection of the application must be accompanied by a refund of any Entrance Fee paid by the rejected applicant (without the payment of any interest).

4.5 Entry on register of members

The National Secretary (provided that payment of any Entrance Fee has been received by ARPA) must enter the applicant's name in ARPA's register of members and, on the name being entered, the applicant becomes a member of ARPA and of each State Branch to which the approval relates.

4.6 Effect of membership

Any person who is admitted as a member:

- (a) subscribes to the objects of ARPA as set out in this Constitution; and
- (b) agrees to meet ARPA's conditions of membership including (in the case of full members and associate members) payment of the Entrance Fee, the Annual Fee and any Special Fees.

5 Rights of Members

5.1 General

- (a) Subject to clause 5.2, full members have the right to:
 - (i) attend, be heard and vote at:
 - (A) each Branch General Meeting of the State Branch or Branches of which they are members; and
 - (B) each National General Meeting;

- (ii) be nominated and stand for election for a position on the Branch Council of, or as a Branch Executive or State Representative for, their State Branch or Branches; and
 - (iii) be appointed as a National Executive.
- (b) Subject to clause 5.2, honorary members and associate members have the right to:
- (i) attend and be heard at:
 - (A) each Branch General Meeting of their respective State Branches; and
 - (B) each National General Meeting;
 - (ii) be nominated and stand for election for a position on the Branch Council of, or as a Branch Executive or State Representative for, their respective State Branches; and
 - (iii) be appointed as a National Executive,
- but have no right to:
- (iv) vote at either a Branch General Meeting or a National General Meeting.

Honorary members and associate members will have such other rights as may be determined by the National Council from time to time.

5.2 Partnerships, companies and other entities

- (a) Each member that is not an individual or a sole practitioner (each such member, a **Principal**) must nominate at least one person, but not more than two persons, for each State Branch of which it is a member, to act as its representative[s] within that State Branch (each, a **Member Representative**). A Principal may revoke its nomination of a Member Representative, and nominate another person to be its Member Representative, at any time by notice in writing to the National Secretary.
- (b) A Member Representative will have the right, in the name of and on behalf of its Principal, to attend and be heard at:
 - (i) each Branch General Meeting of the State Branch in respect of which the Member Representative has been nominated; and
 - (ii) each National General Meeting,

but, in the case of a full member, only one of its Member Representatives per State Branch shall have the right to vote at the relevant Branch General Meeting or a National General Meeting.
- (c) For the purposes of this Constitution, where an action (other than the nomination of or revocation of the nomination of a Member Representative) may be done or is required to be done, or a decision may be made or is required to be made, by a Principal, that action shall be done, or that decision shall be made, by one of that

Principal's Member Representatives in the relevant State Branch on behalf of the Principal.

- (d) The Principal must:
 - (i) provide details of those persons who are to act as its Member Representative[s] to both the National Secretary and the Branch Secretary of the State Branch in respect of which the Member Representative is nominated; and
 - (ii) notify both the National Secretary and the relevant Branch Secretary of any changes to those details.

5.3 Membership of a State Branch

- (a) A member of ARPA is also a member of a State Branch only for so long as the member, in the case of a full member, operates an occupational and vocational rehabilitation business within that State Branch or, in the case of an honorary or associate member, resides in or has its principal place of business in that State Branch.
- (b) A full member must provide written notification to the National Secretary immediately if it:
 - (i) ceases to operate an occupational and vocational rehabilitation business within a State Branch; or
 - (ii) commences the operation of an occupational and vocational rehabilitation business within any State Branch of which it is not then a member.

A full member will automatically become a member of any State Branch within which it commences the operation of an occupational and vocational rehabilitation business.

- (c) An honorary member or an associate member must provide written notification to the National Secretary immediately if it changes its residence or its principal place of business. An honorary member or an associate member, as the case may be, will automatically become a member of the State Branch (if any) to which its residence or principal place of business has been moved.

6 Membership entitlements not transferable

A right, privilege or obligation that a person has as a member of ARPA or of any State Branch:

- (a) cannot be transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

7 Cessation of membership

7.1 Membership of a State Branch

A person ceases to be a member of a State Branch if the person:

- (a) in the case of a full member, ceases to operate any occupational and vocational rehabilitation business within that State Branch, or, in the case of an honorary member or an associate member, ceases to reside in or to have its principal place of business in that State Branch;
- (b) resigns from membership of that State Branch;
- (c) in the case of a full member or an associate member, fails to pay any Branch Annual Fee or Special Fee levied by the relevant State Council within 30 days of the due date for payment of the applicable fee, provided that the member's membership of the State Branch will automatically be reinstated upon payment of the applicable fee.

7.2 Membership of ARPA

A person ceases to be a member of ARPA and of each State Branch of which it would otherwise be a member if the person:

- (a) is subject to an insolvency event;
- (b) in the case of a full member, ceases to operate any occupational and vocational rehabilitation business within any State Branch (ie, there is no State Branch within which the member operates), or, in the case of an honorary member or an associate member, ceases to reside in or to have its principal place of business in any State Branch;
- (c) is expelled from ARPA;
- (d) resigns from membership of ARPA or fails to renew its membership; or
- (e) in the case of a full member or an associate member, fails to pay any National Annual Fee or Special Fee levied by the National Council within 30 days of the due date for payment of the applicable fee, provided that the member's membership of ARPA will automatically be reinstated upon payment of the applicable fee.

7.3 No entitlement to refund

There shall be no entitlement to any refund of any amounts paid by a member where the member ceases to be a member.

8 Resignation of membership

8.1 Entitlement to resign

A member is not entitled to resign from membership of a State Branch or of ARPA except in accordance with this clause.

8.2 Notice

A member who has paid all amounts payable by the member under this Constitution may resign from membership of ARPA or of any State Branch by first giving notice (of not less than one month or, if the National Council has determined a shorter period, that shorter period) in writing to the National Secretary and, if the member is resigning from membership of any State Branch, the Branch Secretary of the relevant State Branch, of the member's intention to resign and, at the end of the period of notice, the member ceases to be a member of ARPA or of the relevant State Branch, as the case may be.

8.3 Entry in register of members

If a person ceases to be a member, the National Secretary must make an appropriate entry in the register of members recording the date the member ceased to be a member.

9 Register of members

9.1 National Secretary to establish and maintain

The National Secretary shall establish and maintain a register of members, recording details required by the National Council from time to time.

9.2 Inspection of register of members

The register of members shall be kept by the National Secretary and shall be available for inspection, free of charge, by any Councillor at a reasonable hour.

10 Fee, subscriptions etc

10.1 Entrance Fee

Each new member (other than an honorary member) must pay the Entrance Fee in accordance with clause 4.1(e). The Entrance Fee for a new full member is equal to a percentage (calculated by dividing the number of quarters (counting any portion of a quarter as a whole quarter) of the first Financial Year that the new member will be a member by 4, and rounding that result to the nearest thousandth) of the Annual Membership Fee for the Financial Year in which the new member becomes a member. The Entrance Fee for a new associate member will be determined annually by the National Council.

10.2 Membership fees

- (a) Each full member must pay, in respect of each Financial Year (other than the first Financial Year) during which it is a full member of ARPA:
 - (i) the Branch Annual Fee for each State Branch of which it is a member;
 - (ii) the National Annual Fee; and
 - (iii) Special Fees levied in accordance with clause 10.6 (if any).
- (b) Each associate member must pay, in respect of each Financial Year (other than the first Financial Year) during which it is an associate member of ARPA:

- (i) an annual fee determined annually by the relevant State Branch and approved by the National Council; and
 - (ii) an annual fee determined annually by the National Annual Fee.
- (c) Subject to a National Council resolution determining otherwise, an honorary member is not required to pay any fees to ARPA in respect of its membership of ARPA.

10.3 Calculation of fees

- (a) Fees shall be calculated as a multiple of the total full time professional service providers (or full time equivalents) employed or engaged by the member (**FTE**) in the case of a State Branch, in that State Branch, and, in the case of ARPA, in all of the State Branches.
- (b) The amount to be paid per FTE shall:
 - (i) in the case of Branch Annual Fees, be determined annually by each Branch Council subject to the approval of the National Council and be payable in respect of a period of one Financial Year;
 - (ii) in the case of National Annual Fees, be determined annually by the National Council and be payable in respect of a period of one Financial Year; and
 - (iii) in the case of any Special Fees, be determined by the National Council or the Branch Council, as the case may be, at the time that the National Council or the Branch Council levies the Special Fee.

10.4 Payment

- (a) A member's liability to pay Annual Membership Fees is incurred on 1 July each Financial Year.
- (b) Annual Membership Fees and any Special Fees must be paid within 30 days of the date of the invoice therefor which is sent to the member.

10.5 Remittance of Membership Fees

If either a Branch Council or the National Council collects membership fees on behalf of another Council they must remit the amounts owing to the Council entitled to receive those amounts as soon as is practicable after receipt, but no later than one month.

10.6 Special Fees

- (a) The National Council may levy special fees, to be paid by all full members of ARPA, under such circumstances as it may consider appropriate.
- (b) A Branch Council may levy special fees, to be paid by all full members of that State Branch, under such circumstances as it may consider appropriate, provided that any such special fees must be approved by the National Council before they are levied.

11 Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of ARPA or the costs, charges and expenses of the winding up of ARPA is limited to the amount (if any) unpaid by the member in relation to membership of ARPA.

12 Expulsion of members

12.1 Expulsion

If any member:

- (a) is in breach of any provisions of this Constitution or any by-laws, regulations or codes of conduct of ARPA that may be adopted; or
- (b) is guilty of any act or omission which, in the opinion of the National Council, is unbecoming of a member or prejudicial to the interests of ARPA,

the National Council may do any one or more of the following:

- (c) censure the member;
- (d) suspend the member's entitlement to the privileges of membership (including, without limitation for a full member, the right to vote at a General Meeting); or
- (e) expel the member from ARPA and remove the member's name from the register of members.

12.2 Notice of proposed expulsion

The National Council must not expel a member under this clause unless:

- (a) at least 10 Business Days before the National Council holds a meeting in regard to the proposed expulsion, the National Council sends a notice to the member stating:
 - (i) the date, time and place at which the question of expulsion of the member is to be considered by the National Council; and
 - (ii) the nature of the alleged misconduct; and
- (b) the member is given the opportunity at the meeting to give the National Council, orally or in writing, any explanation or defence that the member may think fit.

If a resolution to expel the member is passed at the meeting by the majority of National Council members present, the member ceases to be a member on the passage of the resolution and the member's name must be removed from the register of members.

Part C: Management of ARPA

13 Governance structure

The Branch Councils and the National Council will have the respective powers and responsibilities set out in this Constitution.

14 Branch Councils' powers and responsibilities

14.1 Powers and responsibilities

Excluding those decisions required under the Act or this Constitution to be made by members of ARPA at a National General Meeting or by members of a State Branch at a Branch General Meeting, each Branch Council shall have the power and responsibility to decide matters within its State or Territory which do not directly affect the members within another State Branch including, but not limited to:

- (a) initiating and facilitating research, training and development to support the aims and objectives of ARPA in that State or Territory;
- (b) increasing the awareness and profile of the rehabilitation industry in that State or Territory;
- (c) promoting consistency in the provision of rehabilitation services in that State or Territory in accordance with ARPA's objectives;
- (d) liaising and consulting with State or Territory government departments, committees, semi - autonomous bodies, commissions, boards of inquiry, instrumentalities, government corporations, and regulators regarding policy development impacting on the occupational rehabilitation industry in that State or Territory;
- (e) overseeing Branch Council and Branch Executive elections in accordance with clause 16, supervising the activities of the Branch Executive and overseeing the calling and conduct of Branch General Meetings in accordance with Part D of this Constitution;
- (f) preparing that State Branch's Branch Annual Budget in accordance with clause 35.4; and
- (g) managing funds of ARPA held by that State Branch in accordance with clause 35.

14.2 By-laws

A Branch Council may elect to adopt by-laws to govern the management of the activities of its State Branch (including without limitation, which decisions of the Branch Council must be made with the approval of State Branch members) provided that the by-laws (and any amendments, additions or alterations to those by-laws) are:

- (a) consistent with this Constitution and ARPA's objects generally;
- (b) approved by the National Council; and

- (c) approved by the State Branch members at a Branch General Meeting.

15 National Council's powers and responsibilities

15.1 Powers and responsibilities

Excluding those decisions required under the Act or this Constitution to be made by members of ARPA at a National General Meeting or by members of a State Branch at a Branch General Meeting, the National Council shall have exclusive power to deal with matters affecting more than one State Branch and the general conduct and control of the business and affairs of ARPA having regard to the general principle of State Branch authority over internal State and Territory matters provided for in this Constitution.

Without limiting the generality of the above and in addition to any other powers conferred upon the National Council under this Constitution, the National Council's exclusive powers include, but are not limited to:

- (a) performing all acts and doing all things that are, in the opinion of the National Council, necessary or desirable for the proper management of the affairs of ARPA;
- (b) determining and implementing rules and policies on matters affecting more than one State Branch;
- (c) resolving disputes between State Branches;
- (d) liaising and consulting with Federal government departments, committees, semi - autonomous bodies, commissions, boards of inquiry, instrumentalities, government corporations, and regulators regarding policy development impacting on the occupational rehabilitation industry;
- (e) supervising the activities of the National Executive and overseeing the calling and conduct of National General Meetings in accordance with Part D of this Constitution; and
- (f) determining matters affecting only one State Branch which are referred to National Council by the relevant State Branch.

15.2 Power to override Branch Council and State Branch decisions

The National Council may, with the approval of:

- (a) two thirds of the National Council Councillors present at the meeting; and
- (b) a majority of the Branch Councils,

compel a State Branch or Branch Council to act, or refrain from acting, where that State Branch's or Branch Council's action or inaction, in the opinion of the National Council:

- (c) is inconsistent with ARPA's objects;
- (d) is in conflict with a decision of the National Council on a matter effecting ARPA or one or more State Branches;

- (e) may have an undesirable impact on ARPA's reputation;
- (f) is contrary to any code of conduct, policies, guidelines or strategies developed by the National Council;
- (g) is not in accordance with that State Branch's Branch Annual Budget (including, without limitation, engaging in an unauthorised expenditure); or
- (h) may have a material adverse effect on the financial position of that State Branch, of any other State Branch or of ARPA generally (regardless of whether it is in accordance with the Branch Annual Budget).

16 Branch Council and Branch Executive

16.1 Branch Council

Each Branch Council shall consist of at least three Councillors residing within that State Branch, each of whom must be elected as a Councillor under clause 16.6 or appointed as such in accordance with clause 16.7. The Member Representatives within a State Branch are the only persons who are eligible to be elected as Councillors of that State Branch.

16.2 Branch Executive

Subject to clause 16.3, the full members of each State Branch must, in accordance with clause 16.6, elect from the Branch Council a Branch Executive, which may include:

- (a) the Branch President;
- (b) one or more Branch Vice-Presidents;
- (c) the Branch Secretary;
- (d) the Branch Treasurer (who may be the same person as the Branch Secretary); and
- (e) such other officer(s) as the full members of the State Branch may deem necessary or desirable.

16.3 Branch Executives who are not ARPA members

The full members of a State Branch may elect a person who is not a member of that State Branch or a member of that Branch Council to hold office as an officer of the Branch Executive (including, without limitation, any of the offices referred to in clause 16.2).

16.4 State Representatives

The full members of each State Branch must, in accordance with clause 16.6, elect from the Branch Council two State Representatives (who will become National Councillors in accordance with clause 17.1), provided that, in the case of a member who is not an individual, only one Member Representative of a member of any State Branch may be elected as a State Representative of that State Branch and Member Representatives of a member who is a member of more than one State Branch may be only elected as State Representatives of up to two State Branches.

16.5 Term of office

- (a) Subject to paragraph (b) below and this Constitution, each Councillor of a Branch Council (including those Councillors who are also officers of the Branch Executive or State Representatives) holds office only until the conclusion of the next Branch Annual General Meeting following the date of the Councillor's election, but is eligible for re-election at that Branch Annual General Meeting.
- (b) A person cannot hold the same Branch Executive position for more than four consecutive years.

16.6 Election of Branch Councillors, State Representatives and Branch Executives

The Councillors of the Branch Council (including State Representatives, Branch Executives and ordinary Councillors of a Branch Council) for each State Branch shall be elected in accordance with the following procedure:

- (a) Any two members of a State Branch may nominate a Member Representative or a member who is an individual as a candidate for election as a Councillor of that State Branch at the next Branch Annual General Meeting. Any such nomination:
 - (i) must be made in writing, signed by at least two members of that State Branch, and must be accompanied by the written consent of the candidate (which may be endorsed on the nomination form);
 - (ii) must indicate whether, in addition to the nomination for election as a Councillor, the candidate is being nominated for election as a State Representative or a position (which must be specified) within the Branch Executive; and
 - (iii) must be given to the Branch Secretary not less than 15 Business Days before the date fixed for that State Branch's Annual General Meeting at which the election is to take place.
- (b) Any Councillor who is to retire from office at a Branch Annual General Meeting may offer himself or herself as a candidate for re-election as a Councillor of the relevant State Branch at that Branch Annual General Meeting. Any such offer for re-election:
 - (i) must be made in writing and signed by the retiring Councillor;
 - (ii) must indicate whether, in addition to the offer for re-election as a Councillor, the retiring Councillor is offering himself or herself as a candidate for election as a State Representative or a position (which must be specified) within the Branch Executive; and
 - (iii) must be given to the Branch Secretary not less than 15 Business Days before the date fixed for that State Branch's Annual General Meeting at which the election is to take place.
- (c) If insufficient nominations and offers for re-election are received to fill all vacancies on the Branch Council, or all Branch Executive or State Representative positions, the candidates nominated or offered for re-election, as the case may be, are taken to be

elected and further nominations may be received at the Branch Annual General Meeting.

- (d) If insufficient further nominations are received, any vacant positions remaining on the Branch Council, or remaining Branch Executive or State Representative positions, are taken to be vacancies.
- (e) If the number of nominations and offers for re-election received is equal to the number of vacancies to be filled, the people nominated or offered for re-election, as the case may be, are taken to be elected.
- (f) If the number of nominations and offers for re-election received exceeds the number of vacancies to be filled, a ballot must be held.
- (g) The ballot for the election of Councillors, or Branch Executive or State Representative positions, as applicable, must be conducted at the Branch Annual General Meeting in the manner the Branch Council may direct.

16.7 Vacancies

If there is a vacancy in the Councillors of the Branch Council, or a Branch Executive or State Representative position, the Branch Council may appoint a Member Representative or an individual member of the relevant State Branch to fill the vacancy and the Member Representative or individual member so appointed holds office, subject to this Constitution, until the conclusion of the next Branch Annual General Meeting after the date of the appointment.

17 Appointment of National Council and Executive

17.1 National Council

The National Council is comprised of the State Representatives of each State Branch.

17.2 National Executive

Subject to clauses 17.3 and 17.4(b), as soon as practicable after the conclusion of the Branch Annual General Meetings for all of the State Branches, the National Council must appoint from the Councillors of the National Council a National Executive comprised of:

- (a) the National President;
- (b) one or more National Vice-Presidents;
- (c) the National Treasurer;
- (d) the National Secretary;
- (e) the Public Officer (being a person who resides in the Australia Capital Territory and who is at least 18 years of age and who may, in addition to his or her position as Public Officer, hold another National Executive position); and

- (f) such other position(s) as the National Council may deem necessary or desirable, provided however that the total number of people on the National Executive does not exceed eight.

Except for the Public Officer position, no two National Executive positions may be held by persons who are Member Representatives or individual members within the same State Branch. The National Council may remove any officer of the National Executive from office at any time, and may fill any vacancies in any office of the National Executive.

17.3 National Executives who are not members of ARPA etc

Subject to clause 17.4(b), the National Council may appoint a person who is not a member of ARPA, a State Representative or a Member Representative as an officer of the National Executive (including, without limitation, any of the officers referred to in clause 17.2) on such terms as that National Council thinks fit.

17.4 Term of office

- (a) Any Councillor of the National Council who ceases to be a State Representative will automatically cease to be a Councillor of the National Council. Where there is a vacancy on the National Council that results from a vacancy on a Branch Council, the provisions of clause 16.7 will apply to that vacancy.
- (b) A person cannot hold the same National Executive position for more than four consecutive years.

18 Role of office holders

18.1 President

Each President:

- (a) shall preside as chairperson at each meeting that they attend in their capacity as President; and
- (b) shall be responsible for presenting at the Branch Annual General Meeting of his or her State Branch or at the National Annual General Meeting, as applicable, an annual president's report.

18.2 Vice-President

Each Vice-President, in the absence of the President, shall preside as chairperson at each meeting the Vice-President attends.

18.3 Secretary

- (a) Each Secretary must, as soon as practicable after being appointed as Secretary, notify the National Council or the relevant Branch Council, as the case may be, of his or her address.
- (b) Each Secretary is responsible for:
 - (i) in the case of the National Secretary, maintenance of the register of members;

- (ii) responding, as required, to all correspondence to his or her State Branch or ARPA, as the case may be;
- (iii) initiating, as required, all correspondence on behalf of his or her State Branch or ARPA, as applicable;
- (iv) calling General Meetings of his or her State Branch or of ARPA, as the case may be, as required by this Constitution;
- (v) maintaining a list of proxies for each General Meeting of his or her State Branch or of ARPA, as the case may be; and
- (vi) documenting minutes of proceedings of meetings, including the names of those persons present at meetings.

18.4 Treasurer

Each Treasurer must:

- (a) collect and receive all amounts owing or paid to that Treasurer or his or her Council, and make all payments authorised by his or her Council; and
- (b) keep correct accounts and books showing the financial affairs of his or her State Branch (or in the in the case of the National Treasurer, ARPA), with full details of all receipts and expenditure connected with the activities of that State Branch (or ARPA, as the case may be); and
- (c) present at the Branch Annual General Meeting of his or her State Branch or at the National Annual General Meeting, as applicable, an annual treasurer's report.

18.5 Public Officer

The Public Officer must perform all the functions required of a public officer under the Act.

19 Cessation of office as a Councillor etc

Under this Constitution, a Councillor will automatically cease to hold office as a Councillor of a Branch Council, as an officer of any Branch Executive, as a State Representative, as a Councillor of the National Council and as an officer of the National Executive (in each case as applicable), and in each case a vacancy will be deemed to have arisen, if:

- (a) the Councillor dies;
- (b) the Councillor resigns the office;
- (c) the Councillor is removed from office under clause 20;
- (d) the Councillor is subject to an insolvency event;
- (e) the Councillor suffers from mental or physical incapacity;
- (f) the Councillor is disqualified from office under section 63(1) of the Act; or

- (g) the Councillor is absent without the consent of the relevant Council from all meetings of that Council held during a period of 6 months.

In addition, a Councillor will automatically cease to hold office as a Councillor of a Branch Council, as a State Representative and as a Councillor of the National Council (in each case as applicable), and will automatically cease to hold office as an officer of a Branch Executive or the National Executive, as applicable, unless he or she was appointed as such an officer pursuant to clause 16.3 or 17.3, and in each case a vacancy will be deemed to have arisen, if:

- (h) the Principal that nominated the Councillor as a Member Representative ceases to be a member of ARPA; or
- (i) the Councillor ceases to be a Member Representative.

20 Removal of State Councillors

Subject to section 50 of the Act, the full members of a State Branch may, at a Branch General Meeting, remove any Councillor of that State Branch's Branch Council before the end of the Councillor's term of office.

21 National and Branch Council meetings and quorum

21.1 Frequency of meetings

Each Council must meet at least four times in each calendar year at the place and time and in the manner that that Council may decide.

21.2 Additional meetings

Additional meetings of a Council may be called by any Councillor of that Council.

21.3 Notice

Oral or written notice of a meeting of a Council must be given by the relevant Secretary to each Councillor of that Council at least 48 hours (or any other period that may be unanimously agreed on by the members of that Council) before the time appointed for the holding of the meeting.

21.4 Content of Notice

Notice of a meeting given under clause 21.3 must specify the general nature of the business to be transacted at the meeting; however, the business transacted at the meeting does not need to be limited to the matters specified in the notice.

21.5 General business

General business may be brought forward at a meeting at the discretion of the chairperson.

21.6 Quorum

- (a) In relation to a meeting of a Branch Council, 50% of the total number of members of that Branch Council constitute a quorum for the transaction of business at that meeting.

- (b) In relation to a meeting of the National Council, 50% of the total number of Councillors of the National Council then in office plus one additional Councillor of the National Council constitutes a quorum for the transaction of business at that meeting.

21.7 Adjournment

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

21.8 No quorum at adjourned meeting

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

21.9 Chairperson to preside

At meetings of a Council the Councillors of that Council who are present at the meeting may choose one of their number to preside as chairperson of the meeting.

22 Delegation by a National or Branch Council to a subcommittee

22.1 Power to delegate

A Council may delegate to one or more subcommittees (consisting of such of the Councillors of that Council, the member or members of ARPA or such other persons that the Council considers appropriate) the exercise of such of the functions of that Council that are specified in the instrument of delegation, other than:

- (a) this power of delegation; and
- (b) a function that is imposed on a Council by the Act, by any other State or Territory law, or by resolution of the full members of ARPA in General Meeting.

22.2 Form of delegation of power

A delegation of a function pursuant to clause 22.1 must:

- (a) be in writing;
- (b) set out the precise nature, parameters, duration, extent and purpose of the delegation;
- (c) identify the names of all persons or parties who constitute the sub-committee; and
- (d) be signed by two Councillors of the relevant Council.

22.3 Exercise of delegated power

A function, the exercise of which has been delegated to a subcommittee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.

22.4 Conditional delegation of power

A delegation under this clause may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.

22.5 Council may continue to exercise power

Despite any delegation under this clause, the relevant Council may continue to exercise any delegated function.

22.6 Exercised power to have same force and effect

Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the relevant Council.

22.7 Revocation of power

The relevant Council may, in writing, revoke wholly or in part any delegation under this clause.

22.8 Meeting of subcommittee

A subcommittee may meet and adjourn as it considers appropriate, provided that any expenses associated with such meeting have been approved by the relevant Council.

23 Voting and decisions

23.1 Majority

Subject to clause 15.2, questions arising at a meeting of a Council or of any subcommittee appointed by a Council are decided by a majority of the votes of Councillors of that Council, or the members of that subcommittee, present at the meeting.

23.2 Person presiding not to have casting vote

Each Councillor present at a meeting of a Council, and each member of any subcommittee appointed by a Council (including the person presiding at the meeting) is entitled to one vote. If the votes on any question are equal, the person presiding does not have a casting vote.

23.3 Vacancy

Subject to clause 21.6, a Council may act despite any vacancy on that Council.

23.4 Act or thing valid and effectual despite defect in member's appointment

Any act or thing done or suffered, or purporting to have been done or suffered, by a Council or by a subcommittee appointed by a Council, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Councillor of that Council or member of that subcommittee.

Part D: National and Branch General Meetings

24 Annual general meetings—holding of

24.1 Frequency

With the exception of its first Annual General Meeting, ARPA and each State Branch must, at least once in each calendar year and within 5 months after the end of each Financial Year, call an Annual General Meeting.

24.2 First Annual General Meeting

ARPA and each State Branch must hold its first Annual General Meeting:

- (a) within 18 months after the incorporation of ARPA under the Act; and
- (b) within 5 months after the end of the first Financial Year.

24.3 No effect on extensions of time

Clauses 24.1 and 24.2 have effect subject to the powers of the registrar-general under the section 120 of the Act.

25 Annual general meetings—calling of and business at

25.1 Date, place and time

Each Annual General Meeting must, subject to the Act, be called on the date, at the place and time and in the manner that the Council calling that Annual General Meeting considers appropriate.

25.2 Business

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

- (a) to confirm the minutes of the last Annual General Meeting;
- (b) to receive from the relevant Council reports on the activities of ARPA or a State Branch (as applicable) during the last Financial Year;
- (c) in the case of a State Branch, to elect Councillors, State Representatives and Branch Executives; and
- (d) in the case of ARPA, to receive and consider the statement of accounts and the reports that are required to be submitted to members under the section 73(1) of the Act.

25.3 Notice

An Annual General Meeting must be specified as such in the notice calling it in accordance with clause 27.

25.4 Conduct

An Annual General Meeting must be conducted in accordance with the provisions of this part.

26 Special General Meetings—calling of

26.1 Council

A Council may, whenever it considers appropriate, call a Special General Meeting.

26.2 Members

A Council must, on the requisition in writing of at least 10% of the full members of the relevant State Branch or of ARPA, but no less than 3 full members, call a Special General Meeting.

26.3 Form of requisition

A requisition of full members for a Special General Meeting:

- (a) must state the purpose or purposes of the Special General Meeting;
- (b) must be signed by the full members making the requisition;
- (c) must be lodged with the relevant Secretary; and
- (d) may consist of several documents in a similar form, each signed by 1 or more of the full members making the requisition.

26.4 Failure to call a Special General Meeting

If a Council fails to call a Special General Meeting within one month after the date when a requisition of full members for the meeting is lodged with the relevant Secretary, any one or more of the full members who made the requisition may call a Special General Meeting to be held not later than three months after the date the meeting is called.

26.5 Members' meeting

A Special General Meeting called by a full member or members pursuant to clause 26.4 must be called as nearly as is practicable in the same way as General Meetings are called by a Council and any full member who thereby incurs expense is entitled to be reimbursed by the relevant Council for any reasonable expense so incurred.

27 Notice

27.1 Normal business

Except where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution, the relevant Secretary shall, at least 10 Business Days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post, e-mail or facsimile to each member of the relevant State Branch or of ARPA, as the case may be, a notice specifying the place, date, time of the meeting, available means of participation

(eg, if tele-conference or video-link) and the nature of the business proposed to be transacted at the meeting.

27.2 Special Resolution

If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution, the relevant Secretary must, at least 15 Business Days before the date fixed for the holding of the General Meeting, send notice to each member of the relevant State Branch or of ARPA, as the case may be, in the way provided in clause 40, specifying, in addition to the matter required under that clause, the intention to propose the resolution as a Special Resolution.

27.3 No other business

No business other than that specified in the notice calling a General Meeting may be transacted at the meeting except, in the case of an Annual General Meeting, business that may be transacted under clause 25.2.

27.4 Full member's business

A full member of the relevant State Branch or of ARPA, as the case may be, who desires to bring any business before a General Meeting may give written notice of that business to the relevant Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the full member.

28 General meetings—procedure and quorum

28.1 Must have quorum

No item of business may be transacted at a General Meeting unless a quorum of full members entitled under this Constitution to vote is present during the time the meeting is considering that item.

28.2 Number for quorum

- (a) Twenty full members present in person or by proxy (who are entitled under this Constitution to vote at a National General Meeting) constitute a quorum for the transaction of the business of a National General Meeting.
- (b) At least 20% of the full members of the relevant State Branch, but no less than 3 full members, present in person or by proxy (who are entitled under this Constitution to vote at a Branch General Meeting) constitute a quorum for the transaction of the business of a Branch General Meeting.

28.3 Adjourned meeting

If within 30 minutes after the appointed time for the start of a General Meeting a quorum is not present, the meeting if called on the requisition of full members is dissolved, and in any other case stands adjourned to the same day in the following week at the same time and in the same manner and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to the relevant members given before the day to which the meeting is adjourned) at the same place.

28.4 No quorum at adjourned meeting

If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the full members present (being not less than three) constitute a quorum.

29 Chairperson of a General Meeting

29.1 President to preside

The relevant President or, in the absence of the President, any Councillor chosen by the full members present at a General Meeting shall preside as chairperson at the General Meeting.

30 Adjournment

30.1 Presiding member may adjourn

The person presiding as chairperson at a General Meeting at which a quorum is present may, with the consent of the majority of the full members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

30.2 Notice of adjourned meeting

If a General Meeting is adjourned for 10 Business Days or more, the relevant Secretary must give written (including e-mail) or oral notice of the adjourned meeting to each member of the relevant State Branch or of ARPA, as the case may be, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

30.3 Where no notice required

Except as provided in clauses 30.1 and 30.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31 Making of decisions

31.1 Voting

A question arising at a General Meeting shall be framed into a resolution advanced by a full member, seconded by another full member, and determined by a vote conducted by:

- (a) a show of hands;
- (b) in the case of a tele-conference, by statement of each full member of "for" or "against" or "abstain";
- (c) in the case of a video-conference, by statement of each full member of "for" or "against" or "abstain"; and /or
- (d) in the case where such alternatives are available and provided for in the notice of meeting, an e-mail, letter or facsimile from the full member to the relevant Secretary,

clearly identifying how the full member votes in respect of each resolution for determination.

31.2 Poll

Unless a poll is demanded before or on the determination of a vote:

- (a) a declaration by the chairperson that a resolution has been carried by a particular majority, or lost; or
- (b) an entry in the minute book recording the result of the vote,

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

31.3 Chairperson may demand poll

At a General Meeting, a poll may be demanded by the chairperson or by not less than three full members present in person or by proxy at the meeting.

31.4 Where poll has been demanded

Where a poll is demanded at a General Meeting:

- (a) in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, the poll shall be taken immediately; or
- (b) in any other case, the poll shall be taken in such manner and at such times before the close of the meeting as the chairperson directs, and the resolution of the poll shall be deemed to be the resolution of that matter, except as provided in clause 31.4(a).

31.5 Postponement of poll

Where:

- (a) a question at a General Meeting is required to be determined by a poll, other than a question arising under clause 31.4(a); and
- (b) the question has not been notified to members for a period greater than 15 Business Days prior to the poll being taken,

any single full member may postpone the poll on the question for a further period of 15 Business Days.

32 Voting

32.1 Voting entitlement

- (a) On any question arising at a Branch General Meeting, a full member has one vote only.
- (b) On any question arising at a National General Meeting, a full member has one vote for each State Branch of which they are a member.

32.2 Method of voting

In relation to voting:

- (a) if voting by e-mail or facsimile, the full member may cast its vote in an e-mail to the relevant Secretary no less than three hours prior to the time appointed for the meeting or any date to which the meeting is adjourned or reconvened;
- (b) if voting by post, the full member may cast its vote in a letter to the relevant Secretary provided that the letter is actually received by the relevant Secretary no less than one Business Day prior to the date appointed for the meeting or any date to which the meeting is adjourned or reconvened.

32.3 No casting vote

If the votes on a question at a General Meeting are equal, the person presiding is not entitled to exercise a second or casting vote.

32.4 Only financial members can vote

A full member is not entitled to vote at any General Meeting unless all money due and payable by the full member to a State Branch or ARPA has been paid.

33 Appointment of proxies

33.1 Proxy

Each full member is entitled to appoint any person as its proxy by notice given to the relevant Secretary no later than 24 hours before the time of the General Meeting for which the proxy is appointed.

33.2 Notice

The notice appointing the proxy must be in the form set out in appendix 2.

Part E: Miscellaneous

34 Funds—source

34.1 Entrance Fees and annual subscription

The funds of ARPA and each State Branch must be derived from Entrance Fees, Annual Membership Fees, Special Fees and from any other sources that the National Council may decide or approve.

34.2 Deposit

All money received by a Council must be deposited as soon as practicable and without deduction to the credit of the bank account of that Council.

34.3 Receipt

The relevant Treasurer must, as soon as practicable after receiving any money, issue an appropriate receipt.

35 Funds—management

35.1 Funds and property held by a State Branch

All funds and property held by a State Branch are the funds and property of ARPA.

35.2 Funds and property held by State Branches

The funds and property of ARPA shall be in the care, custody and control of the State Branch which holds such funds, and the State Branch will only deal with such funds in accordance with that State Branch's Branch Annual Budget.

35.3 Investment

The funds and property of ARPA shall be invested in the name of ARPA. In the case of funds held by the State Branches it shall be invested in the name of ARPA with the additional words containing the name of the relevant branch.

35.4 Branch Annual Budget

Each Branch Council must ensure that, before the end of each Financial Year, it adopts and submits to the National Council for approval a Branch Annual Budget for the following Financial Year in the form that the National Council may require from time to time.

35.5 Funds to be managed by State Council in accordance with Branch Annual Budget

Subject to any resolution passed by the National Council, the funds of each State Branch must be used only in accordance with that State Branch's Branch Annual Budget.

35.6 Audits

Each State Branch must ensure that its financial statements are audited annually and must submit the results of that audit to the National Council.

35.7 Cheques, drafts, bills of exchange, promissory notes, etc

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of a Council or officers or employees of ARPA, being members of the Council or officers or employees authorised to do so by a Council.

36 Alteration of Constitution

This Constitution may only be altered in accordance with the Act.

37 Common seal

37.1 Custody of common seal

The common seal of ARPA must be kept in the custody of the National Secretary.

37.2 Use of common seal

The common seal must not be attached to any instrument except by the authority of the National Council and the attaching of the common seal must be attested by the signatures of two members of the Council.

38 Custody of books

Subject to the Act, the Regulations and this Constitution, the National Secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to ARPA, and each Branch Secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the relevant State Branch.

39 Inspection of books

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

40 Service of notice

40.1 Service on a member

A notice may be served by or on behalf of ARPA upon a member either:

- (a) personally on the member;
- (b) by sending the notice by post to the member's postal address as it appears from time to time on the register of members;
- (c) by facsimile of the notice to the member's facsimile number as it appears from time to time on the register of members, or
- (d) by e-mail of the notice to the member's e-mail address as it appears from time to time on the register of members.

40.2 Time of delivery - post

Where a notice or document is sent to a member by properly addressing, prepaying and posting to the member a letter containing the notice or document, the notice or document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on the member at the time at which the letter would have been delivered to the member in the ordinary course of post.

40.3 Time of delivery – facsimile or e-mail

Where a notice or document is sent to a member by properly addressing and transmitting to the nominated person by facsimile or e-mail, the document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on the member by the end of the working day following the date of transmission.

40.4 Service on a State Branch or ARPA

A notice may be served on a State Branch or ARPA either:

- (a) personally on the relevant Secretary;
- (b) by sending the notice by post to the relevant Secretary's postal address as it appears from time to time on the register of members;
- (c) by facsimile of the notice to the relevant Secretary's facsimile number as it appears from time to time on the register of members; or
- (d) by e-mail of the notice to the relevant Secretary's e-mail address as it appears from time to time on the register of members.

40.5 Time of delivery - post

Where a notice or document is sent to a Secretary by properly addressing, prepaying and posting to that Secretary a letter containing the notice or document, the notice or document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on that Secretary at the time at which the letter would have been delivered to that Secretary in the ordinary course of post.

40.6 Time of delivery – facsimile or e-mail

Where a notice or document is sent to a Secretary by properly addressing and transmitting to that Secretary by facsimile or e-mail, the document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on that Secretary by the end of the working day following the date of transmission.

40.7 Proof of service

Proof of the service of a notice or document will be given by:

- (a) a sworn affidavit of service of the notice or document by a person over the age of 18 attesting to service on the member or Secretary;
- (b) an original Australia Post Certified Post receipt/ docket;
- (c) an original confirmation of facsimile transmission report, or
- (d) a certified copy of a confirmation of e-mail transmission report.

41 Insurance

41.1 Mandatory insurance

ARPA shall effect and maintain insurance pursuant to s44 of the Act.

41.2 Additional insurance

In addition to the insurance required under clause 41.1, ARPA may effect and maintain other insurance.

42 Surplus property

42.1 Vesting of surplus property in the event of dissolution or winding up

At the first General Meeting of ARPA, ARPA must pass a Special Resolution nominating:

- (a) another association for section 92(1)(a) of the Act; or
- (b) a fund, authority or institution for section 92(1)(b) 9 of the Act;

in which it is to vest its surplus property in the event of the dissolution or winding up of the association.

42.2 Requirements

An association nominated under clause 42.1 must fulfil the requirements specified in section 92(2) of the Act.

Insert Branch letterhead

Appendix 1

APPLICATION FOR MEMBERSHIP

Company/Organisation: _____

Main Contact Person (s) (and State / Territory in which they will represent you) _____

Address(es) of Facility(ies):
(Provider with more than one location please provide full location details)

Scheme Provider Nos (eg Comcare 1111): _____

Telephone(s) for main contacts: _____

Facsimile(s) for main contacts: _____

E-mail addresses: _____

Website: _____

Type of membership being applied for (Full / Associate / Honorary): _____

Major Services Provided: _____

Occupational Areas or Industries in which experienced: _____

Number EFT delivering OR services in each State in which you operate. _____

Signed (Agency Principal):

Date:

Proposer:	_____	Secunder:	_____
Name:	_____	Name:	_____
Signature:	_____	Signature:	_____
Position:	_____	Position:	_____
Company:	_____	Company:	_____
Date:	_____	Date:	_____

The Proposer and Secunder must be full members of the ARPA branch to whom the applicant is known.

Insert Branch letterhead

Appendix 2

(see s30(2))

Form of appointment of proxy

I,

(full name)

of

(address)

a member of

(name of incorporated association)

appoint

(full name of proxy)

of

(address)

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

*My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

.....

(Signature of member appointing proxy)

(*To be inserted if desired.)

Date

Note: A proxy vote may be given to a person who is not a member of ARPA.