

U3A Inner North Incorporated
Incorporated Association Number A43581
Constitution

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Constitution

1. Name

The name of the incorporated association is U3A Inner North Inc, referred to herein as the Association.

2. Definitions

'Act'	the Associations Incorporation Act 1985 (as amended).
'Association'	an abbreviation of U3A Inner North Inc.
'Board'	the governing body of the Association.
'Constitution'	this Constitution.
'Board Member'	a person who is elected or appointed to the Board.
'General Meeting'	a duly convened Annual General Meeting or Special General Meeting comprising Members of the Association.
'Member'	a person who is a Member of the Association.
'Volunteer'	a person who is unpaid
'Voting Member'	an Ordinary Member of the Association as defined by clause 5.1

3. Objects

The objects of the Association are to:

- 3.1 Be a charitable organisation that assists Members' independence and wellbeing.
- 3.2 To encourage a learning community of people who are retired or semi-retired in the 'third stage of life' (the 'Third Age') and who come together to share life skills, experience and expertise.
- 3.3 To facilitate a program of activities that encourages co-operative investigation of a topic or area of mutual interest as a major focus.
- 3.4 To operate the Association in a learning climate free from discrimination.
- 3.5 To foster the joy of learning, unrestricted by qualifications, awards or educational entry requirements.
- 3.6 To promote positive ageing by liaising with organisations and individuals to improve the status, well-being and position of older people in the community.
- 3.7 Establish working relationships with organisations with similar objects.
- 3.8 Encourage participation and provide information to Members.
- 3.9 Undertake any other lawful activities and actions that assist to achieve the objects.
- 3.10 Undertake fundraising activities to support the objects.

4. Powers of Association

The Association has the following powers, exercised by the Board, to:

- 4.1 Acquire, hold, deal with, and dispose of, real or personal property.
- 4.2 Administer any property on Trust.
- 4.3 Open and operate financial institution accounts.
- 4.4 Invest its moneys:
 - 4.4.1 In any security in which trust moneys may, by Act of Parliament, be vested, or
 - 4.4.2 In any other manner authorised by the Constitution of the Association.
- 4.5 Borrow money on such terms and conditions approved of by the Board.
- 4.6 Give such security for the discharge of liabilities incurred by the Association as approved by the Board.

- 4.7 Appoint agents to transact any business of the Association on its behalf.
- 4.8 Enter any contract it considers necessary or desirable.
- 4.9 The Association may establish and support committees and groups, for the purpose of achieving its objectives, on such terms and conditions as the Board determines.
- 4.10 Expel a Board Member for reasonable cause and after having given that Board Member fair notice of the reasons for expulsion and an opportunity to be heard.
- 4.11 Apply the assets and income of the Association solely in the furtherance of the above-mentioned objects.
- 4.12 Do anything incidental to the attainment of all or any of its objectives.

5. Membership

5.1 Types

- 5.1.1 Membership of the Association is open to any person who supports the objects of the Association and agrees to be bound by the Constitution of the Association.
- 5.1.2 Classes of Membership - There shall be Ordinary Members, Affiliate Members, Honorary Members and other membership types:
 - 5.1.2.1 Ordinary Members - Persons who agree to accept the objects of the Association, have applied in writing for membership and have met the requirements for membership including being retired or semi-retired. Persons deemed to be registered Members as at the date of the adoption of this Constitution continue to be registered Members until membership ceases; and because of this membership are entitled to vote at Annual, Special and General meetings.
 - 5.1.2.2 Affiliate Members - Persons who are fully paid-up Members of another U3A Association and who attend activities of U3A Inner North Inc. Affiliate Members have no voting powers.
 - 5.1.2.3 Honorary Members - Persons who are appointed as guest speakers/guest tutors, do not pay a membership fee and have no voting powers.
 - 5.1.2.4 Other membership types - Membership in these categories shall be conferred by an ordinary resolution at an Annual General Meeting or Special General Meeting of the Association by a vote of those Members present and entitled to vote.

5.2 Membership appointment

- 5.2.1 Ordinary Member
 - 5.2.1.1 Ordinary membership shall occur when approved membership fees have been paid, as prescribed by the Board.
- 5.2.2 Affiliate Member
 - 5.2.2.1 Affiliate membership shall occur when approved membership fees have been paid, as prescribed by the Board.
- 5.2.3 Honorary Member
 - 5.2.3.1 Honorary membership shall occur when a person is approved as a guest speaker/guest tutor only, as prescribed by the Board.
- 5.2.4 Other Member
 - 5.2.4.1 As approved and as prescribed by the Board.

5.3 Membership Fee

- 5.3.1 A membership fee may be determined from time to time by the Board.
- 5.3.2 Membership fees are payable at a time that the Board determines.

- 5.3.3 Any Member whose membership fee is outstanding for more than three months after the due date for payment shall cease to be a Member of the Association.
- 5.4 Resignation of a Member
- 5.4.1 A Member may resign from membership of the Association by giving written notice to the Secretary of the Association.
- 5.4.2 Any resigning or resigned Member will be liable for any outstanding membership fees, which may be recovered as a debt due to the Association.
- 5.5 Suspension of a Member
- The Board may suspend a Member for a period determined by the Board, if:
- 5.5.1 There are reasonable grounds to believe that the Member is not abiding by the Constitution and objects of the Association.
- 5.5.2 There are reasonable grounds to believe that the Member is posing a security risk to the Association.
- 5.5.3 The Member has not acted in the best interest of the Association.
- 5.5.4 The Member has acted in a manner that may damage the reputation of the Association.
- 5.5.5 It shall be open to a Member to appeal the suspension to the Association at a general meeting. The intention to appeal shall be communicated to the Secretary of the Association within 14 days after the determination of the Board has been communicated to the Member.
- 5.5.6 In the event of an appeal under clause 5.5.5 above, the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the Member occurs in accordance with clause 5.6.
- 5.6 Expulsion of a Member
- 5.6.1 Subject to giving a Member an opportunity to be heard or to make a written submission, the Board may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association.
- 5.6.2 Particulars of the charge shall be communicated to the Member at least one month before the meeting of the Board at which the matter will be determined.
- 5.6.3 The determination of the Board shall be communicated to the Member, and in the event of an adverse determination the Member shall, (subject to clause 5.6.4 below), cease to be a Member 14 days after the Board has communicated its determination to the Member.
- 5.6.4 It shall be open to a Member to appeal the expulsion to the Association at a general meeting. The intention to appeal shall be communicated to the Secretary of the Association within 14 days after the determination of the Board has been communicated to the Member.
- 5.6.5 In the event of an appeal under clause 5.6.4 above, the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the Member is upheld by the Members of the Association in general meeting after the appellant has been heard by the Members of the Association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.
- 5.7 Register of Members
- 5.7.1 A register of Members must be kept and contain:
- 5.7.1.1 The name and contact details of each Member.
- 5.7.1.2 The date on which each Member was admitted to the Association.
- 5.7.1.3 If applicable, the date of and reason(s) for termination of membership.

- 5.7.2 It shall be the responsibility of the individual Member to advise the Secretary of any change of details required for the register of Members, and the Association shall not be responsible for communication not being received by a Member due to incorrect or outdated details appearing in the Register of Members.

6. The Board

6.1 Powers and Duties

- 6.1.1 The affairs of the Association shall be managed and controlled by the Board which, in addition to any powers conferred upon it by this Constitution, and by the Act, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by this Constitution required to be done by Association in General Meeting.
- 6.1.2 The Board has the management and control of the funds and other property of Association.
- 6.1.3 The Board shall have authority to interpret the meaning of the Constitution and any other matter relating to the affairs of the Association on which this Constitution is silent.
- 6.1.4 The Board shall appoint a Public Officer as required by the Act. Such appointment will be communicated to the relevant authority within the time mandated by the Act.
- 6.1.5 Governance responsibilities
- The Board undertakes all governance responsibilities as stated in this Constitution and the Act, including the following:
- 6.1.5.1 Exercising powers and discharging their duties with care and diligence.
- 6.1.5.2 Making judgements in good faith and for a proper purpose.
- 6.1.5.3 Not to have a material personal interest in the subject matter of the judgement.
- 6.1.5.4 Informing themselves about the subject matter of the judgement to the extent they reasonably believe to be appropriate.
- 6.1.5.5 Rationally believing that the judgement is in the best interests of the Association.
- 6.1.5.6 Meeting the governance and role requirements as specified in this clause and ensuring that they can competently and consistently apply relevant skills in achieving these requirements.

6.2 Election / Appointment

- 6.2.1 The Board shall be comprised of a President, Vice President, Secretary, Treasurer, Program Manager, Membership Officer and three (3) Board Members unless a larger number is approved at a General Meeting of the Association. Two positions may be held concurrently by the same person.
- 6.2.2 A Board Member is appointed for a term of 3 years.
- 6.2.3 A Board Member shall be a natural person who is a Member of the Association.
- 6.2.4 The Board will comprise a combination of:
- 6.2.4.1 Not greater than nine (9) Board Members being elected by Members at an Annual General Meeting in accordance with the 3-year cycle stated in clause 6.2.5.
- 6.2.4.2 The Executive roles of the Management Board comprise President, Vice President, Secretary, Treasurer, Program Manager.
- 6.2.5 At the first Board meeting following the Special General Meeting or Annual General Meeting where this Constitution was approved by Members present:
- 6.2.5.1 The Board will agree by self-nomination or by vote which three Board positions are declared vacant at each Annual General Meeting for the 3-year

cycle and will be subject to re-appointment at the next Annual General Meeting.

- 6.2.6 The maximum number of years a person can be a Board Member of the Board is six (6) continuous years. An extension for a further 3 years, can occur if there are insufficient nominations to fill all Board Member vacancies from relevant Members of the Association.

6.3 Nomination for Board Member vacancies

- 6.3.1 The Members of the Board immediately following the adoption of this Constitution will comprise the Members of the Association who were elected to the positions of President, Vice-President, Secretary, Treasurer, Program Manager, Membership Officer prior to the AGM, and all other positions on the Board will be vacant for nominations from Members present at the AGM, subject to clauses 6.2.6, 6.3.2.2 and 6.6.1.

- 6.3.2 At the second and subsequent AGMs following the adoption of this Constitution relevant Board Member positions that are declared vacant at the AGM are subject to nomination and election as described:

- 6.3.2.1 All Board Member positions that have completed the scheduled rotation are declared vacant and are subject to election and nomination for three (3) year terms.

- 6.3.2.2 A retiring Board Member shall be eligible to stand for re-election or re-appointment without nomination subject to clause 6.2.6.

- 6.3.2.3 Any Board Member position that becomes vacant and is not part of the scheduled rotation is subject to election and nomination for the remainder of the scheduled term.

- 6.3.2.4 An election will be held in the event of more Members being nominated for vacant positions (in the case of the President, Vice-President, Secretary, Treasurer or Program Manager) or more than the required number being nominated in the case of the remaining Board Member positions.

- 6.3.3 No other person shall be eligible to stand for election unless a Member of the Association has nominated that person at least four weeks preceding the Annual General Meeting by delivering the nomination of that person to the Secretary of the Association. The nomination shall be signed by the Member.

- 6.3.4 Notice of all persons seeking election or re-election to the Board, together with their relevant background details, shall be given to all Members of the Association with the notice calling the meeting at which the election is to take place, and with such detail to assist Members.

- 6.3.5 The Board shall have the power to fill any casual vacancy occurring on the Board provided that such appointment is communicated to the Members within one (1) month. Such a Board Member shall hold office until the next AGM of the Association and shall be a voting Member of the Board until the next AGM and shall be eligible for election to the Board.

6.4 Indemnity of Board Members

- 6.4.1 Every Board Member shall be indemnified by the Association against all liability, costs, losses and expenses incurred by any Board Member in defending any proceedings brought against him or her relating to the honest performance of their role as a Board Member in which he or she is acquitted, or proceedings dismissed.

6.5 Proceedings of Board

- 6.5.1 The Board shall meet for the dispatch of business at least six (6) times per financial year.

- 6.5.2 The President shall determine the order of business at Board meetings.

- 6.5.3 Questions arising at any meeting of the Board shall be decided by a majority of votes cast by Board Members present.

- 6.5.4 The President, including an acting chairperson, has a casting vote only. The chairperson of a meeting shall encourage full balanced participation by all Board Members.
 - 6.5.5 A quorum for a meeting of the Board shall be half plus one (rounded up to a full number) of the number of Board Member of the Board. A quorum shall constitute the minimum number of votes (excluding abstentions) cast upon any motion put before the Board.
 - 6.5.6 A Board Member having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Board as required by the Act and shall abstain from all consideration of and voting upon any motion put before the Board with respect to that contract or proposed contract. If such abstention means that the number of votes cast upon such motion does not constitute a quorum, then such motion shall be deferred until the next Board meeting at which such a quorum can be achieved. The Board Member must also disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of Association.
 - 6.5.7 The Board may conduct business by email or by any other agreed electronic means. Each Board Member shall be deemed to be present in any such meeting when they provide a response within the return period. The wording of any motion and the result of any vote on the motion in such a meeting shall be recorded in the minutes of the next meeting of the Board.
- 6.6 Ceasing to be a Board Member
- 6.6.1 The office of a Board Member shall become vacant if a Board Member is:
 - 6.6.1.1 The Board Member submits a resignation in writing to the Secretary, or in the case of the Secretary to the President, in accordance with clause 5.4.
 - 6.6.1.2 Permanently incapacitated by ill health.
 - 6.6.1.3 Absent from two (2) consecutive Board meetings without leave of absence being granted by the Board.
 - 6.6.1.4 Disqualified from being a Board Member by the Act.
 - 6.6.1.5 Expelled as a Member under this Constitution.
 - 6.6.1.6 Ceases for any reason to be a Member of the Association.

7. General Meetings

- 7.1 Annual General Meetings
 - 7.1.1 The Board shall call an Annual General Meeting in accordance with the Act and this Constitution.
 - 7.1.2 The Annual General Meeting shall be held within five months after the end of its financial year.
 - 7.1.3 The order of the business at the meeting shall be:
 - 7.1.3.1 The confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting.
 - 7.1.3.2 The consideration of the accounts and reports of the Board and the auditor's report.
 - 7.1.3.3. The election of Board Members.
 - 7.1.3.4 The appointment of auditors.
 - 7.1.3.5 Membership fees.
 - 7.1.3.6 Any other business requiring consideration by the Association in General Meeting.
 - 7.1.3.7 The annual general meeting may be held by using technology that allows Members present at the meeting to clearly and simultaneously communicate with each other

7.2 Special General Meetings

- 7.2.1 The Board may call a Special General Meeting of the Association at any time.
- 7.2.2 Members may requisition a Special General Meeting of the Association for a stated purpose, in writing, signed by not less than ten (10) ordinary Members of the Association:
 - 7.2.2.1 The Board shall within one month of the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.
 - 7.2.2.2 A Special General Meeting may be held by using technology that allows that Members present at the meeting to clearly and simultaneously communicate with each other
 - 7.2.2.3 For the purpose of a Special General Meeting convened by Members in accordance with this clause, the Board shall ensure that the requisitioners are supplied free of charge with the particulars of the Members entitled to receive a notice of the meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

7.3 Notice of General Meetings

- 7.3.1 Subject to clause 7.3.2, at least fourteen (14) days' notice of any General Meeting shall be given to Members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 7.3.2 Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty-one (21) days prior to the date of the meeting.
- 7.3.3 A notice may be given by the Association to any Member by serving the Member with the notice personally, or in writing by email or other electronic means.

7.4 Proceedings at General Meetings

- 7.4.1 Twenty (20) Members present in person or by electronic attendance shall constitute a quorum for the transaction of business at any General Meeting.
- 7.4.2 Subject to clause 7.4.3, the President shall preside as Chairperson at a General Meeting of Association.
- 7.4.3 If the President is not present at a General Meeting or is present but declines to take or retires from the chair, the Vice President shall assume the role of Chairperson of that meeting. If the Vice President is also not present at the General Meeting, or declines to take or retires from the chair, the Members may choose a Board Member or one of their own number to be the Chairperson of that meeting.
- 7.4.4 A general meeting may be held by using technology that allows that Members present at the meeting to clearly and simultaneously communicate with each other.

7.5 Voting at General Meetings

- 7.5.1 Subject to this Constitution, every Ordinary Member of the Association has only one vote at a meeting.
- 7.5.2 Subject to this Constitution, a question for decision at a General Meeting, other than a special resolution, must be determined by a majority of Members who vote in person or by electronic attendance.
- 7.5.3 Unless a poll is determined, a question for decision at a General Meeting must be determined by a show of hands.
- 7.5.4 The person chairing general meetings of the Association shall have both a deliberative and a casting vote.
- 7.5.5 All votes shall be given in person or by electronic attendance.
- 7.5.6 A Member participating in a general meeting as permitted under clause 7.5.5 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

7.6 Poll at General Meetings

7.6.1 A poll may be determined where there is:

- 7.6.1.1 Any contested election at an Annual General Meeting or otherwise shall be by secret ballot.
- 7.6.1.2 If a poll is demanded by at least five Members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- 7.6.1.3 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.
- 7.6.1.4 Any meeting of the Association may, by show of hands, require any other vote to be by ballot.

7.7 Special and ordinary resolutions

7.7.1 A special resolution is as defined in the Act.

7.7.2 An ordinary resolution is a resolution passed by a majority at a General Meeting.

8. Patron

An Annual General Meeting or a Special General Meeting may appoint a non-voting patron or patrons of the Association for such term as the meeting shall decide.

9. Minutes

- 9.1 Proper minutes of all proceedings of General Meetings of the Association and of meetings of the Board shall be kept.
- 9.2 The minutes kept pursuant to this Constitution must be confirmed by the Members of the Association or the Board Members of the Board at a subsequent meeting.
- 9.3 The minutes kept pursuant to this Constitution shall be signed electronically or physically, by the chairperson who presided at the meeting at which the proceedings took place or by the Member or chairperson presiding at the meeting at which the minutes are confirmed.
- 9.4 Signed minutes shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held and that all appointments made at a meeting shall be deemed to be valid.

10. Dispute resolution

- 10.1 The dispute resolution procedure set out in this Constitution applies to disputes between a Member and another Member of the Association or a dispute between a Member and the Association.
- 10.2 The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all the parties.
- 10.3 If the parties are unable to resolve the dispute at the meeting, the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

11. Financial reporting

11.1 Financial year

- 11.1.1 The financial year of the Association shall be the period ending on the next 30 June each year.
- 11.1.2 The Association membership fees to be paid by Members shall be fixed from year to year in the Annual General Meeting.
- 11.1.3 No levy shall be imposed except by resolution at a Special General Meeting or at an Annual General Meeting.

11.2 Accounts to be kept

- 11.2.1 Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act and Regulations.

11.3 Accounts and reports to be laid before Members

- 11.3.1 The accounts, together with the auditor's report on the accounts, the Board's statement and report, shall be laid before the Members at the Annual General Meeting.

11.4 Annual returns

- 11.4.1 The annual return, financial and operational statements shall be lodged with relevant regulatory organisations after the end of each financial year in accordance with the requirements of that regulatory organisation.

11.5 Appointment of auditor

- 11.5.1 At each Annual General Meeting, the Members shall appoint an auditor. The auditor shall be qualified as an auditor according to the qualifications defined by the Act.
- 11.5.2 The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- 11.5.3 If an appointment cannot be made at an Annual General Meeting, the Board shall appoint an auditor for the current financial year.

12. Not-for-profit requirements

- 12.1 The income and property of the Association shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to Members or Board Members of the Association.

13. Changes to the Constitution

- 13.1 This Constitution may be altered (including an alteration to the Association name) by special resolution of the Members of the Association. This includes rescission or replacement by substitute clauses.
- 13.2 The Association will advise the relevant authorities, in writing of amendments, additions or deletions to the Constitution within the required time for those changes being made.
- 13.3 The registered Constitution shall bind the Association and every Member to the same extent as if they have respectively signed and sealed them and agreed to be bound by all the provisions thereof.

14. Gift Fund

- 14.1 The Association will maintain a Gift Fund:
 - 14.1.1 To which gifts of money or property for those purposes are to be made;
 - 14.1.2 To which any money received because of those gifts is to be credited; and
 - 14.1.3 That does not receive any other money or property.
- 14.2 The Association must use those funds for specific projects that meet the principal purpose.

15. Winding-up of the Association

- 15.1 The Association must be wound up in the manner provided for in the Act.
- 15.2 If after winding up of the Association, there remains “surplus assets” as defined in the Act, such surplus assets shall be distributed to an organisation which has similar objects prohibiting the distribution of its assets and income to its Members. Such organisation or organisations shall be identified and determined by a resolution of Members in a General Meeting.
- 15.3 If the Gift Fund is wound up or if the endorsement of the Association as a deductible gift recipient is revoked (whichever occurs first), any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it will be transferred to a fund or institution to which income tax deductible gifts can be made for:
 - 15.3.1 Gifts of money or property for the principal purpose of the Association.
 - 15.3.2 Contributions made in relations to eligible fundraising event held for the principal purpose of the Association.
 - 15.3.3 Money received by the Association because of such gifts and contributions.

16. Oppressive or Prejudicial Conduct

- 16.1 Neither the Association nor the Board may conduct their affairs in a manner that is oppressive or unfairly prejudicial to, or unfairly discriminatory against, a Member or Members, in a manner that is contrary to the interests of the Members as a whole.

17. Presumption of Validity

- 17.1 Subject to clause 6.1 all acts of and things done by the Board, or any Board Member, for or on behalf of the Association and in good faith, are to be taken to have been validly done notwithstanding that it may afterwards be discovered that some defect or irregularity existed in the manner or circumstances of such act or thing or in the appointment or election of the Board or of any of its Members thereof.

18. Commencement, Interpretation and Effect of the Constitution

- 18.1 Nothing in this Constitution shall affect the force or validity of any act or thing done by the Association, the Board of the Association or any Member prior to any amended Constitution commencing.
- 18.2 Any question which may arise as to the interpretation or effect of this Constitution or of any other Association policies made pursuant thereto may be determined by the Board and any such determination is to be final and binding upon the Members.
- 18.3 If any provision of the Constitution is found to be contrary to or inconsistent with the Act or any other applicable Act, regulation or law then this Constitution is to be construed as if that provision had not been included and the remainder is to retain its full force and effect.
- 18.4 If any circumstances shall arise where this Constitution is silent or is incapable of taking effect or being implemented according to its strict provisions, the Board shall, subject to any direction from time to time given to it by resolution of the Annual General Meeting or any Special General Meeting, have power to determine what action may be taken to best give effect to the objects of the Association and ensure its efficient administration, and every act of the Board bona fide resolve upon pursuant to this clause shall be valid and effectual as if specifically authorised herein.