



Association of Massage Therapists Ltd
ACN: 001 859 285
ABN: 32 001 859 285
(a company limited by guarantee not having a share capital)

AMT Constitution (Rules)



Constitution (Rules)

Part 1: Preliminary

- 1.1. The name of the company is Association of Massage Therapists Ltd.
- 1.2. This company is a public company limited by guarantee.
- 1.3. All profits and income of the company must be applied in promoting the company's objects. They must not be paid, directly or indirectly, by way of dividend, bonus or otherwise, to Members.

Part 2: Objects

The company exists to serve the professional interests of its Members and to advance massage therapy as a recognised healthcare profession in Australia. The objects for which the company is established are to:

- be the leading voice of the massage therapy profession and shape discourse around the vital contribution of massage therapy to healthcare.
- champion, represent and advance the interests of Members of the Association and the profession.
- set and uphold professional standards, promote ethical practice, and foster integrity within the profession.
- deliver resources and services that support Members to thrive and build sustainable careers.
- influence the development of training and competency standards, and foster best practice and currency of knowledge through professional development.
- advocate for appropriate regulation of massage therapy and its recognition as a distinct healthcare profession.
- educate and inform the public, healthcare practitioners, and decision makers about the value of massage therapy in healthcare.
- foster and promote massage therapy research and enhance research literacy across the profession, building capacity for evidence-informed practice.
- advocate for the massage therapy profession with government, regulators, healthcare organisations, insurers, patient advocates, and other stakeholders.

Part 3: Limited liability of Members

- 3.1. The liability of Members of the company is limited.
- 3.2. If the company winds down, each Member may have to pay up to a maximum of \$1.00. This applies to current Members and to former Members who ceased within the preceding year, to cover any debts and closure costs.

Constitution (Rules)

Part 4: Definitions

In these rules, unless the context suggests another meaning:

AGM means a General Meeting held as required by the Law.

Association means the Association of Massage Therapists Limited.

Auditor means the Auditor of the Association for the time being.

The Board means the Directors acting collectively under this Constitution.

Business Day means a day on which banks in Sydney are open for general banking business.

Chairperson means the Chairperson of the Association for the time being.

Constitution of the Association means these rules, as in force for the time being.

Director means a person holding office for the time being as a member of the Board.

General Meeting means any meeting called by the Board or the Members under these rules and includes an AGM.

The Law means the Corporations Act 2001 (Cth).

Member means a person whose name is entered on the register as a financial Member of the Association.

Ordinary Resolution means a resolution of a General Meeting other than a Special Resolution.

Register means the register of Members kept as the Law requires.

Secretary means any person appointed by the Board to perform any of the duties of a Secretary of the company and, if there are joint secretaries, any one or more of the joint secretaries.

Special Resolution means a resolution to change this Constitution or any other resolution identified under these rules and requiring a 75% majority vote of acceptance at a General Meeting.

Part 5: Displacement of replaceable rules

- 5.1. The replaceable rules under the Corporations Act 2001(Cth) apply to the Association except where specifically excluded or modified by this Constitution.

Constitution (Rules)

Part 6: Notices

6.1. Service methods

Notices to Members may be served by:

- i. personal delivery
- ii. post to the Member's registered address
- iii. email to the Member's registered email address.

6.2. When notices are received

- i. Email notices are deemed to be received on the day sent (if a business day) or the next business day.
- ii. Notices by post are deemed to be received 5 business days after posting to Australian addresses or 10 business days for overseas addresses.

6.3. Undelivered notices

If notices cannot be delivered to a Member's registered contact details, they may be served by posting on the Association's website or other established digital communication channels for at least 48 hours.

6.4. Contact details

Members must provide current contact details to the Association. The Association may use the most recent contact information provided by the Member.

Constitution (Rules)

Part 7: Membership of the Association

7.1. Number of Members

The number of Members is unlimited.

7.2. Categories of membership

The Board may establish different membership categories and set the qualifications and requirements for each category.

7.3. Changing the application fee and annual membership fees

- i. The Board can decide how much to charge for application fees and annual membership fees for different membership categories.
- ii. The annual membership fee can be different for each category of membership.

7.4. Register of Members

- i. The Secretary of the Association must establish and maintain a secure digital Register of Members, recording the name and contact details of each Member.
- ii. The Register must be stored in a secure, cloud-based system or other digital format, accessible only to authorised personnel.
- iii. Members may request access to their own information or inspect the Register at a reasonable time, provided that the request is for a legitimate purpose related to their rights within the Association.
- iv. A Member may request a copy of relevant sections of the Register upon payment of a fee as determined by the Board. Requests must be made in writing, stating the purpose of access, and will be subject to privacy safeguards. The Board may limit access or redact information if disclosure would compromise Member privacy, security, or if the request is not made in good faith.

7.5. How to become a Member

i. Form of application for membership

The application must be:

- (a) in a form approved or accepted by the Board
- (b) accompanied by the amount of the application fee
- (c) accompanied by certified copies of all diplomas and other certificates relating to the applicant's training and academic record.

Constitution (Rules)

ii. Applicants bound by these rules

If accepted, applicants agree to follow:

- (a) this Constitution
- (b) any codes, rules or standards that the Board sets
- (c) all applicable State, Territory and Federal laws, and codes of conduct.

iii. The Board may require more information

The Board can ask applicants for more information in writing before deciding on their application. The Board will not make a decision until they get this information.

iv. The Board to decide application

The Board can approve or reject applications and will assign membership levels based on qualifications. The Board has complete discretion in assessing qualifications and making membership decisions.

v. Notification

The Board must notify applicants in writing of their decision as soon as possible. If someone is accepted, the notice must include the annual membership fee amount, how to pay it, and the payment deadline. The payment deadline must be at least 10 business days from the date of the notice.

vi. Entry on Register

If the Association receives payment of the annual membership fee within the time specified, the Association must promptly confirm the applicant's membership status in the electronic Member Register.

vii. Member to notify changes

Members must promptly notify the Board of any changes to their contact details or other information held by the Association.

Constitution (Rules)

7.6. Annual membership fees

i. Period covered by annual membership fee

Annual membership fees cover 12 months of membership and are due each year on the first day of the Member's anniversary month (the month in which the Member joined).

ii. Payment of annual membership fees

The Board must send each Member a reminder about their annual membership fee in the month before it becomes due.

iii. If the annual membership fee remains unpaid

Members who have not paid their annual membership fee cannot attend, be counted toward quorum, or vote at General Meetings, including by proxy or representative.

7.7. How a person stops being a Member

A person stops being a Member when:

- i. the person resigns their membership
- ii. the person's membership is cancelled for non-payment of annual membership fees
- iii. the person dies
- iv. the person becomes a bankrupt
- v. the person's membership is terminated
- vi. the person is expelled from the Association.

7.8. Cancelling membership

i. The Board may cancel a membership

The Board can cancel a Member's membership.

ii. When the Board can cancel membership

The Board can only cancel a membership if the Member asks in writing, or when all of the following conditions are met.

- (a) The Member's annual fee has been overdue for more than 2 months.
- (b) The Board has sent the Member a written notice showing how much money is owed (including any interest and costs), giving a final payment deadline at least 15 business days away, and warning that membership may be cancelled if not paid by the deadline.
- (c) The amount is still unpaid after the deadline.

Constitution (Rules)

iii. Effect of cancellation of membership

Cancelling membership does not remove any other debts or obligations the person has to the Association.

iv. Reinstating membership

The Board can restore a cancelled membership if the person has paid all outstanding debts to the Association. The Board can attach conditions to the reinstatement.

7.9. Termination of membership

i. Resignation

If a Member wants to resign, they must do so in writing.

ii. Termination of membership by the Board

The Board may terminate a person's membership if, after reasonable inquiry, it finds any of the following.

- (a) The person repeatedly acts in ways that disrupt the Association's operations.
- (b) The person cannot be located.
- (c) The person is not legally allowed to practise as a massage therapist in Australia.
- (d) The person is not eligible for any membership class.

7.10. Disciplinary proceedings

i. Powers of the Board

The Board may, by resolution, take disciplinary action against Members, including:

- (a) issuing a formal reprimand
- (b) imposing a fine of up to \$500
- (c) suspending membership
- (d) expelling them from the Association.

ii. Voting majority required for disciplinary resolution

Disciplinary resolutions require at least 75% of Directors to vote in favour.

Constitution (Rules)

iii. Preconditions to the Board acting

The Board can only make a disciplinary resolution when the following conditions are met:

Condition 1:

The Board is satisfied after reasonable investigation that any of the follow applies.

- The member has been convicted or found guilty of a serious crime (over 6 months prison).
- The member has been convicted of any crime related to their work as a massage therapist.
- The member has knowingly or recklessly breached this Constitution, acted against the Association's goals, or in a way that is inappropriate for a Member or harmful to the Association.
- The member has violated the AMT Code of Ethics.

Condition 2:

The Board must give the Member at least 5 business days' written notice of:

- the proposed disciplinary resolution
- the facts on which the resolution is based
- when the Board meeting will be held to consider the resolution.

Condition 3:

The Member must be given a reasonable opportunity to respond orally or in writing both before and during the Board meeting where the resolution is being considered.

iv. Protections for complainants

- (a) The Board may choose to keep the name and identifying details confidential to protect the complainant.
- (b) The Board can require the Member to sign a confidentiality agreement promising not to reveal or misuse the complainant's identity.

v. Fines

The Board cannot impose fines for criminal convictions. Fines can only be used for rule violations and misconduct.

vi. Notice to Member

The Board must send written notice of the disciplinary action to the Member as soon as possible after making the decision.

Constitution (Rules)

vii. Effect of disciplinary resolution

Disciplinary decisions take effect as stated in the decision.

- (a) Fines: The Member must pay the fine amount to the Association by the date specified in the written notice.
- (b) Suspension: The Member loses all membership rights during the suspension period.
- (c) Expulsion: The Member stops being a Member on the date specified in the written notice.

viii. Effect of suspension and expulsion

Suspension or expulsion does not erase any debts the Member owes the Association, and all money owed becomes due immediately.

ix. Reinstatement

If a Member was disciplined because of a criminal conviction, and that conviction is later overturned or the person is pardoned, the Board must immediately restore their membership (or cancel the formal warning) and notify them in writing.

Constitution (Rules)

Part 8: General Meetings

8.1. Annual General Meeting

The Annual General Meeting must be held within 5 months of the end of the Association's financial year.

8.2. Members' entitlements in relation to General Meetings

- i. Financial Members are entitled to receive notice of General Meetings, attend and speak at meetings, and attend by proxy or attorney.
- ii. Community Members and Student Members are entitled to receive notices and attend General Meetings but do not have voting rights.

8.3. Calling General Meetings

A General Meeting may be called at any time by:

- i. the Board
- ii. Members, but only if at least 100 Members request it, or 5% of all voting Members (whichever number is smaller). The Board must call the meeting within 21 days, and the actual meeting must happen within 2 months of when the request was made.

8.4. Notice of General Meetings

i. How notice of meeting is given

The Association can notify Members about a General Meeting in person, by mail or by email, to the address listed in the Register.

ii. Omission to give notice

A General Meeting, any resolutions passed at the meeting, or the cancellation or postponement of a meeting is still valid even if:

- (a) notice was accidentally not sent to a Member who should have received it
- (b) a Member who should have received notice did not actually get it.

8.5. Cancelling, postponing and adjourning General Meetings

i. Cancelling and postponing General Meetings

The Board can postpone or cancel an AGM or any General Meeting they call by notifying everyone who should receive notice, providing they follow the Law. A General Meeting that has been scheduled at the request of Members cannot be postponed or cancelled by the Board.

Constitution (Rules)

ii. Adjourning meetings

The chair of a General Meeting at which a quorum is present:

- (a) may adjourn the meeting by Ordinary Resolution with the consent of those present
- (b) must adjourn the meeting if directed by Ordinary Resolution.

iii. Business at adjourned General Meeting

An adjourned General Meeting can only deal with business that was not finished at the original meeting.

8.6. Proceedings at General Meetings

i. Quorum

A General Meeting needs at least 20 people present to proceed, or 20% of total Members (whichever is less). Each person must either be a voting Member or someone acting as their proxy. If multiple proxies are present for the same voting Member, only one of them can be counted.

ii. Failure of quorum

When there is not a quorum within 30 minutes of the start time of a General Meeting:

- i. Member-requested meetings will be dissolved.
- ii. Board-convened meetings will be rescheduled for the same time next week or another time and place that the Board chooses. If there is still not a quorum within 30 minutes at the reconvened meeting, it is cancelled and the Board can make decisions on any matters that were to be voted on by Members at the meeting.

iii. Chairing a General Meeting

A General Meeting is chaired by one of the following:

- (a) a Board appointee (regardless of membership status)
- (b) the Board Chairperson
- (c) the Vice-Chairperson (if the Chairperson isn't available within 30 minutes or is unwilling or unable to chair)
- (d) someone chosen by the Directors present at the meeting (if the Vice-Chairperson isn't available within 30 minutes or is unwilling or unable to chair)
- (e) someone chosen by the Members at the meeting (if no Directors are present).

Constitution (Rules)

iv. Chairing part of a General Meeting

The chair can step aside temporarily for part of the meeting. They must nominate someone eligible to take over. If that person is unable or unwilling to chair, the chair selection process outlined in 8.6iii applies. Once that business is finished, the original chair resumes.

v. Responsibilities of the chair

The person chairing a General Meeting is responsible for how it is conducted and for determining what those present think about each issue. They can:

- (a) set the rules for how the meeting proceeds and make final decisions about procedures
- (b) pause or postpone the meeting or any agenda item if needed to keep things orderly, even if others disagree
- (c) make the final call on any arguments about whether votes count.

8.7. Working out voting entitlements

To decide who counts as a voting Member for a specific meeting, the Association only looks at the Member Register at a specific time, either:

- i. at a time the Directors choose (up to 48 hours before the meeting) or
- ii. if the Directors haven't chosen a time, then 48 hours before the meeting.

8.8. Voting

i. How votes are taken

Every resolution at a General Meeting, except Director elections by ballot, must be decided by the primary voting method:

- Online meetings: electronic voting methods
- In-person meetings: show of hands
- Hybrid meetings: combined methods as determined by the chair.

ii. Resolutions determined by majority

Ordinary Resolutions require more than half the votes cast. Special Resolutions require 75%.

iii. Declaration of results

The chair declares whether resolutions are carried or lost. This declaration and its recording in minutes are conclusive if they fairly reflect the vote. Minutes only need to record the outcome, not vote counts.

Constitution (Rules)

iv. Demand for poll

For votes by show of hands, any 3 voting Members can demand a poll, except for the election of a meeting chair or for adjournment motions. This doesn't prevent other business continuing.

v. Conduct of poll

The person chairing the meeting determines when and how polls are conducted using appropriate methods for the meeting format. Results must include vote counts and the chair's declaration is conclusive.

vi. Voting prior to a meeting

Where notice of a General Meeting identifies specific resolutions to be voted on, the Board may allow Members who are unable to attend a meeting to cast votes electronically prior to the meeting, provided that:

- (a) members are given at least three weeks' notice that pre-voting is available
- (b) pre-voting opens no earlier than three weeks before the meeting and closes 48 hours before the meeting commences
- (c) pre-votes are recorded securely and remain confidential until the meeting
- (d) pre-votes are counted together with votes cast during the meeting
- (e) pre-votes count towards meeting quorum requirements.

vii. Amended resolutions

If a resolution is amended during the General Meeting, the chair can determine whether the amendments are minor (grammatical or clarifying only) and allow the vote to proceed, in which case pre-votes remain valid.

If the amended resolution is substantive, it must be deferred to the next General Meeting or a specially called meeting. All pre-votes on the original resolution are invalidated and proper notice of the amended resolution must be given to all Members in accordance with the Association's notice requirements. Members may pre-vote on the amended resolution prior to the subsequent meeting.

Constitution (Rules)

8.9. Who can vote at General Meetings

- i. Each person gets 1 vote (whether voting during the meeting or through pre-meeting voting where available) if they are:
 - (a) a voting Member or someone acting as a proxy or representative for a voting Member
 - (b) currently financial.
- ii. Only the voting Member themselves can pre-vote – proxies and representatives can only vote at the meeting on behalf of a Member.
- iii. If more than one person shows up claiming to represent the same voting Member, only the most recently appointed person can vote.
- iv. If a Member has a court-appointed guardian or administrator because they can't manage their own affairs their guardian or administrator can vote on their behalf as if they were the Member.

8.10. Proxies

Proxy appointments must be in writing and meet the requirements of the Law. Proxy documents must be received at the Association's registered office or via email no later than 24 hours before the meeting is due to commence.

8.11. Attorneys

An attorney cannot vote for a Member unless the Association receives the power of attorney document (official copy or certified copy) at least 24 hours before the meeting at the registered office address or the address shown in the meeting notice.

8.12. When a voting Member is present

When a voting Member is present at the meeting, their proxy or attorney loses all rights: they cannot speak, vote, or be counted in the quorum.

If the proxy or attorney is also a Member, this does not affect their own membership rights and ability to participate.

8.13. Effect of a Member's death, incapacity or revocation of proxy or power of attorney

Proxy votes and appointments remain valid unless the Association receives written notice of the voting Member's death, incapacity, or revocation of the proxy or power of attorney before the vote or action occurs.

8.14. Objections to rights to be present, speak or vote

Objections to someone's right to be present, speak or vote at a General Meeting must be made during the meeting. The chair of the meeting decides whether the objection is valid and their decision is final.

Constitution (Rules)

Part 9: Board Members

9.1. Offices

The offices of Directors are:

- i. Chairperson
- ii. Vice-Chairperson (more than one can be appointed)
- iii. Director (without a specified office).

The Chairperson and Vice-Chairperson are appointed by the Directors either by Board election or another means determined by the Board.

9.2. Number of Directors

The Association must have at least 3 and no more than 9 Directors. Members can vote to change the number of Directors by Ordinary Resolution at any General Meeting.

9.3. Eligibility to hold office as Director

A person can be a Director if they:

- i. are a voting Member and don't owe the Association any money
- ii. are appointed as an external Director, bringing relevant skills, experience or expertise that is beneficial to the governance and strategic direction of the Association
- iii. have not been subject to disciplinary action by the Association in the past 5 years
- iv. have not been disqualified from managing corporations under the Corporations Act 2001 (Cth) in the past 5 years
- v. are not an undischarged bankrupt
- vi. have not been convicted of an indictable offense involving fraud or dishonesty in the past 7 years.

Constitution (Rules)

9.4. Appointment of Directors

This is how Directors are appointed:

- i. The Board calls for nominations by written notice to all Members no later than 1 February.
- ii. Nominations must be received by 21 February or a later date set by the Board and include:
 - (a) nomination endorsed by at least 2 Members; and
 - (b) consent signed by the nominee.
- iii. If the number of nominees equals the number of available positions, all nominees are elected unopposed and take office from the close of the next AGM.
- iv. If there are fewer nominees than positions, nominees are elected unopposed, and the Board may call for additional nominations at the AGM to fill remaining positions.
- v. If there are more nominees than positions, the Board must conduct an election.

9.5. Board elections

- i. When an election is required, the Board must conduct it using either:
 - (a) electronic voting through an independent third-party voting provider or platform or
 - (b) postal ballot overseen by an independent returning officer appointed by the Board.
- ii. All financial Members are eligible to vote, subject to the rest of this Constitution.
- iii. Voting opens no later than 1 April and closes no later than 30 April or on alternative dates set by the Board.
- iv. Directors are determined by most votes (first past the post).
- v. For electronic voting, the third-party provider manages all disputes and provides certified results.
- vi. For postal ballots, the independent returning officer oversees ballot distribution, counting, and resolves all disputes.
- vii. Results are binding and take effect from the close of the next AGM.

9.6. Appointment of external Directors

The Board may at any time appoint external Directors based on determined need subject to the following conditions:

- i. The Board may appoint up to two External Directors who are not required to be Members, provided they bring skills, experience, or professional expertise that contribute to the effective governance and strategic direction of the Association.
- ii. External Directors have the same voting rights and responsibilities as Member Directors, except that they may not form a majority in any Board meeting or decision-making process.

Constitution (Rules)

9.7. Term of office

- i. Directors are appointed for a term of 3 years commencing from the close of the AGM at which they are appointed.
- ii. A Director may serve a maximum of 2 consecutive terms in any office.
- iii. A Director who has served 2 consecutive terms may be considered for appointment to a third term only upon the unanimous agreement of all other Board Members, excluding the Director seeking reappointment.
- iv. After serving the maximum permitted terms, a Director is not eligible to renominate for at least 1 year.
- v. The 3-year term of a Director appointed to a casual vacancy commences on the date of their appointment to fill the vacancy. If subsequently appointed at the close of the next AGM, this constitutes continuation of their existing term rather than commencement of a new term.

9.8. Vacation of office

The office of a Director becomes vacant at the end of their 3-year term. It also becomes vacant if any of the following applies.

- i. The Director is declared bankrupt.
- ii. The Director is not permitted by Law to be a director or is removed as a Director under the Corporations Act 2001 (Cth).
- iii. The Director has a court-appointed guardian or administrator due to disability, age or illness.
- iv. The Director fails to attend 4 Board meetings within a 12-month period without approved leave of absence from the Board.
- v. The Director resigns in writing to the Secretary.
- vi. The Director ceases to be a Member of the Association (unless they are an external appointment).
- vii. The Director is found to hold an undeclared conflict of interest but has still acted as a Director in a matter related to that conflict.

9.9. Removal of Directors

Members may, by Ordinary Resolution at a General Meeting, remove any Director before their term ends, regardless of any other provision in the Constitution, or agreements with the Director.

At the same meeting, Members may appoint an eligible Member by Ordinary Resolution to serve as a replacement Director until the next AGM.

Removing a Director this way does not affect any legal claims the Director might have against the Association.

The Board cannot overturn a decision made by Members to remove a Director.

Constitution (Rules)

9.10. Casual vacancy

The Board may fill casual Director vacancies by appointment at any time except during an AGM. A casual appointee serves until the next AGM and, if elected at that AGM, continues the 3-year term that began with their casual appointment.

9.11. Fewer than minimum number of Directors

If the office of a Director becomes vacant, the remaining Directors may continue to act unless the number falls below the minimum number of 3. In that case, they may act only:

- i. to appoint Directors up to the minimum number of 3
- ii. to call a General Meeting
- iii. in emergencies.

9.12. Payments to Directors

- i. Directors serve without payment but, on terms determined by the Board, they may:
 - (a) appoint a Director to hold a paid office or position with the Association (except as Auditor)
 - (b) appoint or engage a Director or a firm of which a Director is a Member to provide professional or technical services. Any payment under such appointments must not exceed what would commercially be reasonable.
- ii. The Association pays Directors for all reasonable expenses they incur while doing their Director duties. However, if the Board sets a spending limit for a certain period, the Association won't pay any expenses that go over that limit. The Board cannot apply spending limits to expenses already incurred.

Constitution (Rules)

9.13. Director conflicts of interest

- i. A Director who has a material interest in a matter must declare it to the Board, including the nature and extent of that interest. This must be done at the first Board meeting after they become aware of the interest.
- ii. A Director with a material interest in a matter:
 - (a) cannot vote on that matter
 - (b) may be required to leave the meeting during discussion.
- iii. The Board may approve a Director acting in a matter where they have a declared material interest, subject to any conditions the Board sets and provided this complies with the Law.
- iv. A Director who properly declares their interest and follows any Board conditions is not in breach of their duties to the Association solely because of that interest.
- v. Detailed procedures for managing declarations, record-keeping, and approval processes are set out in the AMT Board Charter.

9.14. Indemnities for officers and former officers

The Association will protect and indemnify Directors, officers, auditors and agents against liabilities they may face while carrying out their duties, to the full extent permitted by the Law. This protection continues even after they leave their position. The Association must also take out insurance to provide this protection. The detailed terms and conditions of this indemnity are set out in the AMT Board Charter.

Constitution (Rules)

Part 10: Powers of the Board

10.1. General powers

- i. The Board manages the Association's business and can use all the Association's rights and powers.
- ii. The Board must follow the Law, this Constitution, and any resolutions made at a General Meeting. If Members later pass a resolution that conflicts with something the Board has already done, it does not make the Board's earlier action invalid assuming it was proper at the time.
- iii. The Board can only exercise its powers through one of the following:
 - (a) a vote at a Board meeting where a quorum is present
 - (b) a written resolution signed by the Directors
 - (c) common consent of all Directors (such as through email or other communication where all Directors agree).

10.2. Appointment of Secretary

The Board must:

- i. appoint a person to be a Secretary of the Association
- ii. determine the term of appointment, powers, duties and remuneration of the Secretary.

The Board may also terminate or suspend any appointment of a person as Secretary.

10.3. Power of Attorney

The Board can legally appoint someone to act on behalf of the Association.

10.4. Subcommittees

The Board may establish subcommittees and delegate any of its powers to them. Each subcommittee operates according to terms of reference approved by the Board.

10.5. Validity of acts of Directors

Actions taken by Directors on behalf of the Association are legally valid, even if it is later found to be unauthorised or defective.

Constitution (Rules)

10.6. Negotiable instruments and financial documents

Only people chosen by the Board can sign payment orders or other negotiable instruments or issue receipts for monies received. The Board decides who these people are and how they must sign. The Association only has to pay money or accept responsibility if:

- i. they are signed by authorised people in accordance with Board requirements
- ii. the signatures are consistent with specimen signatures held by the Association.

The Association must maintain a register of authorised signatories and their specimen signatures.

Part 11: Winding up

11.1. On the winding up of the Association:

- i. Assets available for distribution are not to be distributed to Members.
- ii. Assets are to be distributed to one or more not-for-profit associations with similar objects and legal structure.
- iii. The distribution of assets will be determined by Special Resolution at a General Meeting of Members.
- iv. If no resolution is passed, the Board will determine how assets are distributed.

Part 12: Miscellaneous

12.1. Inspection of documents

Members do not have the right to inspect the Association's books, records or private information except as required by law or when:

- i. the Board gives permission
- ii. Members pass an Ordinary Resolution at a meeting allowing it.

The Board can set conditions on any access they allow.



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