

# Constitution

**Corporate Superannuation Association Inc**

**ABN 97 799 893 065**

4-5-2018

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# Constitution

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## **Part 1 - General**

### **1 Name of Association**

The name of the Incorporated Association is **Corporate Superannuation Association Inc** (the **Association**).

### **2 Objects and Powers of the Association**

#### **2.1 The Objects and Purposes of the Association**

The objects and purposes for which the Association was formed are:

- (a) To at all times promote employer involvement in corporate superannuation funds in Australia.
- (b) To provide a forum whereby items of concern and interest to corporate superannuation funds can be discussed.
- (c) To provide a mechanism whereby group action and reaction to matters concerning corporate superannuation funds can be co-ordinated.

#### **2.2 The Powers of the Association**

Subject to the Act, the Association has power to do all things incidental or conducive to achieve its objects and purposes, including without limitation:

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) enter into any other contract it considers necessary or desirable.

#### **2.3 Assets and Income of the Association**

The assets and income of the Association shall be applied solely in furtherance of the objects and purposes of the Association and no portion shall be distributed directly or indirectly to Members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

### **3 Interpretation**

#### **3.1 Definitions**

In this Constitution, unless the contrary intention appears:

**Act** means the Associations Incorporation Reform Act 2012 (Vic).

**Association** means the Corporate Superannuation Association Inc.

**Chairman** means the Chairman of the Association.

**Committee** means the body consisting of the Committee Members.

**Committee Member** means a member of the Committee (including the Chairman and Secretary) and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

**Constitution** means this Constitution of the Association.

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**Corporate Member** means a corporation that is a Member of the Association.

**Financial Year** means the calendar year ending on 31 December or such other date as the Committee may determine.

**General Meeting** means the annual or any special general meeting of the Association.

**Individual Member** means a natural person who is a Member of the Association.

**In writing** shall, unless the contrary intention appears, include other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

**Member** includes anyone eligible for and accepted as a member and includes a Corporate Member and an Individual Member.

**Notice** means a notice in writing and shall include, unless the context otherwise requires, other modes of representing or reproducing words in a visible form, including messages sent by electronic mail and media.

**Objects** means the objects provided under this Constitution.

**Seal** means the common seal of the Association and includes any official seal of the Association.

**Secretary** means the Secretary of the Association.

**Special Resolution** means a resolution passed:

- (a) at a General Meeting of the Association of which 21 days' notice, accompanied by notice of intention to propose a resolution as a special resolution, has been given to the Members in accordance with this Constitution; and
- (b) by at least three quarters of those Members present in person at the meeting who, being entitled to vote, in favour of the resolution.

### 3.2 Construction

Unless a contrary intention otherwise appears or the context otherwise requires, where in this Constitution a person or group of persons are expressed to have the power to approve, decide or determine any question, matter or thing that power may be exercised from time to time by that person or those persons and at such time or times as they think fit.

## Part 2 – Membership

### 4 Membership Eligibility

#### 4.1 Classes of Members

The following are eligible for membership of the Association:

- (a) A corporation which maintains an employer-sponsored superannuation fund;
- (b) A not-for-profit trustee of the superannuation fund where corporations have an active interest in the governance of the fund;
- (c) A natural person who is associated with an employer-sponsored superannuation fund as a trustee, director of a trustee company, secretary, manager, administrator or adviser who is eligible for Membership; and
- (d) Any corporation or person approved by the Committee

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### **4.2 Application for Membership**

A corporation or person eligible for Membership shall complete an application in a form approved by the Committee and that application shall be considered by the Committee at the next meeting of the Committee or by any other process approved by the Committee. Where the Committee approves the application the applicant shall become a Member on payment of an initial fee determined by the Committee.

## **5 Representation of Corporate Members**

- (a) A Corporate Member may, in a manner approved by the Committee, appoint a representative to act for it in all matters concerning the Association.
- (b) A representative so appointed shall be entitled to all the privileges of membership including the right to attend, be heard at and vote at all meetings of the Association.
- (c) A representative of a Corporate Member shall be eligible to become an officer of the Association or a member of the Committee as if he or she were an Individual Member of the Association.
- (d) A Corporate Member may remove its representative by notice in writing to the Secretary and upon receipt of any such notice the representative shall cease to hold office or be entitled to any of the rights and privileges conferred under these Clauses.

## **6 Subscription and Levies**

### **6.1 Subscription Fees**

All Members of the Association shall pay the annual membership subscription, if any, appropriate to their class of membership with the Association.

- (a) The annual subscription shall be determined by the Committee from time to time and is payable in advance at such time as the Committee determines. The Committee may determine a different subscription for Corporate Members and Individual Members.
- (b) A Member who does not pay the annual subscription by 31 March in each year shall cease to be a Member of the Association but shall be eligible to re-apply for membership.

### **6.2 Waiver of Subscription Fees**

The Committee shall have power to reduce or waive subscription fees in its discretion in the case of Individual Members.

## **7 Register of the Committee Members**

The Secretary must keep a register of the Committee Members in accordance with Association Law at the address which that law prescribes containing the following particulars in respect of each Member of the Committee:

- (a) his or her name, date of birth and residential address;
- (b) the date he or she took office;
- (c) the date he or she vacates the office; and
- (d) such other particulars as are prescribed by the Act.

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### **8 Resignation of Members**

- (a) A Member of the Association who has paid all moneys due and payable by the Member to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of his or her intention to resign and, upon the expiration of that period of notice, the Member ceases to be a Member.
- (b) Upon the expiration of a notice given under sub-Clause 7(a), the Secretary shall make an entry in the Register of Members an entry recording the date on which the Member by whom the notice was given, ceased to be a Member.

### **9 Complaints Procedure**

#### **9.1 Disciplinary Procedure**

- (a) Subject to these Clauses, the Committee may, by resolution:
  - (i) Expel a Member from the Association;
  - (ii) Suspend a Member from membership of the Association for a specified period; or
  - (iii) Fine a Member an amount not exceeding \$1,500,If the Committee is of the opinion that the Member:
  - (iv) Has refused or neglected to comply with these Clauses; or
  - (v) Has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association.
- (b) A resolution of the Committee under sub-clause (a):
  - (i) Does not take effect unless the Committee, at a meeting held not earlier than 14 and not more than 28 days after the service on the Member of a notice under sub-clause (c) confirms the resolution in accordance with this Clause; and
  - (ii) Does not take effect unless the Association confirms the resolution in accordance with this Clause where the Member exercises a right of appeal to the Association under this Clause.
- (c) If the Committee passes a resolution under this Clause (a), the Member must be provided with a Notice:
  - (i) Setting out the resolution of the Committee and the grounds on which it is based;
  - (ii) Stating that the Member may address the Committee at a meeting to be held not earlier than 14 and not less than 28 days after service of the notice;
  - (iii) Stating the date, place and time of the meeting;
  - (iv) Informing the Member that he or she may do one or more of the following:
    - (A) Attend that meeting;
    - (B) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and



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- (C) Not later than 24 hours before the date of the meeting lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (d) At a meeting of the Committee held in accordance with sub-cause (b), the Committee:
  - (i) shall give to the Member an opportunity to be heard;
  - (ii) shall give due consideration to any written statement submitted by the Member; and
  - (iii) shall by resolution determine whether to confirm or to revoke the resolution.
- (e) If the Secretary receives a notice under sub-Clause 10(3)(d)(ii) the Secretary shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within twenty-one days after the date on which the Secretary received the notice.
- (f) At a general meeting of the Association convened under sub-Clause (e):
  - (i) no business other than the question of the appeal shall be transacted;
  - (ii) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (iii) the Member shall be given an opportunity to be heard; and
  - (iv) the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (g) If at the general meeting:
  - (i) two-thirds of the Members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
  - (ii) in any other case, the resolution is revoked.

### 9.2 Disputes and Mediation

- (a) The grievance procedure set out in this Clause applies to disputes under these Clauses between:
  - (i) a Member and another Member; or
  - (ii) a Member of the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the matter in dispute within 14 days after the dispute comes to the attention of all the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days hold a meeting in the presence of a mediator
- (d) The mediator must be:
  - (i) A person chosen by agreement between the parties; or
  - (ii) In the absence of agreement:

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- (A) In the case of a dispute between a Member and another Member, a person appointed by the committee of the Association; or
  - (B) In the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (e) A Member of the Association can be a mediator.
  - (f) The mediator cannot be a party to the dispute.
  - (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
  - (h) The mediator, in conducting the mediation, must:
    - (i) give the parties to the mediation process every opportunity to be heard; and
    - (ii) allow due consideration by all parties of any written statement submitted by any party; and
    - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
  - (i) The mediator must not determine the dispute.
  - (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## Part 3 – General Meetings

### 10 Annual General Meeting

- (a) An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and on a date and at a venue to be determined by the Committee.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

### 11 Notice of General Meeting

- (a) Notice of every General Meeting shall be given to every Member entitled to receive notice. The auditor (if any) shall also be entitled to notice of every General Meeting. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
- (c) At least 21 days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
  - (i) The agenda for the meeting; and
  - (ii) Any notice of motion received from Members.

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### **12 Business**

#### **12.1 Business of General Meetings**

- (a) The business to be transacted at the Annual General Meeting includes:
  - (i) The consideration of accounts and the reports of the Committee and auditors;
  - (ii) The election of Office Bearers and other Committee Members under this Constitution;
  - (iii) The appointment and fixing of the remuneration of the auditors.
- (b) All other business that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, shall be special business.

#### **12.2 Business Transacted**

No business other than that stated on the notice of General Meeting shall be transacted at that meeting.

### **13 Notices of Motion**

#### **13.1 Submitting Notices of Motion**

Members shall be entitled to submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Secretary not less than 28 days prior to the General Meeting.

### **14 Special General Meetings**

#### **14.1 Special General Meetings May be Held**

- (a) In addition to an Annual General Meeting, the Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (b) Where more than 15 months would elapse between Annual General Meetings, the Committee shall convene a Special General Meeting before the expiration of that period.

#### **14.2 Request for a Special General Meetings**

- (a) The Secretary shall on the request in writing of no less than 3 Members entitled to vote at General Meetings convene a Special General Meeting.
- (b) The request for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the request and be sent to the Association Secretary.
- (c) Upon such request the Secretary will convene a Special General Meeting to be held within 28 days of the date on which the requisition is received by the Association.

#### **14.3 Special General Meeting – called under Clause 9.1(e)**

The Secretary shall call a Special General Meeting to hear an appeal under Clause 9.1(e) (Appeal rights) in accordance with the requirements of clause 14.2.

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### **15 Proceedings at General Meetings**

#### **15.1 Quorum**

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Association shall be four Members present in person or by proxy.

#### **15.2 Chairman to Preside**

The Chairman shall, subject to this Constitution, preside as chair at every General Meeting of the Association except:

- (a) in relation to any election for which the Chairman is a nominee; or
- (b) where a conflict of interest exists.

If the Chairman is not present or is unable to preside for any reason, the Committee shall elect one of their number to preside as chair for that meeting.

#### **15.3 Adjournment of Meeting**

- (a) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned until such other time and place as the Chairman may determine.
- (b) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present will constitute a quorum and may transact the business for which the meeting is called.
- (c) The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### **15.4 Voting Procedure**

- (a) At any meeting a resolution (other than a Resolution under clause 9.1) put to the vote of the meeting shall be decided on a show of hands.
- (b) A Resolution under clause 9.1 shall be decided by secret ballot.

#### **15.5 Recording of Determinations**

A declaration by the Chairman that a resolution has on a show of hands or by secret ballot been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

#### **15.6 Members entitled to Vote**

Each Member entitled to vote under this Constitution shall have one vote at General Meetings.

#### **15.7 Chairman May Exercise Casting Vote**

Where voting at General Meetings is equal the Chairman may exercise a casting vote. The Chairman does not otherwise have a right to vote.

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### **16 Proxy Voting**

- (a) Subject to sub-rule (b), each Member is entitled to appoint another Member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (b) A proxy is not entitled to vote on behalf of a Member in the election of officeholders.
- (c) The notice appointing the proxy shall be in the form set out in Schedule 1.

## **Part 4 – The Committee**

### **17 Existing Committee Members**

The members of the Committee of the Association in place immediately prior to approval of this Constitution shall continue in those positions until the next Annual General Meeting following such approval, and thereafter the positions of the Chairman and other Committee Members shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

### **18 Powers of the Committee**

- (a) The affairs of the Association shall be managed by the Committee.
- (b) The Committee shall have power to exercise all the powers of the Association including the power to use its income and assets to achieve its objects and purposes.

### **19 Composition of the Committee**

#### **19.1 Composition of the Committee**

The Committee shall comprise:

- (a) The Chairman;
- (b) The Secretary;
- (c) The Treasurer;
- (d) Deputy-chairman; and
- (e) Such other number of the Committee Members as determined by the Committee, being not more than 6 other Committee Members.

#### **19.2 Eligibility for Membership of Committee**

All Committee Members and nominees for election to the Committee must be at least 18 years of age and (other than the Secretary) must be Members of the Association or a representative or a responsible officer of a Corporate Member.

#### **19.3 Right to Co-Opt**

The Committee shall have the right to co-opt any person it considers appropriate to assist the Committee in respect of such matters and on such terms as the Committee thinks fit. Any person so co-opted shall not be a Committee Member, and shall not exercise the rights of a Committee Member, but shall assist the Committee to further the Objects of the Association.

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### **20 Election of Committee Members**

#### **20.1 Nominations of Candidates**

Nominations of candidates for election as Committee Members shall be received at the Annual General Meeting.

#### **20.2 Voting procedures**

- (a) At the Annual General Meeting, separate elections must be held for each of the following positions:
  - (i) Chairman;
  - (ii) Deputy-chairman;
  - (iii) Secretary; and
  - (iv) Treasurer.
- (b) If only one Member is nominated for a position, the Chair of the meeting must declare the Member elected to the position.
- (c) If more than one Member is nominated, a ballot must be held and the Member who receives the greatest number of votes shall be elected to the position.
- (d) On his or her election, the new Chairman may take over as Chair of the meeting.
- (e) In relation to the election of general members of the Committee, if the number of nominations received is less than or equal to, the number of vacancies to be filled, the person nominated must be declared elected.
- (f) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held to fill the required number of positions.
- (g) Any ballot required shall be conducted in accordance with clause 19.3.

#### **20.3 Ballot**

- (a) If a ballot is required for the election for a position, the Chair of the meeting must appoint a Member to act as Returning Officer to conduct the ballot
- (b) The Returning Officer must not be a Member nominated for the position.
- (c) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (d) The election must be by secret ballot.
- (e) The Returning Officer must give a blank piece of paper to:
  - (i) each Member present in person; and
  - (ii) each proxy appointed by a Member.
- (f) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (g) If the ballot is for more than one position:
  - (i) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;

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- (ii) the voter must not write the names of more candidates than the number to be elected.
- (h) Ballot papers that do not comply with sub-Clause (g) are not to be counted.
- (i) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (j) The Returning Officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (k) If the Returning Officer is unable to declare the result of an election under sub-Clause (j) because two or more candidates received the same number of votes, the Returning Officer must:
  - (i) conduct a further election for the position in accordance with sub-Clauses (e) to (j) to decide which of those candidates is to be elected; or
  - (ii) with the agreement of those candidates, decide by lot which of them is to be elected.

### **20.4 Re-election of Committee**

Committee Members may be re-elected from year to year.

### **20.5 Committee Members to hold office for 12 months**

Committee Members who are elected to office under this clause shall hold office for at least 12 months.

### **20.6 Removal of Committee Member**

- (a) A General Meeting may:
  - (i) by Special Resolution, remove any Member of the Committee from office; and
  - (ii) elect an eligible Member of the Association to fill the vacancy duly created.
- (b) A Member who is subject to a proposed Special Resolution to remove him or her from office may make representations in writing to the Secretary or Chairman and may request that the representations be provided to the Members. Any such representations shall not exceed a reasonable length.
- (c) The Secretary or the Chairman may give a copy of the representations to each Member or, if they are not so given, the Member may require that they be read out at the General Meeting at which the Special Resolution is to be proposed.

## **21 Vacancies of Committee Members**

### **21.1 Grounds for Termination of Office of Committee Member**

In addition to the circumstances in which the office of a Committee Member becomes vacant by virtue of the Act, the office of a Committee Member becomes vacant if the Committee Member:

- (a) becomes bankrupt;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;

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- (c) resigns their office in writing to the Secretary;
- (d) is removed by Resolution under clause 9.1;
- (e) has been expelled or suspended from membership under clause 10 or otherwise ceases to be a Member of the Association.

### **21.2 Casual Vacancy**

In the event of a casual vacancy in the office of any Committee Member, the Committee may appoint a Member to the vacant office and the person so appointed may continue in office up to the conclusion of the Annual General Meeting at which the term of the previous appointee would have expired.

## **22 Meetings of the Committee**

### **22.1 Committee to Meet**

- (a) The Committee shall meet as often as is deemed necessary to conduct the business and may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) The Secretary shall on the request of the Chairman or the requisition of at least three Committee Members, convene a meeting of the Committee within reasonable time.
- (c) Meetings may be conducted with Committee Members being assembled together and/or by means of audio, or audio visual, communication by which those participating can simultaneously hear each other throughout the meeting

### **22.2 Decisions of Committee**

Questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination of a majority of Committee Members shall be deemed a determination of the Committee. The Chairman shall in addition to a deliberative vote, have a casting vote where voting is equal.

### **22.3 Resolutions not in Meeting**

A resolution in writing, signed or approved by electronic communication by all of the Members of the Committee who are then in Australia and capable of attending to the business of the Association shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted. The resolution for these purposes may be constituted by a number of individual documents in substantially the same form.

### **22.4 Quorum**

Four members of the Committee shall constitute a quorum for the conduct of business at a meeting of the Committee.

### **22.5 Notice of Committee Meetings**

- (a) Not less than seven business days' notice of the meeting of the Committee shall be given to each Committee Member.
- (b) The notice must contain the date, time and place of the meeting and, if the meeting is a special meeting, the notice must include the general nature of the business to be conducted.
- (c) The only business that can be conducted at the special meeting is the business for which the meeting is convened.



## Constitution

- (d) Notice can be given for more than one Committee meeting at the same time.
- (e) All the Members of a Committee may agree to convene a meeting of the Committee at any time after notice of the meeting has been given under clause 22.5(a), notwithstanding that the notice period has not expired, at a time and place they agree.

### **22.6 Conflict of Interest**

A Committee Member shall declare their interest in any contractual, selection, disciplinary or other matter in which a conflict of interest arises or may potentially arise. That Committee Member shall absent himself or herself from discussions of such matter and shall not be entitled to vote in respect of such matter.

### **23 Chairman**

Chairman shall act as the Chairman of the Committee. If the Chairman is absent for any one meeting, a Chairman shall be appointed by the Committee for the purposes of that Committee meeting.

### **24 Secretary and Treasurer**

#### **24.1 Secretary to Act**

The Secretary shall act as and carry out the duties of Secretary of the Association.

#### **24.2 Specific Duties**

The Secretary shall:

- (a) as far as practicable attend all Committee meetings and all General Meetings of the Association;
- (b) prepare the agenda for all Committee and General Meetings of the Association;
- (c) record and prepare minutes of the proceedings of all meetings of the Committee and the Association;
- (d) maintain the Register of Members and make amendments thereto as agreed by the Constitution; and
- (e) perform other such activities as required under the Act or as considered necessary by the Committee.

#### **24.3 Treasurer**

The Treasurer shall:

- (a) be responsible for oversight of the financial affairs of the Association and collect and receive all moneys due to the Association and make all authorised payments by the Association in the manner authorised by the Committee;
- (b) keep current accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure and allow access to those accounts and books to any member of the Committee on request; and
- (c) cause the financial statements of the Association to be made up and, if required by the Act, audited each Financial Year.

## Constitution

### **24.4 Funds of the Association**

The funds of the Association shall be derived from subscriptions, levies and donation and such other sources as the Committee decide.

- (a) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.
- (b) The Association must not distribute any surplus, income or assets directly or indirectly to its Members other than by way of:
  - (i) reimbursement for expenses properly incurred by the Member; or
  - (ii) for goods or services provided by the Member,if this is done in good faith on terms no more favourable than if the member was not a Member.

### **24.5 Exercise of Powers**

The Association may only use its income and assets (include any surplus) for its objects and purposes.

## **Part 5 – Administration**

### **25 By-Laws**

#### **25.1 Committee to Formulate By-laws**

The Committee may issue and amend such By-laws for the management and administration of the Association and the advancement of the Objects of the Association as it thinks necessary or desirable.

#### **25.2 By-laws Binding**

All By-laws made under this clause shall be binding on the Association and Members of the Association.

### **26 Records and Accounts**

#### **26.1 Secretary to Keep Records**

The Secretary shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Committee and shall produce these if required at each Committee or General Meeting.

#### **26.2 Records Kept in Accordance with Act**

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Treasurer.

#### **26.3 Association to Retain Records**

The Association shall retain such records for 7 years after the completion of the transactions or operations to which they relate.

#### **26.4 Committee to Submit Accounts**

The Committee shall submit to the Members at the Annual General Meeting the statements of account of the Association in accordance with this Constitution.

## Constitution

### **26.5 Audit**

Unless required by law or otherwise determined by the Committee, the accounts of the Association shall not be audited.

### **26.6 Negotiable Instruments**

All cheques, drafts, bills of exchange, promissory notes and any other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed by any two of the following Committee Members:

- (a) The Chairman;
- (b) The Secretary; or
- (c) The Treasurer.

### **26.7 Inspection by Members**

The Records and Accounts and Minutes of Meetings of Members and of Committee and any other relevant documents of the Association shall be available for inspection free of charge by any Member upon providing reasonable Notice to the Secretary.

### **26.8 Copies of Documents for Members**

A Member may obtain copies of the documents specified in clause 26.7 by written request to the Secretary specifying the document required and paying the reasonable costs incurred in copying the documents as determined by the Secretary.

## **27 Notice**

### **27.1 Manner of Notice**

- (a) Notices may be given by the Secretary to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.
- (c) Where a Notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a Notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.
- (e) Any Notice required by the Act or clause 9.1 to be given to a Member shall be given in a manner permitted under the *Corporations Act 2001 (Cth)*.

## **28 Seal**

### **28.1 Safe Custody of Seal**

The Secretary shall provide for safe custody of the Seal.

## Constitution

### **28.2 Affixing Seal**

The Seal shall only be used by authority of the Committee and every document to which the seal is affixed shall be signed by two Committee Members, one being the Secretary.

### **29 Alteration of Constitution**

The Constitution of the Association shall not be altered, including the Objects of the Association, except by Special Resolution in accordance with the Act.

### **30 Indemnity**

- (a) The Association shall indemnify an indemnified Person against all damages and costs (including legal costs) for which the Indemnified Person may be or become liable to any third party in consequence of any act or omission except wilful misconduct.
- (b) For the purposes of clause 30, **Indemnified Person** means:
  - (i) a Committee Member or any member or co-opted person acting on a sub-committee established by the Committee acting in such capacity;
  - (ii) an employee or agent acting as such and within their scope of his or her role in the Association.

### **31 Cancellation and Winding Up**

#### **31.1 Cancellation of Incorporation**

The incorporation of the Association can be cancelled in the manner set out in the Act.

#### **31.2 Winding up of the Association**

The Association can be wound up by a Special Resolution passed at a Special General Meeting to consider a resolution that the Association be wound up. If the resolution is passed as a Special Resolution, the Association shall be wound up in accordance with the Act.

#### **31.3 Application of Association Property**

On a cancellation of the incorporation of the Association or a winding up of the Association the net assets shall be dealt with in accordance with the provisions of the Act and distributed to another organisation with similar purposes which is not carried on for profit or gain of its individual members.

Constitution

**Schedule 1**

**Form of Appointment of Proxy**

**APPOINTMENT OF PROXY**

I, .....

of .....,

being a member of The Corporate Superannuation Association Inc (the **Association**)

appoint .....

of .....,

being a member of the Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on 20 , and at any adjournment of that meeting.

My proxy is authorized to vote in favor of/against (delete as appropriate) the resolution (insert details).

Signed: \_\_\_\_\_

Date: \_\_\_\_\_