

**Women's Health and Wellbeing
Barwon South West Incorporated**

Reg. No. A0056090K, ABN 98 543 253 506

**CONSTITUTION
2022**

Table of Contents

PART 1 – THE ASSOCIATION	4
1. <i>Name</i>	4
2. <i>Purpose</i>	4
3. <i>Definitions and Interpretation</i>	4
4. <i>Legal Capacity and Powers of Association</i>	6
5. <i>Not For Profit Organisation</i>	7
6. <i>Receipts</i>	7
PART 2 – MEMBERSHIP	7
7. <i>Minimum number of members</i>	7
8. <i>Categories of membership and eligibility</i>	7
9. <i>Applications for membership</i>	8
10. <i>Member rights and responsibilities</i>	8
11. <i>Terms of membership and ceasing to be a member</i>	9
12. <i>Register of members</i>	9
13. <i>Disciplinary action</i>	10
14. <i>Grievance procedure</i>	10
PART 3 – GENERAL MEETINGS	11
15. <i>Annual general meeting</i>	11
16. <i>Special general meetings</i>	12
17. <i>Notice of general meetings</i>	12
18. <i>Representatives at general meetings</i>	13
19. <i>Quorum for general meetings</i>	13
20. <i>Chairing general meetings</i>	13
21. <i>Voting at general meetings</i>	14
22. <i>Use of technology for general meetings</i>	14
23. <i>Written resolutions</i>	14
PART 4 – THE BOARD	15
24. <i>Role and powers of the Board</i>	15
25. <i>General duties of the Board</i>	15
26. <i>Board membership, terms of office and vacancies</i>	16
27. <i>Election of Board members</i>	17
28. <i>Office-bearers</i>	18
29. <i>Secretary</i>	18
PART 5 – BOARD MEETINGS	20
30. <i>Convening Board meetings</i>	20
31. <i>Quorum for Board meetings</i>	20

32.	<i>Chairing Board meetings</i>	20
33.	<i>Voting at Board meetings</i>	20
34.	<i>Conflict of interest</i>	21
35.	<i>Minutes of meeting</i>	21
36.	<i>Leave of absence</i>	21
37.	<i>Written resolutions</i>	21
PART 6 – FINANCIAL MATTERS		22
38.	<i>Sources of funds</i>	22
39.	<i>Financial year</i>	22
40.	<i>Management of funds</i>	22
41.	<i>Payments</i>	22
42.	<i>Financial statements</i>	22
43.	<i>Review and audit of accounts</i>	24
PART 7 – GENERAL MATTERS		24
44.	<i>Retention and access to records</i>	24
45.	<i>Signing of documents</i>	25
46.	<i>Common seal</i>	25
47.	<i>Registered address</i>	25
48.	<i>Notices</i>	26
49.	<i>Amendment of constitution</i>	26
50.	<i>Winding up</i>	26
51.	<i>Applicable Not-for-Profit laws</i>	27
52.	<i>Transitional</i>	27

PART 1 – THE ASSOCIATION

1. Name

- 1.1 The name of the incorporated association is “Women’s Health and Wellbeing Barwon South West Incorporated” (the Association).
- 1.2 The name and registration number of the Association must appear in legible characters in all notices, advertisements and other official publications of the Association, and in all its business documents.

See section 23 of the Act.

2. Purpose

- 2.1 The purpose of the Association is to lead best practice women’s health promotion in the Barwon South West region to advance gender equal health outcomes and the primary prevention of illness and disease in women.
- 2.2 To achieve this purpose, the Association will:
- (a) Lead the design, delivery and evaluation of coordinated evidence-based health promotion and primary prevention strategies and interventions, including research, advocacy, capacity-building and community development
 - (b) Work collaboratively to drive transformational social change through engagement, participation and partnerships with women, the community, women’s services and other organisations
 - (c) Advise and influence all levels of decision-makers to drive meaningful systems change, including relevant law reform, policy, programming and planning
 - (d) Work within a feminist framework that centres women’s voices, independence, health and safety
 - (e) Adopt an intersectional approach that recognises the multiple and intersecting forms of discrimination women face
 - (f) Operate in a manner that is inclusive, respectful and welcoming, and is flexible and responsive to the diverse needs of the Barwon South West community.
- 2.3 The Association will comply with the Applicable Not-for-Profit Laws at all times while carrying out its purpose.

3. Definitions and Interpretation

- 3.1 In this constitution:
- (a) **ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth), or any other legislation relating to the establishment or operation of an Australian charities commission, a national regulatory framework and/or a national education body or otherwise for the not-for-profit sector. This includes any regulations made under that Act or any other such legislation, and any rulings or requirements of the Commissioner of the Australian Charities and Not-for-profits Commission under that Act, or any commissioner or body under any other such legislation, having application to the Association.
 - (b) **the Act** means the *Victorian Associations Incorporation Reform Act 2012*.
 - (c) **address** means postal address and/or email address.

- (d) **Applicable Not-for-Profit Law** means any law relating to the regulation of charities or not for profit entities applicable to the Association, including the ACNC Act, the Charities Act, each Charitable Fundraising Act, the Tax Act, and any Rulings or requirements of any commissioner or body under any such law, having application to the Association.
- (e) **associate member** means a member referred to in clause 8.1(c).
- (f) **the Association** means Women’s Health and Wellbeing Barwon South West Incorporated (ABN 98 543 253 506).
- (g) **Auditor** means the Association’s auditor.
- (h) **Board** means the Board having management of the business of the Association.
- (i) **board meeting** means a meeting of the Board held in accordance with these Rules.
- (j) **board member** means a member of the Board elected under clause 27.
- (k) **Charitable Fundraising Act** means the legislation of any State or Territory of Australia, or the Commonwealth of Australia, regulating the raising of funds for charitable purposes and applicable to the Association, which may include, relevantly, *Fundraising Act 1998* (Vic).
- (l) **Charities Act** means the *Charities Act 2013* (Cth).
- (m) **conciliator/arbitrator** means the conciliator or arbitrator appointed by the Association under clause 14.3 to resolve a dispute.
- (n) **demonstrable connection** means a potential member can demonstrate their continuing interest and commitment to the Barwon South West region, despite not living or working in the region, for instance a former resident who has moved away.
- (o) **financial year** means the 12 month period specified in clause 39.
- (p) **general meeting** means the annual general meeting and any special general meetings.
- (q) **individual member** means a member referred to in clause 8.1(a).
- (r) **member** means a member of the Association.
- (s) **member entitled to vote** means a member who is entitled to vote at a general meeting.
- (t) **organisation member** means a member referred to in clause 8.1(b).
- (u) **purpose** means the Association's purposes set out in clause 2.
- (v) **register** means the register of members of the Association.
- (w) **the Registrar** means the Registrar of Incorporated Associations under the Act.
- (x) **regulation** means regulations of the Association made by the Board to give effect to this constitution under clause 25.2.
- (y) **representative** means a person appointed by an organisation member to act as its representative under clause 8.3.
- (z) **special resolution** means a resolution that requires at least three-quarters of the members voting at a general meeting, to vote in favour of the resolution. A special resolution is required to:
 - (i) amend this Constitution;
 - (ii) remove any Board member and fill the resulting vacancy;
 - (iii) change the name of the Association;
 - (iv) amalgamate the Association with another association incorporated under the Act; and
 - (v) wind up the Association. See section 64 of the Act.
- (aa) **Secretary** means the secretary of the Association for the purposes of the Act, under the conditions given in clause 29.
- (bb) **Tax Act** means the *Income Tax Assessment Act 1997* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any rulings or requirements of the Commissioner of Taxation of the Commonwealth of Australia having application to the Association.

- (cc) **writing** includes emails and documents sent electronically.
- (dd) **woman** aligns with the definition in the *Sex Discrimination Amendment Act 2013* (Cth) and includes any person who identifies as a woman, regardless of the sex or gender assigned to them at birth. The Association’s focus on reproductive health for women also includes people who are not women but share the reproductive health of women, for example trans men and some non-binary and intersex people.

- 3.2 Where this constitution requires a document to be signed, in the case of an incorporated body the document must either be sealed, or signed on its behalf.
- 3.3 The explanatory notes inserted in a smaller font size after provisions of this constitution are for guidance only and do not form part of this constitution.
- 3.4 This constitution is to be interpreted in accordance with the Victorian *Interpretation of Legislation Act 1984* as if this constitution were an Act of the State of Victoria, unless the contrary intention appears.
- 3.5 For the purposes of this constitution, if the provisions of the Act or the ACNC Act and this constitution conflict on the same matter, the provisions of the relevant Act prevail to the extent of the conflict.
- 3.6 The provisions set out in this constitution are the ‘rules of the Association’ for the purposes of the Act.
- 3.7 This constitution is intended to make provision for all matters required by the Act, with the intention that none of the model rules prescribed under the Act apply to the Association. See section 48(3) and Schedule 1 of the Act.

4. Legal Capacity and Powers of Association

- 4.1 Subject to the Act, the Association has:
 - (a) the legal capacity of an incorporated body; and
 - (b) power to do anything incidental or conducive to the attainment of its purpose.See sections 29(2) and 30(d) of the Act.
- 4.2 The Association may only exercise its powers and use its income and assets (including any surplus) for its purpose.

5. Not For Profit Organisation

- 5.1 The income and property of the Association will only be applied towards the promotion of its purpose, and the Association will not be carried on for the profit or gain of the members, either while it is operating or on a winding up.
- 5.2 The Association must not distribute any surplus, income or assets directly or indirectly to its members. See section 33 of the Act.
- 5.3 Clause 5.1 does not prevent the Association from paying its members reimbursement for expenses properly incurred by them, or for goods supplied and services provided by them if this is done in good faith on terms no more favourable than if the member was not a member. See section 4 of the Act.

6. Receipts

- 6.1 If the Association accepts a gift, contribution or donation of money or property, the Association must give the donor a receipt, and otherwise comply with all applicable laws in relation to any such gift, contribution or donation, including without limitation the Applicable Not-for-Profit Laws.
- 6.2 The Association may seek gifts, contributions or donations of money or property from the public.

PART 2 – MEMBERSHIP

7. Minimum number of members

- 7.1 The Association must have at least 5 members.

8. Categories of membership and eligibility

- 8.1 The Association has 3 categories of membership:
- (a) individual members;
 - (b) organisation members; and
 - (c) associate members.
- 8.2 Any woman aged 18 or older who lives, works or has a demonstrable connection to the Barwon South West region and supports the purpose of the Association is eligible to become an individual member.
- 8.3 Organisations who work in the Barwon South West region that support the purposes of the Association are eligible for Organisation Membership. Each member organisation may appoint one woman as representative who is eligible to submit one vote on behalf of the member organisation.
- 8.4 A not-for-profit organisation that is not incorporated may only become a member by nominating an individual or incorporated body to be a member on its behalf.
- 8.5 The Board can establish categories of associate membership.
- 8.6 Staff can apply to be associate members.

9. Applications for membership

- 9.1 Applications for membership must:
- (a) demonstrate the applicant meets eligibility requirements and agrees to comply with the Association's constitution;
 - (b) be signed by the applicant;
 - (c) be accompanied by the membership fee (if one applies); and
 - (d) be submitted to the Secretary.
- 9.2 The Board may by regulation specify a membership application form, in which case applications for membership must be in the prescribed form.
- 9.3 Applications for membership by incorporated organisations may also include the name of the organisation's representative for the purposes of clause 18.
- 9.4 Applications for membership by unincorporated organisations:
- (a) must include the name of the individual or incorporated body that will be the member on its behalf in accordance with clause 9.3; and
 - (b) if an incorporated body will be the member on its behalf – may also include the name of that body's representative for the purposes of clause 18.
- 9.5 As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application and must notify the applicant in writing of its decision.
- (a) If the Board rejects the application, it must return any money accompanying the application to the applicant. No reason need be given for the rejection of an application.
 - (b) If the Board approves the application, the applicant becomes a member from the date of the Board meeting. The name and address of the new member, category of membership and the date of becoming a member must be entered in the register of members as soon as practicable.
- 9.6 An application for membership from an applicant who has at any time been expelled from the Association under the provisions of this constitution will be referred to the Board and the Board will determine whether to accept or reject the application as set out in clause 9.5.
- 9.7 The Board may determine if any membership fees are payable for each category of member on application or on a periodic basis.

10. Member rights and responsibilities

- 10.1 A member is entitled to vote so long as their membership rights have not been suspended.
- 10.2 Associate members are not entitled to vote or be a Board member but are otherwise governed by these rules in the same way as members.
- 10.3 A member of the Association who is entitled to vote has the right to:
- (a) receive notice of general meetings and of proposed resolutions in the manner and time prescribed by this constitution;
 - (b) submit items of business for consideration at a general meeting;
 - (c) attend, participate in and vote at a general meeting, including electing Board members;
 - (d) convene a special general meeting under the provisions set out in clause 16; and
 - (e) inspect the register of members, minutes of general meetings and other documents of the Association set out in clause 44.

See sections 53, 57, 60 and 61 of the Act.

- 10.4 All members agree:
- (a) to support the purpose of the Association, and comply with the constitution and regulations at all times; and
 - (b) that all intellectual property created by them while participating in the Association belongs to the Association and must not be used without its permission.
- 10.5 This constitution is an enforceable contract between the Association and each member. The rights of members are personal to each member and are not transferable by the member's own act or by operation of law. See sections 46 and 67 of the Act.
- 10.6 Members (including Board members) are not liable to contribute to the debts and liabilities of the Association only because of their membership of the Association or the Board. See section 52(1) of the Act.

11. Terms of membership and ceasing to be a member

- 11.1 A member's membership of the Association will cease:
- (a) if the member resigns in writing to the Secretary;
 - (b) if the member is expelled as a member under the process in clause 13;
 - (c) if the member's membership lapses due to non-renewal of membership under clause 11.2;
 - (d) if the member:
 - (i) dies;
 - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
 - (iii) is convicted of an indictable offence; or
 - (iv) becomes bankrupt.
- 11.2 All memberships lapse at the end of each annual general meeting. Members will be invited to renew their membership at the same time notification is sent out for the forthcoming annual general meeting. If no renewal application is received before the close of that annual general meeting, the member is taken to have resigned.
- 11.3 Within 14 days of a membership ceasing:
- (a) the date of membership ceased must be entered in the register of members; and
 - (b) the address, category of membership and date of becoming a member of the former member must be removed from the register of members. See sections 56(3) and 56(4) of the Act.

12. Register of members

- 12.1 The Board must ensure that a register is kept and maintained.
- 12.2 For current members, it must contain the member's name, address, membership category and date membership commenced, in accordance with clause 9.5(b).
- 12.3 For former members, it must contain the member's name and date membership ceased in accordance with clause 11.3. See section 56 of the Act.
- 12.4 Members may inspect and obtain copies of the register in accordance with clause 44. See section 57 of the Act.

13. Disciplinary action

- 13.1 The Board may, by resolution, discipline a member from the Association who:
- (a) commits any breach of the constitution of the Association;
 - (b) acts in a manner that the Board deems contrary to the interests of the Association; or
 - (c) no longer complies with the membership requirements of the Association.
- 13.2 The Association must not take disciplinary action under this clause against a member who is involved in the grievance procedure under clause 14 until the grievance procedure has been completed. Compare section 55(4) of the Act.
- 13.3 The Association must ensure that the member who is the subject of disciplinary action:
- (a) is informed of the grounds upon which the disciplinary action against the member is proposed to be taken; and
 - (b) has been given an opportunity to be heard in relation to the matter.
- 13.4 After complying with clause 13.2, the disciplinary committee may:
- (a) take no further action against the member; or
 - (b) subject to clause 13.7:
 - (i) reprimand the member;
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- 13.5 The Board may delegate its powers under this clause to a disciplinary committee appointed by the Board. This must occur if any Board member is biased for or against the member concerned. The members of the disciplinary committee need not be Board members or members of the Association, but must not be biased for or against the member concerned. See section 54(3)(b) of the Act.
- 13.6 The disciplinary procedure under clause 13 must be completed as soon as is reasonably practicable. See section 54(3)(c) of the Act.
- 13.7 The Association may not fine members.
- 13.8 The suspension of membership rights or the expulsion of a member by the disciplinary committee under clause 13.4 takes effect immediately after the vote is passed.

14. Grievance procedure

- 14.1 The grievance procedure in this clause applies to disputes under this constitution between:
- (a) a member and another member;
 - (b) a member and the Board or the Association.
- 14.2 The parties must first attempt to resolve the dispute themselves.
- 14.3 If the parties are unable to resolve the dispute, the Board must appoint a conciliator and/or arbitrator (in this clause, “conciliator”).
- 14.4 The conciliator:
- (a) must not have a personal interest in the dispute;
 - (b) must not be biased in favour of or against any party; See section 55(3)(b) of the Act.
 - (c) may be a member or former member of the Association; and

- (d) if possible, must be appointed with the agreement of all parties.
- 14.5 The conciliator must conduct a conciliation at which each party is given a reasonable opportunity to be heard. See section 55(3)(a) of the Act.
- 14.6 The parties must in good faith attempt to resolve the dispute by conciliation.
- 14.7 The conciliator may during, and must at the end of, the conciliation attempt to resolve the dispute by agreement between the parties.
- 14.8 If the conciliator is unable to resolve the dispute by agreement between the parties, the conciliator must determine the respective rights and obligations under this constitution of the parties and any other members.
- 14.9 A determination of a conciliator under this clause is binding on the parties and all members.
- 14.10 A party may appoint another person to act on its behalf in the grievance procedure. See section 55(2) of the Act.
- 14.11 A member who is the subject of a disciplinary procedure under clause 13 must not initiate the grievance procedure under this clause until the disciplinary procedure has been completed. See section 54(4) of the Act.
- 14.12 The State, Territory and Commonwealth Acts applying to commercial arbitrations do not apply to the grievance procedure in this clause.

PART 3 – GENERAL MEETINGS

15. Annual general meeting

- 15.1 The Board must convene an annual general meeting each year, held within 5 months after the end of the Association’s financial year. See section 63 of the Act.
- 15.2 At the annual general meeting, the Board must submit to the members:
 - (a) the financial statements for the last financial year prepared in accordance with clause 42; and
 - (b) if required by clause 43– the accompanying review or audit report.See sections 94, 97 and 100 of the Act.
- 15.3 The ordinary business of the annual general meeting is to:
 - (a) confirm the minutes of the last annual general meeting, and any special general meetings since the last annual general meeting;
 - (b) consider the annual report of the Board on the activities of the Association during its last financial year;
 - (c) consider the financial statements and any accompanying review or audit report;
 - (d) determine the amount and payment date of the annual subscription (if any) for the following financial year;
 - (e) elect Board members; and
 - (f) any other business for which notice has been given in accordance with clause 17.
- 15.4 The Board must ensure that minutes are taken and kept of all annual general meetings and must include:
 - (a) the names of the members attending the meeting;
 - (b) a copy of the financial statements submitted to the members in accordance with clause 15.2(a) and any accompanying review or audit report submitted under clause 15.2(b); and
 - (c) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association.

- 15.5 At the conclusion of the annual general meeting, or as soon as practicable after, a Board member must certify in the form approved by the Registrar that the Board member attended the annual general meeting, and the financial statements were submitted to the members at the annual general meeting.

See sections 94(3), 97(3) and 100(3) of the Act.

- 15.6 The Secretary must lodge with the Registrar within one month of the annual general meeting:
- (a) an annual statement in the form approved by the Registrar;
 - (b) the financial statements and any accompanying review or audit report; and
 - (c) a statement of the terms of any resolution passed at the annual general meeting concerning the financial statements.

See section 102 of the Act.

16. Special general meetings

- 16.1 Special general meetings may be convened:

- (a) by resolution by the Board, whenever it considers appropriate; or
- (b) by a request in writing by at least 25% of members entitled to vote.

- 16.2 The request must be given to the Secretary and include the names, addresses and signatures of the members making the request, as well as the business to be considered at the meeting, including any resolution to be proposed.

- 16.3 If the Board does not arrange for the special general meeting to be held within 6 weeks of the request being made, the members making the request (or any of them) may convene the special general meeting. If this occurs, the special general meeting must be held within 3 months of the original request being made, and may only consider the business stated in the original request. The Association must reimburse all reasonable expenses incurred by the members convening the special general meeting.

- 16.4 Special general meetings may only consider business of which notice has been given in accordance with clause 17.

- 16.5 The Board must ensure that minutes are taken and kept of all special general meetings and must include:

- (a) the business considered at the meeting;
- (b) any resolution on which a vote is taken and the result of the vote; and
- (c) a copy of any financial statements submitted at the meeting.

17. Notice of general meetings

- 17.1 Notice of general meetings must be given to all members entitled to vote at least 21 days prior to the meeting. The notice must be in writing and state:

- (a) the date, time and place (or places) of the meeting;
- (b) how to access the meeting via use of technology;
- (c) the general nature of each item of business to be considered, including the election of Board members;
- (d) where relevant, any proposed special resolution in full and the intention to propose the resolution as a special resolution;
- (e) a statement that member organisations may appoint a representative to attend, speak and vote on their behalf and a copy of clause 18; and

- (f) application for membership renewal.

See sections 60 and 64(3) of the Act.

- 17.2 If any member requests in writing inclusion of an item of business at least 14 days before the notice is sent, it must be included in the notice.
- 17.3 The notice may include a form to appoint representatives for the purposes of clause 18, but member organisations are not required to use the form.
- 17.4 Despite clause 17.1, the accidental omission to give notice of the meeting to a member or members, or the non-receipt by a member or members of notice of the meeting does not invalidate the meeting.

18. Representatives at general meetings

- 18.1 Member organisations may appoint individuals to represent them at general meetings. Appointments of representatives must be:
 - (a) in writing, naming the individual (or individuals, in order) appointed;
 - (b) sealed by, or signed on behalf of, the member organisation making the appointment; and
 - (c) sent to the Secretary or given to the chair of the meeting before the commencement of the meeting.
- 18.2 Representatives may exercise all the rights of members under this Part.

19. Quorum for general meetings

- 19.1 No business may be conducted at a general meeting unless a quorum of members is present.
- 19.2 The quorum for business to be conducted at any general meeting is the presence of the greater of 5 or 10% of the members entitled to vote (either physically present or via use of technology under clause 22).
- 19.3 If a quorum is not present within 30 minutes from the commencement time given on the notice, the meeting must be adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Board members.

20. Chairing general meetings

- 20.1 The Chair is entitled to chair general meetings. If the Chair is not present or does not wish to chair the meeting, the Deputy Chair may take her place. If neither the Chair nor the Deputy Chair is present, or if neither wishes to chair the meeting, the meeting must elect another member to chair.
- 20.2 If there is a dispute at a general meeting about a question of procedure, the Chair may make a determination on the question.
- 20.3 The Chair of an annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Association.

21. Voting at general meetings

- 21.1 Each member who is entitled to vote has one vote and may vote in person or via the use of technology in accordance with clause 22. Member organisations may appoint a representative to vote under clause 18.
- 21.2 Members of the Association are not entitled to vote by proxy.
- 21.3 Any question arising at a general meeting must be decided on by a majority of the votes (except in the case of a special resolution which require at least three-quarters of members voting at the meeting to vote in favour.)
- 21.4 Voting is by show of hands, unless a count is demanded. Compare section 65(2) of the Act.
- 21.5 Any member entitled to vote (including the Chair) may demand a count before or immediately after the declaration of the result on a show of hands. If a count is demanded, the votes of each member must be counted, as directed by the Chair. Compare section 65(3) of the Act.
- 21.6 If an equal number of votes are cast for and against a motion or amendment, the Chair must declare the motion or amendment lost.
- 21.7 The Chair does not have a casting vote in addition to their vote as member.
- 21.8 The Chair's declaration of the result of the vote is conclusive evidence of that result. Compare section 65(1) of the Act.

22. Use of technology for general meetings

- 22.1 The attendees need not all be physically present in the same place for a general meeting to be held in accordance with this clause 22.
- 22.2 A general meeting held in accordance with this clause 22 may be held by all attendees communicating with each other by any technological means by which they are able to simultaneously hear each other and participate in discussion.
- 22.3 A Board member, member or any other attendee who attends a meeting held in accordance with this clause 22 is taken to be present and is entitled to vote at the meeting (to the extent they are entitled to vote in accordance with this constitution).
- 22.4 Despite anything in clause 22, the means by which voting will occur will be determined by the Board prior to the meeting, ensuring that all attendees of a meeting held in accordance with this clause 23 have a mechanism for adequate participation.

23. Written resolutions

- 23.1 The Association may pass a resolution without a general meeting being held if all the members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last member signs.
- 23.2 For the purposes of clause 23.1, separate copies of a document may be used for signing by members if the wording is identical in each copy.
- 23.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission or notification.
- 23.4 Any written resolution passed in accordance with this clause satisfies any requirement in the constitution or in the Act (to the extent permitted by the Act) that the resolution be passed at a general meeting (or be a special resolution).

PART 4 – THE BOARD

24. Role and powers of the Board

- 24.1 The Board is responsible for both the governance and management of the Association.
- 24.2 The Board must appoint a woman as Executive Officer and must, by regulation, delegate the management of the Association to the Executive Officer. The Executive Officer is responsible to the Board for the management of the Association and must attend all Board meetings, unless excused or requested not to by the Board.
- 24.3 The Board may delegate its powers to a member of the Board, a committee or staff as it considers appropriate. The Board cannot delegate its power of delegation or any duty imposed on the Board by the Act or any other law. No delegation by the Board under this clause limits the duties and liability of each Board member.
- 24.4 The Board members may at any time revoke any delegation of power.
- 24.5 Board members must exercise their powers and discharge their duties:
- (a) with reasonable care and diligence; and See section 84 of the Act.
 - (b) in good faith in the best interests of the Association, and for a proper purpose. See section 85 of the Act.
- 24.6 Board members and former Board members must not make improper use of their position, or information acquired by virtue of holding their position, so as to gain an advantage for themselves or any other person, or to cause detriment to the Association. See section 83 of the Act.
- 24.7 The Association indemnifies Board members against any liability incurred in good faith by them in the course of performing their duties. See section 87 of the Act.

25. General duties of the Board

- 25.1 The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with the provisions of this constitution. As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with the rules set out in this constitution and the Act.
- 25.2 The Board may by resolution make regulations to give effect to this constitution. Members must at all times comply with the regulations as if they formed part of this constitution.
- 25.3 The Board may establish and dissolve committees by regulation to support its work. Members appointed to committees need not be members of the Association. The regulation must specify:
- (a) how the members of the committee and the Chair are to be appointed; and
 - (b) the terms of reference and procedure of the committee.
- 25.4 The Board may by regulation or resolution authorise the Chair, the Executive Officer or other person to make public statements on behalf of the Association. No person may make any public statement on behalf of the Association unless authorised by the Board.

26. Board membership, terms of office and vacancies

- 26.1 The Board shall have no less than 6 and no more than 12 members.
- 26.2 Board members hold office for 2 years: from the end of the annual general meeting at which they are elected until the end of the second annual general meeting after they are elected (unless they resign, are removed or otherwise cease to be a Board member.)
- 26.3 A Board member who has held office for 3 terms is not eligible to be re-elected at the end of their third term. Once a period of 6 years has passed since the member last held office, the member is eligible to nominate again for election to the Board.
- 26.4 Board members cease to be Board members if they:
- (a) cease to be a member of the Association, or the representative of a member of the Association;
 - (b) fail to attend 3 consecutive Board meetings without leave of absence under clause 36;
 - (c) is committed of an indictable offence;
 - (d) resign by notice in writing to the Secretary; See section 78(2)(a) of the Act.
 - (e) is removed by a resolution of the Association pursuant to clause 26.5;
 - (f) dies;
 - (g) become a represented person under the *Victorian Guardianship and Administration Act 1986*, becomes of unsound mind or a person whose estate is liable to be dealt with in any way under a law relating to mental health;
 - (h) are disqualified under the *Commonwealth Corporations Act 2001*, the *Commonwealth Corporations (Aboriginal and Torres Strait Islander) Act 2006*, the *Co-operatives National Law (Victoria)* or the ACNC Act. See section 78(2) of the Act; or
 - (i) become insolvent under administration. See section 38 of the *Victorian Interpretation of Legislation Act 1984*.
- 26.5 A general meeting may by special resolution remove any Board member and fill the resulting vacancy. Compare section 78(2)(b) of the Act.
- 26.6 If the conduct, position or circumstances of any Board member is such that continuance in office appears to the majority of the Board members to be prejudicial to the interests of the Association, a majority of Board members at a meeting of the Board members specifically called for that purpose may suspend that Board member.
- 26.7 Within 14 days of any suspension under clause 26.6, the Board members must call a general meeting, at which the members entitled to vote may either confirm the suspension and remove the Board member from office in accordance with clause 26.5 or annul the suspension and reinstate the Board member.
- 26.8 The Board may appoint a woman who meets Board eligibility requirements to fill a Board vacancy for the remainder of the term of office. Once the casual vacancy term of office is complete, this woman is then eligible to run for re-election for 3 full terms.
- 26.9 The Board may continue to act despite any vacancy in its membership.
- 26.10 Even if it is subsequently found that a person who has acted as a Board member was not properly elected or appointed, the validity of the acts of that person as a Board member and decisions of Board meetings in which that person has participated are not affected.
- 26.11 If a person becomes or ceases to be a Board member, the Association must notify the Australian Charities and Not-for-profits Commission in the approved form:
- (a) if the revenue of the Association for the financial year is \$250,000 or more – within 28 days; or
 - (b) if the revenue of the Association for the financial year is less than \$250,000 – within 60 days.
- See section 65-5 of the ACNC Act.

27. Election of Board members

- 27.1 A woman is eligible to be elected or appointed as a Board member if the woman:
- (a) is a member entitled to vote at annual general meetings;
 - (b) is over 18 years of age;
 - (c) is not disqualified under the ASIC and ACNC registers; and
 - (d) meets any additional eligibility criteria for Board membership set by the Board prior to the opening of nominations and included in the Board nomination form.
- 27.2 The Board will undertake an annual audit of its skills and expertise to identify any additional eligibility criteria to be included in the forthcoming call for nominations for new Board members.
- 27.3 A call for nominations for Board membership will be issued, including any eligibility criteria.
- 27.4 The Board may by regulation prescribe a nomination form for the purposes of clause 27.3, in which case nominations must be in the prescribed form.
- 27.5 Nominations must be signed by:
- (a) a nominator and seconder who are both members entitled to vote; and
 - (b) the candidate, consenting to the nomination.
- 27.6 Nominations (or an emailed copy) must be received by the Secretary no later than 4.00 pm, on the date set by the Board at the time of opening nominations.
- 27.7 All nominations will be reviewed to ensure candidates meet eligibility criteria by the Board or any committee delegated responsibility by the Board.
- 27.8 The notice of the annual general meeting must include information about the Board election, including how many positions are open and a list of candidates.
- 27.9 If the number of nominations to be Board members is equal to, the number of Board positions to be filled, the Chair of the annual general meeting must declare the positions filled.
- 27.10 If there are more nominations than positions to be filled, a ballot must be held at the annual general meeting.
- 27.11 If there are fewer nominations than positions to be filled, the Chair of the annual general meeting must:
- (a) declare elected any candidate who has nominated; and
 - (b) reopen nominations for the remaining position or positions.
- 27.12 If nominations are reopened:
- (a) candidates may nominate themselves; and
 - (b) if there are more nominations than positions to be elected, a ballot must be held in accordance with the regulations set by the Board.

- 27.13 If a ballot is required, the Chairperson of the meeting must appoint a member to act as a Returning Officer to conduct the ballot.
- 27.14 The Returning Officer must not be a member nominated for a position and must conduct the ballot in accordance with procedure established by the Board or Association.
- 27.15 The election must be by secret ballot.
- 27.16 If the Returning Officer is unable to declare the result of an election the Returning Officer must conduct a further election for the position or, with the agreement of those candidates, decide by lot which of them is to be elected.

28. Office-bearers

- 28.1 The Association has the following office-bearers: the Secretary, Chair, the Deputy Chair, and the Treasurer. The Board may by regulation establish other office-bearer positions.
- 28.2 At the first Board meeting following the annual general meeting the Board must elect the office-bearers from among its Board members. Office-bearers may be re-elected to a position but are not eligible to hold that position again after three full terms.
- 28.3 Office-bearers hold office from the time of their election until their successor is elected (unless they resign, are removed or cease to be a Board member).
- 28.4 Office-bearers (with the exception of the Secretary who may resign in accordance with clause 29.6) may resign by writing to the Secretary.
- 28.5 Office-bearers who cease to be Board members cease to be office-bearers.
- 28.6 Office-bearers may be removed by resolution of the Board.
- 28.7 As soon as practicable, the Board must fill vacancies in office-bearer positions for the remainder of the term.

29. Secretary

- 29.1 The Executive Officer is the secretary of the Association for the purposes of the Act.
- 29.2 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 29.3 The Secretary must:
- (a) maintain the register of members in accordance with clause 12;
 - (b) keep custody of the common seal (if any) of the Association;
 - (c) subject to the Act and this constitution, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the secretary by this constitution.

- 29.4 The Secretary must notify the Registrar within 14 days of her appointment and any change of address. See sections 74 and 74A of the Act.
- 29.5 The Secretary whose appointment was last notified to the Registrar remains the Secretary of the Association in some circumstances under the Act until the appointment of a new Secretary is notified. See section 215 of the Act.
- 29.6 The Secretary ceases to be the Secretary if she:
- (a) ceases to be the Executive Officer;
 - (b) resigns as Secretary by writing to the Board;
 - (c) becomes insolvent under administration See section 38 of the Victorian Interpretation of Legislation Act 1984;
 - (d) becomes a represented person under the Victorian *Guardianship and Administration Act 1986*;
 - (e) is disqualified under the Commonwealth Corporations Act 2001, the Commonwealth Corporations (Aboriginal and Torres Strait Islander) Act 2006, the Co-operatives National Law (Victoria) or the ACNC Act; or
 - (f) ceases to reside in Australia. See section 78(2) of the Act.
- 29.7 A general meeting may remove the Secretary by special resolution. See section 78(2)(b) of the Act.
- 29.8 The Board must fill any vacancy in the position of Secretary within 14 days. If the position of Executive Officer is vacant, the Board may appoint another employee or a Board member as acting Secretary until the vacancy is filled. See section 73 of the Act.

PART 5 – BOARD MEETINGS

30. Convening Board meetings

- 30.1 The Chair, Secretary or any 3 Board members may convene a Board meeting as appropriate.
- 30.2 At the first meeting after the annual general meeting each year, the Board must by resolution set the dates, times and places of ordinary Board meetings until the next annual general meeting. The Board may by resolution subsequently change the dates, times and places of ordinary meetings.
- 30.3 Each Board member must be given at least 7 days' notice in writing of Board meetings, subject to clause 30.4. The notice must state the date, time and place of the meeting, but need not include the business to be considered. Notice may be given of more than one Board meeting at the same time.
- 30.4 In cases of urgency, a meeting may be held without the notice required by clause 30.3 provided that as much notice as practicable is given to each Board member by the quickest practicable means.
- 30.5 An accidental omission to send a notice of a Board meeting to any Board member or the non-receipt of such a notice by any Board member does not invalidate the proceedings, or any resolution passed, at the meeting.

31. Quorum for Board meetings

- 31.1 No business may be conducted at a Board meeting unless a quorum is present.
- 31.2 The quorum for Board meetings is the presence in person or via technology of a majority of Board members at the time.
- 31.3 If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting, the meeting must be adjourned.

32. Chairing Board meetings

- 32.1 The Chair is entitled to chair general meetings. If the Chair is not present or does not wish to chair the meeting, the Deputy Chair may take her place. If neither the Chair nor the Deputy Chair is present, or if neither wishes to chair the meeting, the meeting must elect another member to chair.

33. Voting at Board meetings

- 33.1 Each Board member has one vote and may vote in person or via use of technology.
- 33.2 Voting by proxy is not permitted.
- 33.3 A motion is carried if a majority of board members present at the meeting vote in favour of the motion.
- 33.4 If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

34. Conflict of interest

- 34.1 Board members who have a material personal interest in a matter that is being considered at a Board meeting must disclose the nature and extent of their interest to the Board as soon as they become aware of the interest, as well as at the next general meeting.
- 34.2 Subject to the requirements of the Act, the member must not be present while the matter is being considered at the meeting and may not vote on the matter. See sections 80 and 81 of the Act.
- 34.3 This does not apply to material personal interests that:
- (a) exist only because the Board member belongs to a class of persons for whose benefit the Association is established; or
 - (b) the Board member has in common with all, or a substantial proportion of, the members of the Association.

See sections 80 and 81 of the Act.

35. Minutes of meeting

- 35.1 The Board must ensure that minutes are taken and kept of each Board meeting.
- 35.2 The minutes must record the following:
- (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote; and
 - (d) any material personal interest disclosed under clause 34.

36. Leave of absence

- 36.1 The Board may by resolution grant Board members a leave of absence from Board meetings for up to 3 months. The Board may not grant a leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member concerned to seek a leave of absence in advance.

37. Written resolutions

- 37.1 The Board members may pass a resolution without a Board meeting being held if all the Board members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. "All Board members" does not include those Board members who are prohibited by conflict of interest from voting on the matter at a Board meeting under clause 34, or have a leave of absence from Board meetings under clause 36.
- 37.2 The resolution is passed when the last Board member entitled to vote signs.
- 37.3 For the purposes of clause 37.1, separate copies of a document may be used for signing by directors if the wording of the resolution and statement is identical in each copy.
- 37.4 The Board must ensure that minutes are taken and kept of all resolutions without meeting. Compare item 14 of Schedule 1 of the Act.

PART 6 – FINANCIAL MATTERS

38. Sources of funds

- 38.1 The funds of the Association may be derived from grants, donations, fund-raising activities, membership fees, interest and any other sources approved by the Board.

39. Financial year

- 39.1 The financial year of the Association is from 1 July to 30 June, unless the Board by regulation adopts a different financial year.

40. Management of funds

- 40.1 The Board is responsible for the management of the funds of the Association.
- 40.2 The Association must keep financial records that correctly record and explain its transactions and financial position and performance, and would enable true and fair financial statements to be prepared in accordance with clause 42. See section 89(1) of the Act.
- 40.3 All money received by or on behalf of the Association must be deposited without delay into a bank account in the name of the Association.

41. Payments

- 41.1 All payments by the Association must be specifically authorised in writing and – in the case of cheques – signed by at least 2 persons nominated by the Board by regulation or resolution.
- 41.2 The Board may nominate a list of individuals or positions for the purposes of clause 41.1.
- 41.3 Signatories must not sign cheques until the payee and amount have been written in.
- 41.4 This clause does not apply to credit card and petty cash payments where the amount is within limits set by the Board by regulation or resolution.

42. Financial statements

- 42.1 In this clause and clause 43:
- (a) “tier one association” means an incorporated association that has a total revenue of less than \$250,000
 - (b) “tier two association” means an incorporated association that has a total revenue of between \$250,000 and \$1 million
 - (c) “tier three association” means an incorporated association that has a total revenue of more than \$1 million, and

- (d) “total revenue” means the total income of the incorporated association during its last financial year from all the activities of the Association before any expenses, including the cost to the Association of goods sold by it, are deducted.

See section 90 of the Act.

- 42.2 As soon as practicable after the end of the Association’s financial year, the Board must cause financial statements of the Association for that year to be prepared in accordance with this clause. See sections 92(1), 95(1) and 98(1) of the Act.
- 42.3 For tier one associations, the financial statements must give a true and fair view of the financial position and performance of the Association during and at the end of its last financial year. See section 92(2)(a) of the Act.
- 42.4 For tier two and tier three associations, the financial statements must be prepared in accordance with the Australian Accounting Standards. See sections 95(2)(a) and 98(2)(a) of the Act.
- 42.5 The financial statements must contain particulars of:
 - (a) the income and expenditure of the Association during and at the end of its last financial year
 - (b) the assets and liabilities of the Association at the end of its last financial year
 - (c) the mortgages, charges and securities of any description affecting any property of the Association at the end of its last financial year
 - (d) the same particulars in respect of each trust of which the Association was trustee during any part of its last financial year, and
 - (e) any trust, held on behalf of the Association by a person or body other than the Association, in which funds or assets of the Association are placed.

See section 101(1) of the Act.

- 42.6 The financial statements must also deal with any matters prescribed by the regulations under the Act.
See sections 92(2)(b), 95(2)(b) and 98(2)(b) of the Act.
- 42.7 The financial statements must have a certificate attached in the form prescribed under the Act signed by 2 Board members in accordance with a resolution of the Board certifying that the financial statements give a true and fair view of the financial position and performance of the Association during and at the end of its last financial year. Compare sections 94(2)(b), 97(2)(b) and 100(2)(b) of the Act.
- 42.8 The Board must submit the financial statements (including the attached certificate) to the annual general meeting under clause 15.2. See sections 94, 97 and 100 of the Act.
- 42.9 If different amounts are prescribed under the Act, the amounts in clause 42.1 are varied accordingly. See section 90 of the Act.

43. Review and audit of accounts

- 43.1 For tier two associations, the Board must have the financial statements reviewed in accordance with the Act, and submit the reviewed report to the annual general meeting under clause 15.2. See sections 96 and 97(2)(c) of the Act.
- 43.2 For tier three associations, the Board must have the financial statements audited in accordance with the Act, and submit the audit report to the annual general meeting under clause 15.2. See sections 99 and 100(2)(c) of the Act.
- 43.3 For tier one associations, if a majority of the members present at a general meeting vote to have the financial statements reviewed, the financial statements must be reviewed as if it were a tier two association. See section 93 of the Act.
- 43.4 An auditor may only be removed by a general meeting in accordance with the procedure set out in the Act. See sections 106 and 107 of the Act.

PART 7 – GENERAL MATTERS

44. Retention and access to records

- 44.1 The Board must provide for the safe keeping of the records of the Association.
- 44.2 The Association must keep:
- (a) Financial records for at least 7 years after the transactions covered by the records are completed. See section 89(2) of the Act.
 - (b) Financial statements submitted to the annual general meeting for at least 7 years after the annual general meeting. See section 105(1) of the Act.
 - (c) The certificate referred to in clause 15.5 for at least 7 years after the certificate was signed. See section 105(2) of the Act.
 - (d) All its other records for at least 7 years after the record was created.
- 44.3 A person who is no longer entitled to custody of records of the Association must return them to the Board within 28 days. See section 88 of the Act.
- 44.4 Members may, on request, inspect the register of members, with copies made available at no charge within 7 days if requested.
- 44.5 Members may only use or disclose information from the register of members to contact or send material to other members if this is directly related to the management or purpose of the Association. See section 58 of the Act.
- 44.6 Non-members must not use or disclose information from the register of members to contact or send material to members unless this has been authorised by the Secretary and is directly related to the management or purpose of the Association. See section 58 of the Act.
- 44.7 Members can write to the Secretary to request that access to their personal information in the register of members be restricted in accordance with the Act, if there are special circumstances that justify doing so. The Secretary will decide if there are special circumstances and advise the member of her decision. See section 59 of the Act.
- 44.8 Members may request to inspect:
- (a) the minutes of general meetings, with copies made available at no charge within 7 days if requested

- (b) any trust deed referred to in clause 42.5(e) with copies made available at no charge within 7 days if requested
- (c) other records of the Association such as minutes of Board meetings, and may only have copies of these records if permitted by the Secretary

See sections 53(1), 57 and 101(2) and items 13, 15 and 16 of Schedule 1 of the Act. Compare section 53(2) and see items 13 and 15 of Schedule 1 of the Act.

- 44.9 The Secretary may refuse to permit a member to inspect records of the Association that relate to confidential personal, employment, commercial and legal matters. See items 13 and 16 of Schedule 1 of the Act.
- 44.10 If requested, members and applicants for membership must receive a copy of the constitution and regulations from the Secretary at no charge. Compare section 53 of the Act.

45. Signing of documents

- 45.1 The Association may sign contracts and other documents either by using a common seal under clause 46 or by having the document signed by 2 Board members. See section 38 of the Act.
- 45.2 A document may only be signed by 2 Board members if authorised by resolution of the Board.

46. Common seal

- 46.1 The Association may have a common seal. If a common seal exists, the Board must provide for its safe keeping. See section 29(2)(b) of the Act.
- 46.2 The name of the Association must appear in legible characters on the common seal. See section 23(1)(a) of the Act.
- 46.3 A document may only be sealed with the common seal if authorised by resolution of the Board. The sealing must be witnessed by the signatures of at least 2 Board members nominated by the Board by regulation or resolution. The Board may nominate a list of individuals or positions to be signatories for this purpose.

47. Registered address

- 47.1 The Association must have a registered address for the service of documents on the Association and must notify the Registrar of any change of registered address within 14 days. The registered address of the Association must be the address of the principal office of the Association, unless the Board by regulation nominates a different address. See sections 28 and 217 of the Act.

48. Notices

- 48.1 Members, including Board members, must give the Association their address for notices, and any change in that address. The Association must enter any change in the address of a member in the register of members without delay.
- 48.2 Notice may be given to a member by sending it to the address last given by the member.
- 48.3 In this constitution a period of notice of a meeting expressed in days does not include the day on which notice is given, but includes the day on which the meeting is held.
- 48.4 Notices sent by prepaid post are taken to have been given on the fourth day after posting that is not a Saturday, Sunday or public holiday at that address.
- 48.5 Notices sent by email are taken to have been given on the first day after sending that is not a Saturday, Sunday or public holiday at that address.

49. Amendment of constitution

- 49.1 This constitution may only be amended by special resolution. See section 50(1) of the Act.
- 49.2 An amendment to this constitution does not take effect until it has been approved by the Registrar. See section 50(2) of the Act.
- 49.3 The Secretary must apply to the Registrar for approval of the amendment within 28 days after the special resolution was passed. See section 50(3) of the Act.

50. Winding up

- 50.1 The Association may be wound up voluntarily by special resolution. See section 125 of the Act.
- 50.2 Subject to clause 50.3, if the Association is wound up voluntarily or otherwise, or if its incorporation is cancelled, any surplus remaining following the satisfaction of all debts and liabilities must not be distributed to any member, but will unless otherwise required by law, be given or transferred to another body which, by its constitution is
- (a) required to pursue charitable purposes only (being charitable purposes similar as far as possible, to those of the Association);
 - (b) required to apply its income in promoting its charitable purposes; and
 - (c) prohibited from making any distribution to its members and paying fees to its directors, to at least the same extent of such prohibitions under this constitution,
- such fund authority or institution to be determined by the members, and in default, by application to the Supreme Court of Victoria for determination.
- 50.3 If the Association is endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act then on the winding up of the Association or revocation of endorsement of the Association, any surplus of the following assets, namely:
- (a) gifts or money or property for the purpose of the Association;
 - (b) contributions described in item 7 or 8 of the table in section 30-15 of the Tax Act in relation to a fundraising event held for the purpose;
 - (c) money received by the Association because of such gifts or contributions,

will as required by section 30-125 of the Tax Act, be given or transferred to a fund authority or institution gifts to which are deductible under Division 30 of the Tax Act and by which, by its constitution, is:

- (d) required to pursue charitable purposes only (being charitable purposes similar as far as possible, to those of the Association);
- (e) required to apply its income in promoting its charitable purposes; and
- (f) prohibited from making any distribution to its members and paying fees to its directors, to at least the same extent of such prohibitions under this constitution,

such fund authority or institution to be determined by the members, and in default, by application to the Supreme Court of Victoria for determination.

- 50.4 The surplus assets of the Association do not include any property supplied by a government department, public authority or municipal council, including the unexpended portion of a grant. On winding up, that property must be returned to the body that supplied it or its nominee. See section 132(3) of the Act.

51. Applicable Not-for-Profit laws

- 51.1 The Association will at all times comply with the Applicable Not-for-Profit Laws.

52. Transitional

- 52.1 Subject to this constitution and the Act, the Board may adopt any transitional measures required following the adoption of this constitution.