



Chapel Street Precinct
Association Inc.

CONSTITUTION

AS OF FEBRUARY 2019

CST / CHAPEL STREET
precinct
DESTINATION MARKETING

PREFIX

Changes to the Chapel Street Precinct Association [CSPA] constitution were ratified by special resolution at a special general meeting [SGM] on 13 February 2019.

These changes were made to clarify key critical constitutional matters pertaining to CSPA membership, proxies, data collection, code of conduct documentation, plus the Executive Chairperson/President's role and honorarium.

CSPA needed to clarify exactly who is a CSPA member and exactly how someone becomes one.

The legislation states that special ratepayers cannot automatically be members of an association, so CSPA cannot opt-in members without their consent — so now members must now sign a form to officially opt-in and be added to the member database.

It was resolved that the following categories of persons are eligible to be a member of the CSPA:

- (a) Owners of property [in the Chapel Precinct special rate area].
- (b) Tenants or business operators [in the Chapel Precinct special rate area].

In addition, previously the whole CSPA board of directors could have been lost/replaced by ballot in one Annual General Meeting [AGM] election. CSPA identified this as not being ideal for the retention of intellectual property, consistency and duplication or loss of impetus. The half senate model was ratified so that only half the CSPA board is elected each year to aid corporate memory and succession planning.

CSPA has carefully gone through the former constitution to make sure there were no clauses that work in contradiction to new resolved changes. This included many revisions and clauses being removed for the new board *half senate model etc.* Some language in the former constitution was also slightly amended as to be more inclusive and easily understandable for all our members.

New Code of Conduct terms were ratified for both the CSPA board of directors and members. All members must now agree to *the code* on application to be a member via chapelstreet.com.au/members. The disciplinary process is now aligned and enforceable to this code of conduct and discipline is conducted by the entire board.

It was ratified that data sharing [access] is to be restricted to what is permitted by privacy legislation and it is also noted that data sharing will be governed by all other applicable laws as they stand in the future.

Lastly, it was also ratified that the Executive Board division be abolished and are now referenced in the constitution as Office-bearers. They have no greater power than a normal board member. All reference to 'the committee' was replaced for continuity to 'the board'.

CSPA CONSTITUTION INDEX - 'QUICK FIND' REFERENCE

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1 NAME

The name of the incorporated association is: “Chapel Street Precinct Association Incorporated”, otherwise referred to as [CSPA].

2 PURPOSE

The purposes of the Association are:

- (1) To generate and manage the collective destination marketing, promotion, advertising and business development activities for Melbourne’s Chapel Precinct business community;
- (2) To engage with the business owners and operators, represent and advocate their interests and working with them for the collective benefit of the Chapel Precinct area;
- (3) To develop positive relationships with key stakeholders who impact and influence the prosperity and function of the Chapel Precinct area.
- (4) To engage in other such activities to benefit the Chapel Precinct community.
- (5) To future-proof Chapel Precinct to remain a premium shopping and entertainment precinct.

3 FINANCIAL YEAR

The financial year of the Association is each period of 12 months ending on 30 June.

4 DEFINITIONS

The Act means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;

The Registrar means the Registrar of Incorporated Associations;

Precinct means the area prescribed by the City of Stonnington within which a special rate or charge is payable;

Board means the members elected or appointed to be Directors of the Association;

Board meeting means a meeting of the Board of Directors held in accordance with this constitution;

General meeting means a general meeting of the members of the Association convened in accordance with this constitution — including an Annual General Meeting [AGM], or a Special General Meeting [SGM];

Office-bearer means members of the Board consisting of the Executive Chairperson/President, Vice-President, Secretary and Treasurer;

Ordinary Member of the Board means any Board member who is not an Office-bearer.

Delegate director means any persons who undertakes all or part of the duties of an Office-bearer;

Absolute majority, of the Board, means a majority of the Board members currently holding office (as a Director) and entitled to vote at the time (differentiating from a majority of Board members present at a Board meeting).

Chair means the person chairing the meeting;

Member means a member of the Association;

Member entitled to vote means a member who in accordance with this constitution is entitled to vote at a general meeting;

Special rate or charge member means:

(a) a member who owns property subject to the special rate or charge area;

(b) a member who occupies property subject to the special rate or charge area;

The special rate means a special rate fee or charge declared by the Council pursuant to section 163 of the Local Government Act 1989 for the economic prosperity of Melbourne's Chapel Precinct community (South Yarra, Windsor & Prahran).

Special resolution means a resolution that requires no less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote for a proposed resolution;

Disciplinary meeting means a meeting of the Board of Directors convened for the purposes of a potential breach to the code of conduct;

5 POWERS OF THE ASSOCIATION

(1) Subject to the Act, the Association has the power to do all things incidental or conducive to achieve its purposes.

(2) The Association may —

- (a) acquire, hold and dispose of property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest money in any security or trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner the Board resolves fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint contractors or agents to conduct business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable;
 - (h) administer the expenditure of funds provided to the Association by the City of Stonnington in accordance with the purposes for which the special rate was declared.
- (3) only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 NOT FOR PROFIT ORGANISATION

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.

This constitution does not prevent the Association from paying a member —

- (a) as a reimbursement for expenses properly incurred by the member; or
- (b) for goods or services provided by the member, if done in good faith and on terms no more favourable than if the member was not a member.

- (2) The registered address of the Association is —

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address — the postal address of the Secretary.

7 MINIMUM NUMBER OF MEMBERS

The Association must have at least 200 members.

8 WHO IS ELIGIBLE TO BE A MEMBER

- (1) The following categories of persons are eligible to be members of the Association:

- (a) owners of property [in the special rate area].
- (b) tenants or business operators [in the special rate area].

(2) The following categories of persons are eligible to apply to become an Associate member of the Association:

(a) owners of property having a logical connection with the special rate area.

(b) businesses having a logical connection with the special rate area.

(c) any other persons or organisations where in the opinion of the Board the membership of the person would further the purpose of the Association.

(d) Associate members shall have the right to attend General Meetings of the Association but not to vote and can not stand for office.

(3) Application Processes: Tenants or business operators

It shall be the responsibility of the Association to contact [by any appropriate means] the tenants or business operators of all businesses [operating in the special rate area] to supply them with a copy of the application form.

(a) as soon as possible after the receipt of an application from persons eligible to become members, the Association must refer the application to the Board.

(b) when an application is referred to the Board, the Board must, by a majority, vote to determine whether to approve or reject the application.

(c) No reason need be given for the rejection of an application for membership.

(4) Application Processes: Owners

It shall be the responsibility of the Association to contact [by any appropriate means] the owners of all businesses [operating in the special rate area] and supply them with a copy of the application form.

(a) as soon as possible after the receipt of an application from persons eligible to become members, the Association must refer the application to the Board.

(b) when an application is referred to the Board, the Board must, by a majority, vote to determine whether to approve or reject the application.

(c) No reason need be given for the rejection of an application for membership.

(5) Persons eligible to be members of the Association shall become members when:

(a) they have completed the application form as specified in the By-Laws; and

(b) they have had their application approved by the Board; and

(c) their name has been entered in the Master Members Register by the Association.

(6) If the Board approves an application for membership, the Association must, as soon as practicable:



(a) notify the applicant in writing of the approval or rejection of their application for membership, whichever is applicable; and

(b) advise in writing that the CSPA has the right to discipline members at any time if they fail to adhere to the Code of Conduct.

(7) The Association must, within 28 days after approval, enter the applicant's name in the Master Members Register.

(8) An applicant for membership becomes a Member and is entitled to exercise the rights of membership [of that category] when the Member's name is entered in the Master Members Register and ceases to be a member of the Association when their name is removed from the Master Members Register.

9 DELEGATE MEMBER

(1) Member Owners of property in [the area subject to the special rate] may nominate one delegate to General Meetings for every property subject to the special rate, whatever the level of that special rate.

(2) Member Businesses operating in [the area subject to the special rate] may nominate one delegate to General Meetings for every business liable to pay the special rate, whatever the level of that special rate.

(3) Such delegates are entitled to attend General Meetings, to vote and to stand for office. Any member of the Association may change the name of their delegate at any time by notification to the Secretary, but five working days after such notification shall pass before such a delegate may attend General Meetings, vote, or stand for office.

10 ASSOCIATE MEMBERSHIP

(1) To apply to become an Associate member of the Association, a person must complete the application form as specified in the By-Laws; and

(a) clearly outline how their Associate membership would support the purposes of the Association; and

(c) agree to comply with the CSPA Code of Conduct; and

(d) agree to pay the fees determined from time to time by the Board.

(2) As soon as practicable after an application for Associate membership is received, the Board must decide whether to accept or reject the application.

(3) The Board must notify the Associate membership applicant of its decision as soon as practicable after the Board decision is made.

(4) No reason need be given for the rejection of an application for Associate membership.

(5) If an application for Associate membership is approved by the Board —

(a) the Secretary [or Delegate Director] must, as soon as practicable, enter the name and address of the new Associate member, plus the date the Associate membership was ratified by the Board, into the Master Members Register.

(2) A person becomes an Associate member of the Association and is entitled to exercise his or her rights of membership when:

(a) the Board approves that persons Associate membership; or

(b) if the person is required to pay an annual subscription or joining fee [as resolved by the Board], remittance is received.

11 ANNUAL SUBSCRIPTION AND JOINING FEE

(1) There shall be no annual subscription or joining fee for persons eligible for a special rate or charge membership.

(2) The Board must determine from time to time:

(a) the amount of the annual subscription and any applicable joining fee for Associate members; and

(b) the dates for payment of the annual subscription and joining fee.

(3) The Board may determine that a lower annual subscription is payable by Associate members and different categories of Associate members.

(4) The Board may determine that any new Associate member who joins after the start of a financial year must, for that financial year, pay a fee equal to:

(a) the full annual subscription; or

(b) a pro rata annual subscription based on the remaining part of the financial year; or

(c) a fixed amount determined from time to time by the Board.

(5) The rights of an Associate member who has not paid the annual subscription by the due date are suspended until the subscription is paid.

12 GENERAL RIGHTS OF MEMBERS

(1) A member of the Association who is entitled to vote has the right:

(a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by this constitution and the Act; and

(b) to submit items of business for consideration at a general meeting; and

(c) to attend and be heard at general meetings; and

(d) to vote at a general meeting; and

(e) to have access to the minutes of general meetings and other documents of the Association as prescribed by this constitution; and

(f) to inspect the Master Members Register.



(2) A member is entitled to vote if:

(a) the member is not an Associate member; and

(b) more than 10 business days have passed since he or she became a member of the Association; and

(c) the member's membership rights are not suspended.

(3) The rights of a member are not transferable unless a Delegate Member is appointed in the manner prescribed by this constitution.

13 CEASING MEMBERSHIP

(1) The membership of a person ceases on:

(a) resignation, expulsion or death;

(b) the special rate or charge no longer applying to that person;

(c) if the corporation or business they own or represent ceases to trade and leaves the Precinct [Special Rate Area];

(d) or if their authority to represent a corporation ceases.

(2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the Master Members Register.

(3) An Associate member may resign by notice in writing given to the Secretary [or Delegate Director].

14 MASTER MEMBERS REGISTER

(1) The Secretary [or Delegate Director] must keep and maintain a Master Members Register that includes —

(a) for each current member —

(i) the member's name;

(ii) the address given by the member;

(iii) the date of becoming a member;

(iv) if the member is an Associate member, a note to that effect; and

(v) any other information determined by the Board; and

(vi) for each former member, the date of ceasing to be a member.

(2) Any member may, at a reasonable time and free of charge, inspect the Master Members Register in accordance with clause 55.



15 GROUNDS FOR DISCIPLINARY ACTION

(1) The Association may take disciplinary action against a Director or member in accordance with this constitution if it is determined that the Director or member —

- (a) has failed to comply with this constitution; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association; or
- (d) has breached the CSPA Code of Conduct.

(2) If the Board is satisfied that there has been a breach in the CSPA Code of Conduct and there are sufficient grounds for taking disciplinary action against a Director or member, the Board must form a disciplinary committee to meet and discuss the matter and determine what action, if any, to take.

(3) Before disciplinary action is taken against a Director or member, the Secretary must give written notice to the member outlining the breach of the CSPA Code of Conduct —

- (a) Stating that the Association proposes to take disciplinary action against the member; and
- (b) Stating the grounds for the proposed disciplinary action; and
- (c) Specifying the date, place and time of the meeting at which the Board intends to consider the disciplinary action (the disciplinary meeting); and

(d) Advising the member that he or she may do one or both of the following —

- (e) Attend the disciplinary meeting and address the Board at that meeting;
- (f) Give a written statement to the Board at any time before the disciplinary meeting; and

(5) At the disciplinary meeting, the Board must —

- (a) consider any written correspondence or statements submitted by the member.

(6) The Board/or Disciplinary Committee may —

- (a) Take no further action against the member; or
- (i) Issue a warning to the member; or
- (ii) Suspend the membership and/or the voting rights of the member for a specified period.

(7) The Board/ or Disciplinary Committee may not issue a fine to a Director or member.

(8) The suspension of membership rights or the expulsion of a member under this constitution takes effect immediately after the majority vote is passed by the Board/or Disciplinary Committee.



(9) A disciplinary decision can only be overturned if a majority of the Board voting at the meeting vote in favour of the decision.

16 GRIEVANCE PROCEDURE

(1) The grievance procedure applies to disputes under this constitution between —

- (a) A member and another member;
- (b) A member and the Board;
- (c) A member and the Association.

(2) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

(3) If the parties are unable to resolve the dispute between themselves within the time frame, the parties must within 10 days —

- (a) notify the Board of the dispute; and
- (b) agree to or request the appointment of a mediator; and
- (c) make an attempt in good faith to settle the dispute by mediation.

(4) The mediator must be —

- (a) a person agreed between the parties; or
- (b) in the absence of agreement —
 - (i) if the dispute is between a member and another member — a person appointed by the Board; or
 - (ii) if the dispute is between a member and the Board, or the Association — a person appointed or employed by the Dispute Settlement Centre of Victoria.

(5) A mediator appointed by the Board may be a member or former member of the Association but in any case, must not be a person who —

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

17 MEDIATION PROCESS [GRIEVANCE PROCEDURE]

(1) The mediator to the dispute, in conducting the mediation, must —

- (a) give each party every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement/s submitted by any party; and



(c) ensure that natural justice is accorded to the parties throughout the mediation process.

(2) The mediator must not determine the dispute.

(3) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or instigate legal proceedings.

18 ANNUAL GENERAL MEETING [AGM]

(1) The Board must convene an Annual General Meeting [AGM] of the Association to be held within five months after the end of each financial year.

(2) The Board may determine the date, time and place of the AGM.

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(3) The ordinary business of the AGM is as follows —

(a) to confirm the minutes of the previous AGM and of any Special General Meetings [SGM] held since then;

(b) to receive and consider —

(i) the CSPA Annual Report outlining the activities of the Association during the preceding financial year; and

(ii) the financial statements of the Association for the preceding financial year;

(c) to elect the members of the Board in accordance with this constitution.

(4) The AGM may also conduct any other business of which notice has been given in accordance with this constitution.

19 SPECIAL GENERAL MEETING [SGM] — HELD AT THE REQUEST OF THE CSPA BOARD

(1) Any general meeting of the Association, other than an AGM or a mediation meeting, is a Special General Meeting [SGM].

(2) The Board may convene a SGM whenever it thinks fit.

(3) No business other than that set out in the SGM notice may be conducted at the meeting.

20 SPECIAL GENERAL MEETING [SGM] — HELD AT THE REQUEST OF MEMBERS

(1) The Board must convene a Special General Meeting [SGM] if a request to do so is made in accordance with this constitution by a minimum of 30 members.

(2) A request for an SGM must —

(a) be in writing; and

(b) state the business to be considered at the meeting and any resolutions to be proposed; and



(c) include the names and signatures of the members requesting the meeting; and

(d) be given to the Secretary [or Delegate Director].

(3) If the Board does not convene an SGM within one month after the date on which the request is made, the members making the request may convene an SGM.

(4) An SGM convened by members —

(a) must be held within 3 months after the date on which the original request was made; and

(b) may only consider the business stated in that request.

(5) The Association must reimburse all reasonable expenses incurred by the members convening a SGM.

21 NOTICE OF A GENERAL MEETING [AGM OR SGM]

(1) The Secretary [or Delegate Director] [or, in the case of an SGM convened under clause 20, the members convening the meeting] must give to each member of the Association —

(a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

(b) at least 14 days' notice of a general meeting in any other case.

(2) The notice must —

(a) specify the date, time and place of the meeting; and

(b) indicate the general nature of each item of business to be considered at the meeting; and

(c) if a special resolution is to be proposed —

(i) state in full the proposed resolution; and

(ii) state the intention to propose a resolution 'as a special resolution'; and

(d) comply in accordance with this constitution.

22 VOTING BY PROXY AT A GENERAL MEETING

(1) Each member is entitled to appoint another member as a proxy to attend and vote on their behalf at any General Meeting. Written notice must be given or received by the Secretary [or Delegate Director] no later than 7 days before the meeting.

(2) No person can hold more than four proxies.

(3) The notice appointing the proxy must be in the form set out in the By-laws — outlined at chapelstreet.com.au/members.



(4) Proxies count in calculating the number required to pass a motion.

(5) Unless otherwise instructed by the person appointing the proxy, the proxy may vote as the proxy considers appropriate.

(6) If a member wants a proxy to vote for or against a specific resolution, this instruction must be noted in the form set out in the By-laws — outlined at chapelstreet.com.au/members.

23 USE OF TECHNOLOGY AT A GENERAL MEETING [AGM OR SGM]

(1) A member not physically present at a general meeting may be permitted to participate in the meeting by using technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

(2) A member permitted to be present at a general meeting using technology has the same voting rights as if they were to vote in person.

24 QUORUM AT A GENERAL MEETING [AGM OR SGM]

(1) No business may be conducted at a general meeting unless a quorum of members is present.

(2) The quorum for a general meeting is the presence [physically, by proxy, or as allowed under the Use of Technology clause] of 15 members entitled to vote.

(3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —

(a) in the case of a meeting convened by, or at the request of members — the meeting must be dissolved;

(b) in any other case —

(i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and

(ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

25 ADJOURNMENT OR DEFERRAL OF A GENERAL MEETING [AGM OR SGM]

(1) The Chair of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

(2) A meeting may be adjourned [or deferred] —

(a) if there is insufficient time to deal with the business at hand; or

(b) to give the members more time to consider items of business.

(3) No business may be conducted on the resumption of an adjourned/or deferred meeting other than the business that remained unfinished when the meeting was adjourned.

(4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with clause 54.

26 VOTING AT A GENERAL MEETING [AGM OR SGM]

(1) On any question arising at a general meeting:

(a) each member who is entitled to vote has one vote; and

(b) members may vote personally or by proxy; and

(c) except in the case of a special resolution, the question must be decided on a majority of votes.

(2) If votes are divided equally on a question, the Executive Chairperson/President has a second or casting vote.

(3) If the question is whether or not to confirm the minutes of the previous meeting, only members who were present at that meeting may vote.

(4) A special resolution is passed if not less than three-quarters of the members voting at a general meeting [whether in person, via permitted technology, or by proxy] vote in favour of the resolution.

(5) Determining whether a resolution is carried:

(1) The Chair of a general meeting may, on the basis of a show of hands, declare that a resolution or motion has been —

(a) carried; or

(b) carried unanimously; or

(c) carried by a particular majority; or

(d) lost —

(e) and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

(2) If a poll (where votes are cast in writing) is demanded by three or more members on any question —

(a) the poll must be taken at the meeting in the manner determined by the Chair of the meeting; and

(b) the Chair must declare the result of the resolution on the basis of the poll.

(3) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chair.

27 MINUTES OF A GENERAL MEETING [AGM OR SGM]

(1) The Board must ensure that minutes are taken and kept of each general meeting.



(2) The minutes must record the business considered at the meeting, any resolution/s on which a vote is taken and the result of the vote.

(3) In addition, the minutes of each Annual General Meeting must include —

(a) the names of the members attending the meeting; and

(b) proxy forms given to the Chair of the meeting; and

(c) the financial statements submitted to the members in accordance with clause 53; and

(d) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and

(e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

28 WHO IS ELIGIBLE TO BE A BOARD MEMBER

A member is eligible to be elected or appointed as a Board member if the member:

(a) is 18 years or over; and

(b) is entitled to vote at a general meeting

29 ROLES AND POWERS OF THE BOARD

(1) The Board may —

(a) appoint and remove staff;

(b) establish sub-committees consisting of members if it considers appropriate; and

(c) appoint Associate Members; and

(d) deal with disputes and breaches of conduct in accordance with this constitution; and

(e) appoint the Executive Chairperson/President.

(2) Subject to the Act and the Regulations, the Board shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the association on which this Constitution is silent.

30 GENERAL DUTIES OF THE BOARD

(1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with this constitution and the Act and the CSPA policies and procedures.

(2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with this constitution, the CSPA Code of Conduct and CSPA policies and procedures.

(3) Board members must exercise their powers and discharge their fiduciary duties with reasonable care and diligence.

(4) Board members must exercise their powers and discharge their duties —

(a) in good faith in the best interests of the Association; and

(b) for a proper purpose.

(5) Board members and former Board members must not make improper use of —

(a) their position; or

(b) information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

(6) Board members must act in accordance with the CSPA Code of Conduct.

(7) In addition to any duties imposed by this constitution, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

(8) An act performed by the Board, a sub-committee, delegate director, or a person acting as a member of the Board is taken to have been validly performed, even if the act was performed when —

(a) there was a defect in the appointment of a member of the Board or sub-committee; or

(b) a Board member or sub-committee member was disqualified from being a member [due to a breach in the CSPA Code of Conduct].

31 COMPOSITION OF THE BOARD

The Board consists of —

(a) Executive Chairperson/President; and

(b) Vice-President; and

(c) Secretary; and

(d) Treasurer; and

(e) up to seven additional ordinary Board members elected in accordance with this constitution.

32 MEETINGS OF THE BOARD

(1) The Board must meet at least four times in each year at the dates, times and places determined by the Board.

(2) The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the AGM of the Association.



(3) Extraordinary Board meetings may be convened by the Executive Chairperson/President or by any member of the Board.

33 DIRECTOR DELEGATION

(1) Office-bearers may delegate to a member of the Board, or staff any of its powers and functions other than —

(a) this power of delegation; or

(b) a duty imposed on the Office-bearer by the Act or any other law.

(2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.

(3) The Board or Delegate Director may, in writing, revoke a delegation wholly or in part, at any time.

34 LEAVE OF ABSENCE

(1) The Board may grant a Board member a leave of absence for a period not exceeding 3 months.

(2) The Board must not grant a leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

35 EXECUTIVE CHAIRPERSON/PRESIDENT

(1) The Executive Chairperson/President is appointed by the Board and can be sourced from either the member base of the Chapel Street Precinct Association or the general population. The person appointed must exhibit several key skills; have suitable work experience; business and political contacts, as determined by the Board at the time. This is not an elected position, however this position is declared vacant each year at the AGM.

(2) The Executive Chairperson/President's term is 12 months or to the next AGM [whichever occurs first].

(3) The Executive Chairperson/President may receive an honorarium payment for the time and commitment they must demonstrate in this role. The Board has the authority to determine an honorarium amount suitable for the position of Executive Chairperson/President at the time of appointment.

(4) At his or her appointment, the Executive Chairperson/President may take over as Chair of all Board meetings.

(5) The Executive Chairperson/President must provide a resignation notice period of minimum 8 weeks.

(6) A potential honorarium will be annually reviewed by the Board.

(7) An honorarium will only be applied via signed agreement.

(8) A performance review will be conducted annually by the Office-bearers.

(9) In the Executive Chairperson/President's absence, the Vice-President becomes the 'Acting' Executive

Chairperson/President for any general meetings and Board meetings.

(10) If the Executive Chairperson/President and the Vice-President are both absent, or are unable to preside, the Chair of a meeting must be —

(a) in the case of a general meeting — a member elected by the other members present; or

(b) in the case of a Board meeting — a Board member elected by the other Board members present.

36 SECRETARY [OFFICE-BEARER]

(1) The Secretary [or Delegate Director] must perform any duty or function required under the Act to be performed by the secretary of an Incorporated Association.

(2) The Secretary [or Delegate Director] must:

(a) maintain the Master Members Register in accordance with this constitution; and

(b) keep custody of records referred to in clause 55, all financials, documents and securities of the Association; and

(c) subject to the Act and clause 55, provide members with access to the Master Members Register, the minutes of general meetings; and

(d) perform all duties outlined in the position description detailed in the CSPA Board of Directors Induction Kit document and any other duty or function imposed on the Secretary by this constitution.

(3) The Secretary [or Delegate Director] must give to the Registrar notice of his or her appointment within 14 days after the appointment.

37 TREASURER [OFFICE-BEARER]

(1) The Treasurer [or Delegate Director] must perform any duty or function required under the Act to be performed by the Treasurer of an Incorporated Association.

(2) The Treasurer [or Delegate Director] must:

(a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and

(b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and

(c) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and

(d) ensure cheques [payments] are signed off by at least two Board members [signatories]; and

(e) ensure that the financial records of the Association are kept in accordance with the Act; and



(f) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the AGM of the Association.

(g) ensure that at least one other Board member has access to the accounts and financial records of the Association.

(3) Perform all duties outlined in the position description detailed in the CSPA Board of Directors Induction Kit document and any other duty or function imposed on the Treasurer by this constitution.

38 BOARD POSITIONS TO BE DECLARED VACANT

(1) This rule applies to —

(a) any AGM of the Association, after the annual report and financial statements of the Association have been received.

(2) The Chair of the meeting must declare all applicable positions [subject to the half senate model] on the Board vacant and hold elections for those positions in accordance with clause 39.

39 NOMINATIONS

(1) The Board shall consist of a minimum of three and a maximum of 10 members elected or appointed to fill casual vacancies.

(2) The only exception to this is that the Executive Chairperson/President may be sourced from the general population post the AGM (taking the Board maximum to 11).

(3) Any eligible member, over the age of 18, may nominate for the position of an Ordinary Member of the Board.

(4) All nominations of candidates for election to the position of an Ordinary Member of the Board must be —

(a) made in writing, signed by one member of the Association and accompanied by the written consent of the candidate; and

(b) delivered to the Secretary of the Association no less than 14 days before the date fixed for the holding of the AGM.

(5) A list of the candidates' names, with the names of the members who nominated each candidate, must be posted on the Association's website for at least seven days immediately preceding the Annual General Meeting.

(6) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and any remaining vacancies shall be treated as casual vacancies and may be filled by the Board in accordance with this Constitution.

(7) If the number of nominations received is equal to the number of vacancies to be filled at the AGM, the persons nominated shall be declared elected.



(8) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held at the AGM.

(9) Each member of the Association [present in person or by proxy] is eligible to vote at the AGM for one candidate, for each vacant position on the Board.

(10) The voting must be conducted in a manner determined from time to time by resolution at a General Meeting and recorded in the By-laws.

(11) No nominations from the floor will be taken at an AGM. Unfilled vacancies are taken to be casual vacancies and may be filled by the Board in accordance with this Constitution.

(12) The members chosen by ballot must be declared by the Chair to be duly elected as Ordinary Members of the Board.

(13) At the first Board meeting after the adoption of the half senate model, Board members shall draw lots to determine who adopts a two-year term and who adopts a one-year term.

(14) At each subsequent General Meeting, five Ordinary Members shall be elected and shall, unless otherwise disqualified, hold office for two-years.

(15) Each Ordinary Member of the Board shall hold office, unless otherwise disqualified, until their position is declared vacant at the AGM occurring in the second year after the date of their election, but they shall be eligible to stand for re-election.

(16) In the event of a casual vacancy occurring for an Ordinary Member of the Board, the Board may appoint any member of the Association to fill the vacancy and the member appointed shall hold office, unless otherwise disqualified, until the AGM next following the date of their appointment.

(17) The vacancy caused by the conclusion of the term of a Board member appointed to fill a casual vacancy shall be filled by election at the AGM. The person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person whose retirement initially caused the casual vacancy.

40 OFFICE-BEARERS

(1) The Office-bearers of the Board and the Association shall be —

(a) the Executive Chairperson/President;

(b) the Vice-President;

(c) the Treasurer; and

(d) the Secretary.

(2) At the first Board meeting following the AGM —

(a) the Ordinary Members present in person or by proxy, will call for nominations to the Office-bearer positions and shall elect an Executive Chairperson/President from among the internal Ordinary Member nominees for that position, or resolve to appoint externally in accordance with clause 42.

(b) as per clause 35, nominations for the Executive Chairperson/President can be from the CSPA member base, or the general population.

(3) An eligible Board member may —

(a) nominate himself or herself for an Office-bearer role; or

(b) be nominated by another Board member for an Office-bearer role.

(b) the Board shall then elect each Office-bearer position, one at a time.

(4) A person elected to an Office-bearer role shall have any nominations they may have made to any other Office-bearer role withdrawn from consideration.

(5) No person shall hold more than one office-bearer role at the same time.

(6) In the event of a casual vacancy, the Board may appoint one of its members to the vacant office and the member appointed may continue in office until the AGM next following the date of their appointment.

(7) Only Board members who have served a minimum of one term [12 months] on the Board [in the last 5 years] are eligible to hold Office-bearer positions.

(8) If during the term an Office-bearer resigns and no standing Board member has served a minimum of one term [12 months], the Board has the right to exclude this restriction and appoint a Board member, or appoint any external member.

41 BALLOT FOR OFFICE-BEARER BOARD POSITIONS

(1) If a ballot is required for the election of Office-bearer positions, the Chair of the meeting must appoint an officer to conduct the ballot.

(2) The officer must not be a member nominated for the position.

(3) Before the ballot is taken, each candidate may make a short speech in support of his or her election to the other Ordinary Members.

(4) The election must be by secret ballot.

(5) The officer must give a blank piece of paper to each Board member present. The Ordinary Member with the most amount of votes, becomes elected to the Office-bearer role they nominated for.

(6) Should a tie in votes occur, the choice of candidate may be decided by the toss of a coin, drawing straws, or drawing a name out of a hat to fill that particular Office-bearer role.

42 VACANCIES ON THE BOARD

(1) A Board position [excluding the Executive Chairperson/President] becomes vacant if a Board member —

(a) ceases to be a member of the Association; or



(b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors or makes an assignment of his or her estate for their benefit; or

(c) resigns from office by notice in writing to the Secretary [or Delegate]; or

(d) is removed from office subject to a breach in the CSPA Member Code of Conduct; or

(e) becomes a represented person within the meaning of the Guardianship and Administration Act 1986; or

(f) is disqualified from office under the Act; or

(g) is convicted of a criminal offence; or

(h) ceases to reside in Australia.

(i) fails to attend 3 consecutive Board meetings without an approved leave of absence.

(j) has the corporation or business they own or represent ceases to trade and leaves the Precinct [Special Rate Area].

(2) A member of the Board [excluding the Executive Chairperson/President] may resign from the Board by giving written notice of resignation to the Secretary [or Delegate].

The resignation takes effect at —

(a) the time the notice is received by the Secretary [or Delegate]; or

(b) if a later time is stated in the notice, the later time.

(3) The continuing members of the Board may act despite a casual vacancy on the Board. However, if the number of Board members is less than three [quorum], the continuing members may act only to —

(a) increase the number of Board members to the number required for quorum; or

(b) call a general meeting of the Association.

43 FILLING CASUAL BOARD VACANCIES

(1) The Board may appoint an eligible member of the Association to fill a position on the Board that —

(a) has become vacant under clause 38; or

(b) was not filled by election at the last AGM.

(2) If the Office-bearer position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.

(3) The Board may continue to act despite any Board vacancy.



44 NOTICE OF BOARD MEETINGS

- (1) Notice of Board meetings must be given to each Board member no later than 7 days before the date of each meeting.
- (2) Notice may be given of more than one Board meeting at the same time.
- (3) The notice must state the date, time and place of the Board meeting.
- (4) The only business that may be conducted at the meeting is the general business for which the meeting is convened.

45 URGENT OR EXTRAORDINARY BOARD MEETINGS

- (1) In cases of urgency, an extraordinary Board meeting can be held without notice being given in accordance with clause 44 provided that as much notice as practicable is given to each Board member by the quickest means possible.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent or extraordinary Board meeting is the business for which the meeting is convened.

46 PROCEDURE AND ORDER OF BUSINESS AT BOARD MEETINGS

- (1) The procedure to be followed at a meeting of the Board must be determined from time to time by the Board.
- (2) The order of business [agenda] may be determined by the Board [or Delegate Director] present at the meeting.

47 USE OF TECHNOLOGY AT BOARD MEETINGS

- (1) A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows the Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- (2) A Board member participating in a Board meeting is taken to be present at the meeting and, if the Board member votes at the meeting, is taken to have voted in person.

48 QUORUM AT A BOARD MEETING

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) Three members personally present constitute a quorum for the conduct of the business of a Board meeting.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the Board meeting is adjourned must be given in accordance with clause 54.



49 VOTING AT A BOARD MEETING

- (1) On any resolution at a Board meeting, each Board member present at the meeting has one vote.
- (2) A motion is carried if a majority of Board members present at the meeting vote in favour of the proposed motion.
- (3) If votes are divided equally on a question, the Executive Chairperson/President has a second or casting vote.
- (4) Voting by proxy at a Board meeting is not permitted.

50 CONFLICT OF INTEREST

- (1) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (2) The Board member —
 - (a) must not be present while the matter is being considered at the Board meeting; and
 - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest —
 - (a) That exists only because the member belongs to a class of persons for whose benefit the Association is established;
 - (b) or that the member has in common with all, or a substantial proportion of, the members of the Association.

51 MINUTES OF BOARD MEETINGS

- (1) The Board must ensure that minutes are taken and kept at each Board meeting.
- (2) The Board meeting minutes must record the following —
 - (a) the names of the Board members in attendance at the Board meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution/s on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under clause 50.

52 MANAGEMENT AND SOURCE OF FUNDS

- (1) The funds of the Association may be derived from the special rate or charge, joining fees, annual subscriptions, donations, fundraising activities, grants, sponsorship and any other sources approved by the Board.



(2) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

(3) Subject to any restrictions imposed by a general meeting of the Association, the Board [or Delegate Director] may approve expenditure on behalf of the Association.

(4) The Board may authorise the Treasurer [or Delegate Director] to expend funds on behalf of the Association [including by electronic funds transfer] up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

(5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Board members [ratified signatories].

(6) With the approval of the Board, the Treasurer [or Delegate Director] may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

53 FINANCIAL RECORDS AND STATEMENTS

(1) The Association must keep financial records that —

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

(b) enable financial statements to be prepared as required by the Act.

(2) The Association must retain the financial records for a minimum of seven years.

(3) The Treasurer [or Delegate Director] must keep in his or her custody, or under his or her control —

(a) the financial records for the current financial year; and

(b) any other financial records as authorised by the Board.

(3) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met. Those requirements include —

(a) the preparation of the financial statements;

(b) if required, the review or external auditing of the financial statements;

(c) the certification of the financial statements by the Board;

(d) the submission of the financial statements to the AGM of the Association;

(e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

54 NOTICE REQUIREMENT

(1) Any notice required to be given to a member or a Board member under this constitution may be given —



- (a) by handing the notice to the member personally; or
- (b) by sending it by post to the member at the address recorded for the member on the Master Members Register; or
- (c) by any digital means [for example - email or SMS; or
- (d) any means the Board determines that it is appropriate in the circumstances.

55 CUSTODY AND INSPECTION OF CSPA RECORDS

(1) Members may on request inspect free of charge —

- (a) the Master Members Register;
- (b) the minutes of general meetings;
- (c) the financial records, books, securities and any other relevant documents of the Association.

(2) For the purpose of this clause, relevant documents means the records and other documents, however, compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following —

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

(3) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters, or where to do so may be prejudicial to the interests of the Association.

(4) The Board must on request make a copy of this constitution available to members and applicants for membership free of charge.

(5) Data access will be restricted to what is permitted by privacy legislation and all other applicable laws as they stand at the time.

(6) If a member disagrees with the Board [or Delegate Director's] decision about special circumstances, they can apply to VCAT for a decision review. 'Special circumstances' are not defined in the Act, but could include, for example, where a member has had threats made against them by another member, or where some other harm or danger is linked to a member's details being available on the register.



56 WINDING UP

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has a similar purpose and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given, must be decided by special resolution.

57 CONSTITUTION REVISIONS

- (1) This constitution may only be altered by special resolution at an Annual General Meeting or Special General Meeting of the Association.

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