



**Mayfield Education Inc (Association Number
A0020034T)**

CONSTITUTION

An incorporated association under the *Associations
Incorporation Reform Act 2012 (Vic)*

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MAYFIELD EDUCATION INC

CONSTITUTION

PART 1 – NAME

1 NAME OF THE ASSOCIATION

The name of the incorporated association is 'Mayfield Education Incorporated'.

PART 2 – PURPOSES OF THE ASSOCIATION

2 PURPOSES

2.1 Principal Purpose

The Principal Purpose of the Association is to advance health by providing information, assistance and training to persons seeking to enter the health and community service sectors, to assist with the diagnosis, treatment and management of illness and improve health outcomes.

2.2 Supporting Purposes

In support of the Principal Purpose, the Supporting Purposes of the Association are to:

- 2.2.1 develop and to provide educational resources and services for use by health and community service sectors;
- 2.2.2 engage in consultancies related to the role of the Association;
- 2.2.3 engage in research related to the role of the Association;
- 2.2.4 develop an awareness of the importance of training within the health and community service sectors in order to improve the effectiveness of human resources performance;
- 2.2.5 promote the welfare of persons who enter the health and community service sectors and to provide relief for such of them as require assistance; and
- 2.2.6 do all lawful things consistent with, necessary or desirable to support and further the Principal Purpose.

3 BENEVOLENT, CHARITABLE AND NOT-FOR-PROFIT NATURE OF THE ASSOCIATION

3.1 Income applied for the Purposes

- 3.1.1 The income and property of the Association:
 - (a) must be applied solely towards the Purposes; and
 - (b) must not be paid or given to a Member, directly or indirectly, by way of dividend, bonus or otherwise.
- 3.1.2 Clause 3.1.1 does not prevent the Association from paying a Member a reasonable and proper amount with the Board's prior approval in good faith for:
 - (a) goods or services supplied to the Association;
 - (b) remuneration payable to an employee of the Association;

- (c) principal and interest at a commercial rate on money lent to the Association; or
- (d) rent for premises let to the Association.

3.2 **Winding up**

The Association's surplus assets, after satisfying all liabilities on wind up or dissolution:

- 3.2.1 must not be paid or given to Members, unless that Member is a Registered Charity which meets the requirements of clause 3.2.2; and
- 3.2.2 must be paid to one or more funds, authorities or institutions which:
 - (a) have charitable and benevolent purposes similar to the Purposes;
 - (b) prohibit their income and property from being paid to members on at least the terms of this clause 3;
 - (c) are registered under the Charities Act if the Association had been;
 - (d) are registered with or recognised by the Commissioner as being income tax exempt if the Association had been;
 - (e) are registered with or recognised by the Commissioner as being entitled to receive deductible gifts if the Association could; and
 - (f) are selected at or before wind up or dissolution by:
 - (1) special resolution of the Members;
 - (2) failing clause 3.2.2(f)(1), by resolution of the Board; and
 - (3) failing clause 3.2.2(f)(2), by application to a court of appropriate jurisdiction.

PART 3 – MEMBERSHIP OF THE ASSOCIATION

4 ELIGIBILITY FOR MEMBERSHIP

4.1 Classes of Members

A natural person who is not less than eighteen years of age and is nominated for membership in accordance with the Constitution is eligible to be a member of the Association.

4.2 Rights of Members

Each Member has one vote, exercisable personally or by a Nominated Representative appointed by that Member (and whose appointment may be withdrawn by that Member).

4.3 Application for membership

- 4.3.1 A person may apply to become a member of the Association, provided that the person:
 - (a) is nominated for membership in accordance with clause 4.3.2; and
 - (b) the person's admission as Member is approved by the Board.
- 4.3.2 A nomination of the person for membership of the Association:

(a) must be made in writing in the form set out in Annexure A, or any other form determined by the Board; and

(b) must be lodged with the Secretary of the Association.

4.3.3 As soon as is practicable after the receipt of a nomination, the Secretary must refer the nomination to the Board.

4.3.4 Upon a nomination being referred to the Board, the Board must determine whether to approve or to reject the nomination.

4.4 **Commencement of membership**

Upon a nomination being approved by the Board, the Secretary must, as soon as practicable:

4.4.1 notify the nominee in writing of the Board's approval for membership of the Association; and

4.4.2 enter the nominee's name in the register of members and upon the name being so entered, the nominee becomes a Member of the Association.

5 **MEMBERSHIP GENERALLY**

5.1 **No entrance fee or annual subscription**

The Board may not set an entrance fee and/or an annual subscription payable as a condition of a Member's membership.

5.2 **Register of Members**

5.2.1 The Association must maintain a register of Members in accordance with the Associations Act and the Charities Act which contains the following details for current and recent former Members:

(a) name;

(b) addresses for notices; and

(c) membership start and end dates.

5.2.2 Subject to the Associations Act, the register of Members must be available for inspection by Members.

5.2.3 Information that is accessed from the register of Members must only be used in a manner relevant to the interests or rights of Members.

5.3 **Rights of members not transferrable**

Membership is not transferable, and ends when the Member ceases to be a Member.

5.4 **Change of Member details**

A Member must notify the Association if the Member's addresses for notices change within 90 days of the change.

6 CEASING TO BE A MEMBER

6.1 Resignation of Members

A Member may resign as a Member by giving one month's written notice to the Association of his or her intention to resign.

6.2 Automatic termination of membership

A Member ceases to be a Member:

- 6.2.1 on resignation, death or ceasing to have legal capacity;
- 6.2.2 on being expelled in accordance with the Constitution;
- 6.2.3 on failing to attend general meetings of the Association, without an apology, for two consecutive years;
- 6.2.4 on becoming an employee of the Association (other than in the case of acting as the Chief Executive Officer); or
- 6.2.5 on becoming insolvent, bankrupt, under administration or upon making any arrangement or composition with their creditors generally.

7 DISCIPLINARY ACTION

7.1 Board's power to expel; or suspend a Member

The Board may by resolution:

- 7.1.1 expel a Member from the Association; or
- 7.1.2 suspend a Member from membership of the Association for a specified period.

7.2 Notice to Member

- 7.2.1 A resolution of the Board under clause 7.1 does not take effect unless the Secretary gives written notice to the Member:
 - (a) setting out the resolution of the Board and the grounds on which it is based;
 - (b) stating that Association proposes to take disciplinary action against the Member;
 - (c) specifying the date, place and time of the meeting at which the Board intends to consider the resolution (**resolution meeting**); and
 - (d) advising the Member that he or she may do one or both of the following:
 - (i) attend the resolution meeting and address the resolution at that meeting;
 - (ii) give a written statement to the Board any time before the resolution meeting seeking the revocation of the resolution; and/or
 - (iii) lodge with the Secretary a notice to the Board no later than no later than 24 hours before the resolution meeting that he or she wishes to appeal to the Association in general meeting against the resolution.

7.2.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the resolution meeting is held.

7.3 **Resolution of the Board**

A resolution of the Board under clause 7.1:

7.3.1 does not take effect unless the Board, at a meeting held no earlier than 14 days and no later than 28 days after the service of a notice on the Member under clause 7.2 confirms the resolution in accordance with this clause 7.3.1; and

7.3.2 where the Member exercises a right of appeal to the Association under this clause it does not take effect unless the Association confirms the resolution in accordance with clause 7.3.2.

7.4 **Decision of Board**

7.4.1 At the resolution meeting, the Board must:

- (a) give the Member an opportunity to be heard; and
- (b) consider any written statement submitted by the Member.

7.4.2 After complying with clause 7.4.1, the Board may:

- (a) take no further action against the Member; or
- (b) on determining to take action:
 - (iv) suspend the membership rights of the Member for a specified period; or
 - (v) expel the Member from the Association.

7.5 **Member may appeal the resolution**

7.5.1 Where the Secretary received a notice to appeal from a Member under clause 7.2.1, the Secretary must notify the Board and the Board must convene a general meeting within 21 days of receiving the notice.

7.5.2 At a general meeting under clause 7.5.1:

- (a) only the question of appeal may be considered;
- (b) the Board may present to the meeting the reasons for the passing of the resolution;
- (c) the Member must be given an opportunity be heard; and
- (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

7.5.3 If at the general meeting:

- (a) if at least 50% of the Members voting vote in favour of the confirmation of the resolution, the resolution is confirmed; and
- (b) otherwise the resolution is revoked.

8 GRIEVANCES AND DISPUTE RESOLUTION

8.1 Application of grievance procedures

The grievance procedure set out in the Constitution applies to disputes under the Constitution between:

- 8.1.1 a Member and another Member of the Association, concerning the Association; or
- 8.1.2 a Member and the Association.

8.2 Grievance procedures

- 8.2.1 The parties to a dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 8.2.2 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of an unbiased decision-maker.
- 8.2.3 The parties to the dispute must, in good faith, attempt to settle the dispute.

8.3 Appointment of a decision-maker

- 8.3.1 The decision-maker must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (1) in the case of a dispute between a Member and another Member of the Association, an unbiased person appointed by the Board; or
 - (2) in the case of a dispute between a Member and the Association, a person who is a recognised decision-maker under the Associations Act appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice) or any equivalent body nominated by the Board.
- 8.3.2 A Member of the Association or the Board can be a decision-maker, so long as they are unbiased.
- 8.3.3 The decision-maker cannot be a Member who is a party to the dispute.
- 8.3.4 The decision-maker must:
 - (a) give the parties to the grievance process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party;
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the grievance process; and
 - (d) subject to the Associations Act, act in accordance with any Regulations which apply to a grievance process.

PART 4 – GENERAL MEETINGS OF ASSOCIATION

9 GENERAL MEETINGS

9.1 Convening meetings : annual / special

- 9.1.1 The Board must hold an AGM in accordance with the Charities Act and the Associations Act.
- 9.1.2 General meetings other than annual general meetings are called special general meetings.
- 9.1.3 The Board must convene and hold annual and special general meetings of the Members:
- (a) if required by the Associations Act or the Charities Act;
 - (b) at the request of the lesser of ten Members and a majority of the Members; or
 - (c) at the request of any three Directors.

9.2 Ordinary and special business

- 9.2.1 The ordinary business of an AGM is to:
- (a) to confirm the minutes of the previous AGM and of any special general meeting held since then;
 - (b) to receive and consider:
 - (1) the annual report of the Board on the activities of the Association during the preceding financial year; and
 - (2) the financial statements of Association for the preceding financial year submitted by the Board;
 - (c) to announce any new members of the Board;
 - (d) appoint an auditor if that office has or will become vacant at the meeting and to be filled at the meeting; and
 - (e) consider any other matter required by the Associations Act or the Charities Act or the Constitution.
- 9.2.2 Subject to the Associations Act and the Charities Act, the notice of meeting must specify the general nature of any special business. Special business means:
- (a) for an AGM: business which is not ordinary business according to clause 9.2.1; and
 - (b) for a special general meeting: all business specified in the notice of meeting.

9.3 Notice of meeting

- 9.3.1 Subject to the Associations Act and the Charities Act:
- (a) at least 21 days' notice of any general meeting must be given specifying the place, date and time of the meeting; and

- (b) the Association may call a general meeting on shorter notice if:
 - (1) in the case of an AGM, all of the Members entitled to vote at the annual general meeting agree beforehand; and
 - (2) in the case of a special general meeting, Members with at least 95% of the votes that may be cast at the special general meeting agree beforehand.

9.3.2 Notice of every general meeting must be given in accordance with clause 23.7.1 only to:

- (a) every Director;
- (b) every Member who supplied an address for notices to the Association; and
- (c) the Association's auditor.

9.3.3 No other person is entitled to receive notices of general meetings.

9.3.4 A general meeting and any resolution passed at the meeting is not invalid merely because of:

- (a) the accidental omission to give notice of the meeting; or
- (b) the non-receipt of any such notice.

9.4 **Postponement**

9.4.1 The Board may postpone, relocate or cancel a general meeting which it convened by giving at least 5 days' notice to the Members.

9.4.2 Clause 9.4.1 does not apply to a meeting requisitioned or convened by the Members under clause 9.1.3 or by court order.

9.5 **Quorum**

9.5.1 A general meeting may not transact business unless a quorum is present when the meeting proceeds to business.

9.5.2 The quorum for general meetings is no less than 25% of the Members, present personally or by Nominated Representative.

9.5.3 If a quorum is not present within half an hour of the time scheduled to start the general meeting, the meeting is adjourned to such other place, date and time as the Board determines and notifies the Members (if required to do so by clause 9.7).

9.6 **Meeting chair**

9.6.1 The Board chairperson may chair a general meeting.

9.6.2 If the Board chairperson is not present and willing to act:

- (a) the Board deputy chairperson may chair the meeting; and
- (b) if neither the chairperson nor the deputy chairperson are present, the Directors present may choose one of their number to chair the meeting.

- 9.6.3 In addition to powers conferred by law, the meeting chair may:
- (a) determine the meeting's conduct and procedures to ensure proper and orderly discussion or debate;
 - (b) make rulings without putting a question to the vote, or terminate discussion or debate and require that matter to be put to a vote;
 - (c) refuse to allow debate or discussion on any matter which is not ordinary or special business; and
 - (d) refuse any person admission to a general meeting (whether for causing offence or disruption), or expel the person from the general meeting and not permit them to return.
- 9.6.4 All procedural decisions by the meeting chair are final.

9.7 **Adjournment**

- 9.7.1 The meeting chair:
- (a) may, with the consent of any general meeting at which a quorum is present; and
 - (b) must, if so directed by the meeting,
- adjourn the meeting from time to time and from place to place.
- 9.7.2 The adjourned meeting may only transact unfinished business from the original meeting.
- 9.7.3 If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as required for the original meeting. It is not otherwise necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

9.8 **Voting – show of hands / poll**

- 9.8.1 A resolution put to the vote of the general meeting must be decided by a show of hands unless a poll is demanded pursuant to clause 9.8.3.
- 9.8.2 A declaration by the meeting chair that a resolution has on a show of hands been carried, carried unanimously, carried by a particular majority or lost, and an entry to that effect made in the minutes is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 9.8.3 A poll must be held on a resolution before the general meeting if demanded on or before the meeting chair declaring the result by such number of Members holding three or more votes between them Members present in person and entitled to vote.
- 9.8.4 The demand for a poll may be withdrawn.
- 9.8.5 If a poll is demanded:
- (a) when electing a meeting chair or on a question of adjournment, it must be taken immediately; and
 - (b) otherwise, it must be taken at the general meeting at which it is demanded (or at its adjournment), in such manner as the meeting chair directs.

9.8.6 Any dispute regarding voting must be referred to the meeting chair, whose decision is final.

9.9 **Casting vote**

If votes are divided equally on a question, the meeting chair has a second or casting vote.

9.10 **Nominated Representatives**

9.10.1 A Member may appoint a Nominated Representative to act on the Member's behalf at any general meeting at which that Member may attend and vote.

9.10.2 A Nominated Representative must be a Member.

9.10.3 The appointment of a Nominated Representative must be lodged with the Association at least 24 hours before the time for holding the meeting or adjourned meeting.

9.10.4 A vote given according to the instrument appointing a Nominated Representative is valid despite:

- (a) the death, or unsoundness of mind, of the appointor; or
- (b) revocation of the instrument or of the authority under which the instrument was executed,

if no knowledge in writing of that fact was received by the Association before commencing the meeting or adjourned meeting at which the instrument is used.

9.11 **Use of technology**

General meetings may be held at more than one place, provided that the technology that is used enables each Member present at all places the meeting is held to clearly and simultaneously communicate with every other such Member.

9.12 **Circular resolutions**

9.12.1 Subject to the requirements of the Associations Act and the Charities Act as to special resolutions, the Board may if it thinks fit submit any question or resolution to the vote of all Members entitled to a vote at a general meeting by circular resolution or ballot.

9.12.2 The Board may determine in the Regulations:

- (a) the form of the circular resolution;
- (b) the polling date;
- (c) the method for responding to the circular resolution; and
- (d) whether voting on the circular resolution is to be by secret ballot.

9.12.3 A resolution approved by a majority or specific majority of the Members has the same force and effect as such a resolution passed in a general meeting.

9.13 **Attendance of non-Members**

The chair of a general meeting or a majority of the Directors may authorise a third party to attend all or part of a general meeting if, in their opinion, the attendance of that third party may be able to assist the Members in any matter under consideration.

PART 5 – BOARD OF DIRECTORS

10 COMPOSITION OF THE BOARD

10.1 Number of Directors

The Board consists of not less than 6 and up to 9 Directors, being:

10.1.1 Elected Directors, elected by the Members; and

10.1.2 Appointed Directors, co-opted to the Board by reason of a casual vacancy in the office of Elected Directors,

who fulfil the eligibility requirements set out in clause 11, together with the Chief Executive Officer.

11 ELIGIBILITY TO BE A DIRECTOR

11.1 Requirements for appointment and election

A person is eligible to become a Director if at the time of nomination, election, re-election, appointment or re-appointment he or she:

11.1.1 is over the age of 18 years;

11.1.2 consents in writing to become a Director; and

11.1.3 is not prohibited or disqualified or otherwise prevented from being a director of a company or association under the Associations Act, the Corporations Act, the Charities Act, the Tax Act or any other applicable law.

11.2 Skills requirements

The Board must include persons with experience in:

11.2.1 health administration;

11.2.2 nursing administration;

11.2.3 nursing education;

11.2.4 education; or

11.2.5 accounting, finance or management.

12 TERM OF OFFICE OF DIRECTORS / VACANCIES

12.1 Time measured as period between AGMs

Where a Director's term is expressed as years, it means to the end of next AGM in the given year, not a calendar year.

12.2 Fixed terms of office

12.2.1 An Elected Director will be elected for a period of three years.

12.2.2 If at any time there is a vacancy in the office of an Elected Director, the Board may fill that vacancy until the next AGM.

12.2.3 An Appointed Director may seek to be elected at the AGM at which they must retire under clause 12.2.2.

13 ELECTIONS AND APPOINTMENTS

13.1 Election of Elected Directors

- 13.1.1 Subject to clause 11.1, nominations of candidates eligible for election as an Elected Director must be in a form and are returnable in a manner determined by the Board.
- 13.1.2 If the number of nominations of eligible candidates for election does not exceed the number of positions to be filled (as resolved by the Members, on the recommendation of the Board), those candidates will be declared elected at the AGM.
- 13.1.3 If the number of nominations of eligible candidates for election exceeds the number of positions to be filled, an election must be conducted by means of a ballot in such form and returnable in such manner as the Board determines and the Board has the power to make Regulations for that purpose.
- 13.1.4 On any ballot to elect an Elected Director:
- (a) all votes must be on the form prescribed by the Board;
 - (b) votes must be tallied in simple form, not a preferential system;
 - (c) the eligible candidates with the most votes will be declared elected; and
 - (d) if votes are tied:
 - (1) Members will re-vote on the tied candidates, in simple form, not a preferential system;
 - (2) the candidate with the most votes on the revote will be declared elected; and
 - (3) if on a re-vote, votes remain tied, the elected candidates are to be determined by lot, conducted by the Board.

13.2 Appointment of other Directors

Subject to the Constitution, the Board must determine any other procedures or matters in relation to the conduct of the appointment of Appointed Directors, including selection processes, and has the power to make Regulations for that purpose.

14 CEASING TO BE A DIRECTOR

14.1 Resignation of Directors

- 14.1.1 A Director may resign as a Director by written notice to the Association.
- 14.1.2 The resignation takes effect when the Association receives the Director's notice or on a later date specified in the notice.

14.2 End of office

- 14.2.1 The Members may by resolution remove any Director before the expiration of his or her period of office.
- 14.2.2 A directorship automatically ceases if the Director:
- (a) in the case of the Chief Executive Officer, ceases to be the Chief Executive Officer;

- (b) dies or is physically incapable of fulfilling his or her duties as a Director;
- (c) ceases to be a fit and proper person within the meaning of endorsements and registrations held by the Association;
- (d) becomes disqualified from being a director pursuant to the Associations Act, the Corporations Act, the Charities Act, the Tax Act or any other applicable law;
- (e) becomes a bankrupt or makes any arrangement or composition with personal creditors generally; or
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

PART 6 – DIRECTORS’ POWERS AND DUTIES AND PROCEDURES OF THE BOARD

15 BOARD POWERS

15.1 Association powers as a body corporate

Solely to carry out the Purposes, the Association may, in any manner permitted by the Associations Act:

- 15.1.1 exercise any power;
- 15.1.2 take any action; and
- 15.1.3 engage in any conduct or procedure,

which under the Associations Act an association may exercise, take or engage in if authorised by its constitution or rules.

15.2 Board’s power

15.2.1 The Board is responsible for the governance, business and affairs of the Association. In addition to the specific powers conferred on the Board by the Constitution, the Board may exercise all the Association’s powers which are not by the Associations Act, the Charities Act or the Constitution required to be exercised by the Members in general meeting.

15.2.2 The powers under clause 15.2.1 are subject to:

- (a) the Constitution;
- (b) the Associations Act and the Charities Act; and
- (c) such resolution, not being inconsistent with those provisions, as may be passed by the Members in general meeting.

15.2.3 A resolution under clause 15.2.2 does not invalidate any prior act of the Board which would have been valid before the resolution was passed or made.

15.3 Power to delegate

15.3.1 The Board may delegate its powers and functions in writing to:

- (a) an Officer or employee of the Association;
- (b) a committee under clause 22; or
- (c) any other person prescribed by the Board.

15.3.2 The Board may amend or revoke the terms of its delegation at any time.

15.4 **Power to appoint Chief Executive Officer**

15.4.1 The Board may appoint a Chief Executive Officer on such terms and conditions as the Board determines from time to time.

15.4.2 The Board may remove a Chief Executive Officer, subject to the terms of any agreement between the Association and the Chief Executive Officer.

15.4.3 The Chief Executive Officer will have the responsibilities determined by the Board.

15.5 **Power to appoint Secretary**

15.5.1 The Board must appoint a Secretary on such terms and conditions as the Board determines from time to time. The Secretary may be the Chief Executive Officer.

15.5.2 A Secretary may attend Board meetings and general meetings, in that capacity, if so directed by the Board from time to time.

15.5.3 The Secretary will have the responsibilities set out in the Associations Act and the Charities Act.

15.6 **Power to make Regulations**

15.6.1 The Board may from time to time make, vary and rescind Regulations in relation to the Association.

15.6.2 The Regulations for the time being in force, and which are not inconsistent with the Constitution, are binding on the Board and/or the Members and have full effect accordingly.

15.6.3 Any Regulation made by the Board may be set aside by the Members.

16 **DUTIES OF DIRECTORS**

Each Director must comply with their duties at law and under the Associations Act, the Charities Act and all other applicable laws.

17 **OFFICE BEARERS**

17.1 **Positions**

17.1.1 The Board may elect and remove the following office bearers from the Directors:

- (a) Chairperson;
- (b) Deputy chairperson;
- (c) Secretary;
- (d) Treasurer; and
- (e) any other offices determined by the Board.

17.1.2 The office bearers hold office for one year, but are eligible for re-appointment.

17.2 Responsibilities

Office bearers will have the responsibilities set out in the Constitution or as determined by the Board.

17.3 Functions of the treasurer

Unless the Board determines (including by reason of delegations to the Chief Executive Officer), the treasurer must:

17.3.1 ensure that the financial records of the Association are kept in accordance with the Charities Act and the Associations Act; and

17.3.2 ensure that the financial statements of the Association are prepared and submitted to the annual general meeting of the Association and as required under the Charities Act and the Associations Act.

17.4 Vacancy

The office of an office bearer becomes vacant if the person is no longer a Director and the Board may elect another Director to fill the vacant office.

18 BOARD MEETINGS

Subject to this clause 18, the Board may meet to consider business, adjourn and otherwise regulate its meetings as it thinks fit.

18.1 Number of meetings

The Board must meet at least ten times per year.

18.2 Convening meetings

The Board chairperson or any four Director may convene a special meeting of the Board.

18.3 Notice of meeting

18.3.1 At least seven days' notice of any Board meeting must be given to each member of the Board unless the Board decides otherwise or in emergencies.

18.3.2 The notice must specify the business to be transacted. The Board may only transact business of a routine nature unless notice of any other business has been given either in the notice convening the meeting or in some other notice given at least five business days' before the meeting or in any shorter period of time determined under clause 18.3.1.

18.3.3 The decision of the meeting chairperson as to whether business is routine is conclusive.

18.4 Quorum

18.4.1 The quorum for a Board meeting is a majority of the then current Directors (not counting any Director who has leave of absence) rounded up to a whole number.

18.4.2 If a Board meeting is adjourned due to lack of quorum, the chair of the meeting must set a further date for the adjourned meeting.

18.5 Chairperson

18.5.1 A Director holding the office of Board chairperson (or equivalent) may chair a Board meeting.

18.5.2 If no Director holds the office of Board chairperson (or equivalent) or that Director is not present and willing to act, the deputy chairperson may chair or if that Director is not present and willing to act, the Directors present may choose one of their number to chair the meeting.

18.6 **Voting**

18.6.1 Each Director present and entitled to vote at a Board meeting has one vote.

18.6.2 A Director is not entitled to appoint an alternate director nor a proxy to exercise a vote or any powers of a Director.

18.7 **Casting vote**

If on any resolution of the Board there is an equality of votes, the chair of the meeting has a casting vote.

18.8 **Use of technology**

The Board may hold a technology enabled meeting if:

18.8.1 all Directors (other than any Director on leave of absence) have access to the technology to be used for the meeting; and

18.8.2 those Directors participating by technological means can hear, or can hear and read the communications of all other participating Directors.

18.9 **Circulating resolutions**

18.9.1 A written resolution signed or approved by technological means by all of the Directors then entitled to vote (other than any Director on leave of absence or who has a conflict of interest) is taken to be a decision of the Board passed at a Board meeting convened and held.

18.9.2 The written resolution may consist of:

- (a) an email to the Directors, with the Directors to agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply;
- (b) several documents in the same form, each signed or endorsed by one or more Directors; or
- (c) another form of permanent records indicating the identity of each Director, the text of the resolution and the requisite Director's agreement or disagreement to the resolution, as the case may be,

and resolutions in that form take effect when the last requisite Director indicates his or her approval or signs or endorses the relevant document(s).

18.10 **Attendance of non-Directors**

The chair of a meeting of the Board or a majority of the Directors may authorise a third party to attend all or part of a Board meeting if, in their opinion, the attendance of that third party may be able to assist the Board in any matter under consideration.

19 CONFLICTS AND PERSONAL INTERESTS

19.1 Disclosure of interests

A Director who has a material personal interest in a matter that relates to the affairs of the Association must give the other Directors notice of the interest unless the Associations Act or the Charities Act require otherwise.

19.2 Deliberation and decision making

A Director who has a material personal interest in a matter that is being considered by the Board must not be present while the matter is being considered, or vote on the matter, unless permitted to do so under the Associations Act or the Charities Act.

20 RESPONSIBILITY OF BOARD TO ENSURE MINUTES OF ALL MEETINGS

20.1 Minute book

20.1.1 The Board must ensure that minutes of all proceedings of general, Board and committee meetings are recorded in a minute book (which may be in an electronic format).

20.1.2 The minutes must be signed or endorsed by the meeting chair at which the proceedings took place or by the meeting chair of the next succeeding meeting.

20.2 Evidence of events

Minutes entered and signed are prima facie evidence of the proceedings to which they relate.

21 VALIDITY OF ACTS / PROCEDURAL DEFECTS

21.1 Decisions valid

An act or decision of the Board will not be invalid by reason only of an inadvertent procedural error or irregularity in connection with the election or appointment of a Director who is otherwise eligible to act and appointed by a requisite majority.

21.2 Minutes reflect proceedings

For entered and signed minutes, unless the contrary is proved:

21.2.1 the meeting is deemed to have been convened and held;

21.2.2 all proceedings that are recorded in the minutes as having taken place are deemed to have taken place; and

21.2.3 all appointments that are recorded in the minutes as having been made are deemed to have been validly made.

22 COMMITTEES

22.1 Requirements on forming a committee

The Board may establish any committee it sees fit, but must set out:

22.1.1 its terms of reference;

22.1.2 its membership; and

22.1.3 its reporting requirements.

PART 7 – MISCELLANEOUS MATTERS

23 ADMINISTRATION

23.1 Amendment of Constitution

23.1.1 The Members may amend the Constitution by special resolution.

23.1.2 Notwithstanding clause 23.1.1, the Association will:

- (a) comply with the terms pursuant to which any concession, endorsement, licence or authority or approval is held or enjoyed or might be held or enjoyed by the Association; and
- (b) obtain all necessary consents and approvals to any amendment of the Constitution.

23.2 Accounts

The Board must cause:

23.2.1 proper accounting and other records to be kept in accordance with the requirements of the Associations Act and the Charities Act; and

23.2.2 financial statements to be made and laid before each annual general meeting as required by the Associations Act and the Charities Act.

23.3 Gift fund

If required under the Charities Act or the Tax Act as a condition of the Association being endorsed as a deductible gift recipient, the Association must establish and maintain a gift fund as follows:

23.3.1 the gift fund is for pursuing the Purposes;

23.3.2 the gift fund must receive all gifts of money or property received by the Association for the Purposes;

23.3.3 any money received because of gifts referred to in clause 23.3.2 must be credited to the gift fund's account;

23.3.4 the gift fund must not receive any other money or property; and

23.3.5 if the Association is wound up or has its deductible gift recipient endorsement revoked (whichever occurs first), the gift fund's surplus assets must be paid to a fund, authority or institution determined in accordance with clause 3.2 which is also endorsed on the same basis as the gift fund.

23.4 Audit

23.4.1 If required under the Associations Act and the Charities Act, a properly qualified auditor must be appointed and the auditor's duties regulated in accordance with the requirements of the Associations Act and the Charities Act.

23.4.2 The Board must cause an appointed auditor to audit prescribed financial records of the Association for each Financial Year and obtain an auditor's report which meets the requirements of the Charities Act and any other applicable laws.

23.4.3 Audited financial reports provided to the Members are considered to be conclusive, subject to any identified errors.

23.5 **Payments**

23.5.1 No payment by the Association may be made without the authority of the Board.

23.5.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the signatures of persons authorised by the Board for that purpose.

23.6 **Custody of records**

Unless the Board otherwise determines, the Secretary will be responsible for the maintenance of all records relating to the administration and management of the Association and the custody of books, securities and other relevant documents of the Association.

23.7 **Inspection of records**

23.7.1 Subject to clause 23.7.2, Members may inspect the records of the Association which are prescribed under the Associations Act to be relevant documents accessible by Members, such as the Constitution, minutes of general meetings, securities and financial statements submitted at a general meeting, on such terms and in such manner as the Board determines, subject to any express rights of Members under the Associations Act.

23.7.2 Subject to the Associations Act, Members may not inspect the records of the Association that relate to personal, employment, contractual and legal matters that are confidential in nature, or that are not required to be disclosed by the Association under the Associations Act or by operation of law.

23.8 **Service of notices**

23.8.1 A notice may be given by the Association to any Member:

- (a) personally;
- (b) by sending it by post to the Member at the Member's registered address; or
- (c) by sending it to the address, facsimile number, e-mail address or other address supplied for receiving notices.

23.8.2 A notice sent by post is deemed to have been given five business days after it was posted. A notice sent by fax, or by other electronic means, is deemed to have been given on the next business day after it was sent.

23.9 **Indemnity of officers**

23.9.1 To the Relevant Extent, the Association must indemnify current and former Officers out of its assets against any Liability incurred by the Officer in or arising out of:

- (a) the conduct of the Association's affairs or business; or
- (b) the discharge of the Officer's duties,

unless the Liability arises out of conduct involving a lack of good faith or a pecuniary penalty order.

23.9.2 To the Relevant Extent, the Association may execute any deed in favour of any current or former Officer to confirm the indemnities conferred by clause 23.9.1 in relation to that person to the extent the law does not preclude the Association from doing so.

23.9.3 Clause 23.9.1 applies whether or not any deed is executed under clause 23.9.2.

23.10 Insurance

To the Relevant Extent:

23.10.1 the Association may pay or agree to pay premiums for directors and officers insurance to insure current or former Officers against any Liability incurred by the Officer in or arising out of:

- (a) the conduct of the Association's affairs or business; or
- (b) the discharge of the Officer's duties; and

23.10.2 the Association may execute any deed in favour of any current or former Officer to take out insurance referred to in clause 23.10.1, on such terms as the Board considers appropriate.

23.11 Common seal

23.11.1 The Board will determine whether or not the Association is to have a common seal and, if so, will provide for the safe custody of such seal.

23.11.2 The common seal, if any, of the Association must only be affixed to any instrument with the authority of the Board.

23.11.3 The affixing of the common seal must be attested by the signatures of persons authorised by the Board for that purpose.

23.12 Authorised signatories

If a document is not executed under seal, it may be executed by the Association by way of:

- 23.12.1 being signed by two members of the Board;
- 23.12.2 being signed by a Director and a nominee of the Board; or
- 23.12.3 such other means as the Board approves or ratifies in writing, from time to time.

23.13 Definitions

In the Constitution:

"AGM" means an annual general meeting of the Members;

"Appointed Director" means a Director appointed to the Board by the Board under the Constitution;

"Association" means the incorporated association for the purposes of the Associations Act specified in clause 1;

"Associations Act" means the *Associations Incorporation Reform Act 2012* (Vic);

"Board" means the board of Directors of the Association with a quorum to transact business;

"Charities Act" means any law, rule, Act, ordinance, regulation, order or statutory instrument from time to time regulating the registration, reporting or governance obligations of the Association as a charity;

"Chief Executive Officer" means the officer appointed by the Board pursuant to or for the purposes of clause 15.4;

“**Commissioner**” means a commissioner under the Charities Act or Tax Act having responsibility for the tax or charitable status or registration of the Association;

“**Corporations Act**” means the *Corporations Act 2001* (Cth);

“**Constitution**” means this constitution of the Association;

“**Director**” means a person for the time being who performs the role of director of the Association;

“**Elected Director**” means a Director elected to the Board by the Members under the Constitution or where the context permits, any person appointed by the Board to fill a vacancy;

“**Financial Year**” means each financial year adopted by the Association;

“**Liability**” includes cost, charge, loss, damage, expense or penalty;

“**Member**” means a person who is a member of the Association;

“**Nominated Representative**” means any person appointed from time to time by a Member in accordance with the Constitution, the Associations Act or any other applicable law to represent that Member for the purposes of the Association and includes a standing appointment and a proxy in a form approved by the Board;

“**Officer**” has the meaning given in the Associations Act;

“**Principal Purpose**” has the meaning given in clause 2.1;

“**Purposes**” means the Principal Purpose and the Supporting Purposes;

“**Registered Charity**” means a charity that is registered under the Charities Act;

“**Regulations**” means regulations made by the Board under clause 15.6;

“**Secretary**” means a secretary appointed under clause 15.5;

“**Supporting Purposes**” has the meaning given in clause 2.2;

“**Tax Act**” means any law, rule, Act, ordinance, regulator, order or statutory instrument from time to time regulating the tax, taxation concession or deductible gift recipient status of the Association; and

“**To the Relevant Extent**” means to the extent:

- (a) the Association is not precluded from doing so by law (including under the Associations Act);
- (b) the Officer is not otherwise entitled to be indemnified and is not otherwise actually indemnified by a third party; and
- (c) is not a Liability for costs and expenses incurred by the Officer in connection with an unsuccessful application for relief or in defending civil or criminal proceedings in which judgement is given against the Officer or in which the Officer is not acquitted.

23.14 Interpretation rules

Unless the contrary intention appears in the Constitution:

- 23.14.1 words importing the singular include the plural, and words importing the plural include the singular;

- 23.14.2 words importing a gender include every other gender;
- 23.14.3 words used to denote persons generally or importing a natural person include any association, corporation, body corporate or other body (whether or not the body is incorporated);
- 23.14.4 a reference to a person includes that person's permitted successors, legal personal representatives and permitted transferees;
- 23.14.5 a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
- 23.14.6 where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings; and
- 23.14.7 headings and bold text are for convenience only and do not affect its interpretation.

23.15 **Application of Legislation**

The Constitution is to be interpreted subject to the Associations Act, the Charities Act and the Tax Act and any statutory provision which:

- 23.15.1 must be provided for in the governing documents of the Association, forms part of the Constitution; or
- 23.15.2 is inconsistent with the Constitution, prevails,

to the extent necessary to maintain the taxation concession, deductible gift recipient endorsement and/or charitable status of the Association.

ANNEXURE A

Application for Membership of Mayfield Education Inc

APPLICATION FOR MEMBERSHIP OF MAYFIELD EDUCATION INC

I,.....(full name of applicant)

Of.....

.....(address)

In the event of my admission as a member, I agree to be bound by the constitution of the Association.

.....
Signature of application

We, being members of the Association, nominate the applicant, who is personally known to us, for membership of the Association.

.....
Name

.....
Signature of Proposer

.....
Date

.....
Name

.....
Signature of Proposer

.....
Date