



CONSTITUTION

Under the Associations Incorporation Act 2009

Part 1 - PRELIMINARY	4
1. Definitions	4
Part 2 - MEMBERSHIP	6
2. Membership generally.....	6
3. Nomination for membership	6
4. Cessation of membership	8
5. Membership entitlements not transferable	8
6. Resignation of membership	8
7. Register of members.....	9
8. Fees and subscriptions	9
9. Members' liabilities	9
10. Resolution of disputes.....	10
11. Disciplining of members.....	10
12. Right of appeal of disciplined member	11
Part 3 - THE COMMITTEE	12
13. Powers of the committee.....	12
14. Composition and membership of committee.....	12
15. Election of committee members.....	13
16. Secretary.....	14
17. Treasurer.....	14
18. Casual vacancies	14
19. Removal of committee members	15
20. Committee meetings and quorum	15
21. Delegation by committee to sub-committee	16
22. Voting and decisions	16
Part 4 - GENERAL MEETINGS	18
23. Annual general meetings - holding of.....	18
24. Annual general meetings - calling of and business at.....	18
25. Special general meetings - calling of	18
26. Notice	19
27. Quorum for general meetings	19
28. Presiding member	20
29. Adjournment.....	20
30. Making of decisions.....	20
31. Special resolutions	20
32. Voting	21
33. Proxy votes not permitted	21
34. Postal ballots.....	21
Part 5 - BRANCHES	22
35. Definitions	22
36. Branches	22
37. Affiliation.....	23
38. Funds	23
39. Powers of the branch committee	23
40. Other provisions	24
Part 6 - MISCELLANEOUS	25
41. Insurance	25
42. Funds - source	25
43. Funds - management.....	25
44. Change of name, objects and constitution	25
45. Custody of books etc.....	25
46. Inspection of books etc	25
47. Service of notices.....	26

48. <i>Financial year</i>	26
49. <i>Regulations and Codes</i>	26
50. <i>Conduct of postal ballot for office</i>	27
51. <i>Interest</i>	28
Schedule 1 – Objects of the Association	29
Schedule 2 – Powers of the Association	30
Schedule 3 – Matters Reserved for the National Committee	33

Part 1 - PRELIMINARY

1. Definitions

(1) In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration.

ordinary committee member means a member of the committee who is not an office-bearer of the association.

secretary means:

(a) the person holding office under this constitution as secretary of the association, or

(b) if no such person holds that office - the public officer of the association.

special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

(2) In this constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

(4) The name of the incorporated association is the ***Australasian Alpaca Breeders Association Inc.***

(5) This constitution:

(a) repeals all previous versions of the constitution of the association, and

(b) comes into force on submission to the Director-General.

(6) All transactions commenced and decisions made pursuant to previous rules or constitutions are valid for the purpose of this constitution.

(7) In this constitution, subject to clause 1 (1):

AABA means the Australasian Alpaca Breeders Association Inc.

AAR means the Australasian Alpaca Register.

agent means organisation's agent.

associate means associate member.

associate member means the person optionally nominated by an individual member as being associated with that member.

committee unless context suggests otherwise, means national committee.

in writing can mean by email, typing and other modes representing or reproducing words in a visible form.

individual member means a member who is a natural person.

organisational member means a member which is an organisation.

organisation's agent means the person nominated by the organisation to act on its behalf.

member means member of the association.

member of the branch means member of the association who is affiliated with the branch.

national committee means the committee of management of the association.

person can mean **organisation** if context requires.

branch means a division of the association.

branch committee means the committee of management of a branch of the association.

Part 2 - MEMBERSHIP

2. *Membership generally*

- (1) A person or organisation is eligible to be a member of the association if:
 - (a) the person is a natural person, and
 - (b) the person has been nominated and approved for membership of the association in accordance with clause 3, or
 - (c) the organisation:
 - (i) is a company registered under the Commonwealth *Corporations Act 2001*, or is a recognised educational, research or benevolent institution, and
 - (ii) has been nominated for membership of the association as provided by clause 3, and
 - (iii) has nominated a natural person as its agent, and
 - (iv) has been approved for membership of the association by the committee of the association,
- (2) A person or organisation is taken to be a member of the association if:
 - (a) the person or organisation's agent is a natural person, and
 - (b) the person or organisation was:
 - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
 - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- (3) Members agree to abide by this constitution and any regulations released by committee.

3. *Nomination for membership*

- (1) An application by a nominee (person or organisation) for membership of the association:
 - (a) must be made in writing in such form and contain such requirements as the committee prescribes, and
 - (b) must be lodged with the secretary or treasurer of the association, and
 - (c) accompanied by payment in full of all applicable fees.
- (2) There is nothing in this clause which precludes:
 - (a) a nominee from filling in parts of the form referred to in paragraph (1) (a), or
 - (b) the secretary or treasurer from proposing the nomination, or
 - (c) the president from seconding the nomination.

- (3) As soon as practicable after receiving a nomination for membership, the secretary or treasurer must refer the nomination to the committee which is to determine whether to approve or to reject the nomination. Reasonable grounds for rejection include but are not limited to the following:
- (a) the nominee has previously been expelled from the association,
 - (b) the nominee is an undischarged bankrupt or has been declared insolvent,
 - (c) the nominee has been convicted of, in the opinion of the committee, a sufficiently grave offence,
 - (d) the nominee is or has been in breach of the constitution or regulations of AABA,
 - (e) the nominee previously resigned their membership, or
 - (f) the nominee does not, in the opinion of the committee, demonstrate:
 - (i) any obvious interest in the ownership or breeding of alpacas, or
 - (ii) obvious support of the industry, or
 - (iii) skills that may otherwise contribute to AABA's success.
- (4) As soon as practicable after the committee makes that determination and the treasurer confirms all payments have been received:
- (a) the president must notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the committee rejected the nomination, the treasurer must promptly refund any monies received from the nominee in support of the nomination, or
 - (c) if the committee approved the nomination, the secretary must enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.
- (5) An associate member is a member of the association and has the same rights and responsibilities as an individual member except:
- (a) an associate member cannot vote, and
 - (b) an associate member cannot hold any office, and
 - (c) an associate member has the same financial membership status as the individual member of whom he or she is an associate.
- (6) An organisational member is a member of the association and has the same rights and responsibilities as an individual member, except an organisational member has all its rights exercised on its behalf by its nominated agent. If for any reason the agent ceases to be agent, a new agent is to be nominated promptly and the secretary is to be informed promptly.
- (7) An organisation's agent is a member of the association and has the same rights and responsibilities as an individual member except:
- (a) an organisation's agent cannot vote, except on behalf of the organisation for which he or she is agent, and
 - (b) an organisation's agent cannot hold any office, except on behalf of the organisation for which he or she is agent, and
 - (c) an organisation's agent can exercise on its behalf the rights of the organisation for which he or she is agent, and

- (d) an organisation's agent has the same financial membership status as the organisation for which he or she is agent.
- (8) A person whose membership has ceased due to lapsed payment of membership fees may rejoin the association without reapplying for membership if:
- (a) less than three years have elapsed or three AGMs have been held since their resignation or ceasing membership, whichever is the lesser period of time, and
 - (b) the late payment fee and membership fees are paid in full for the current membership year, and
 - (c) committee provides approval.

4. Cessation of membership

- (1) A person ceases to be a member of the association if the person:
- (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the association, or
 - (d) fails to pay the annual membership fee under clause 8 (2) within 1 month after the fee is due.
- (2) Upon ceasing to be a member and upon request, refund entitlements are limited to membership fees paid in advance of the current year of membership, less any discounts.

5. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6. Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of members

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person or organisation who is a member of the association together with the date on which the person or organisation became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b), before 01 July in each calendar year, or
 - (b) if the member becomes a member on or after 01 July in any calendar year - on becoming a member and before 01 July in each succeeding calendar year.

9. Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

10. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

11. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association, suspend the member from membership of the association, or list actions to be taken by the member if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion, suspension, or directive is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

12. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, according to standard meeting procedure described by regulation, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 - THE COMMITTEE

13. Powers of the committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

14. Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) at least 1 ordinary committee member, to a maximum of 5, each of whom is to be elected at the annual general meeting of the association under clause 15.
- (2) The total number of committee members is to be between 5 and 9.
- (3) The office-bearers of the association are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (6) Each member of the committee:
 - (a) must be a financial member of the association, and
 - (b) must be permanently resident in Australia, and
 - (c) must have two years or more of current membership at the time of the AGM, or
 - (d) recommended for appointment by unanimous agreement of the standing committee.
- (7) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

- (8) During the term of a committee, a maximum of four casual vacancies may be filled under subclause (7). Any subsequent casual vacancies may be filled only by resolution in general meeting.
- (9) No member of the committee may serve more than three consecutive terms on the committee unless there are insufficient committee members nominated at an AGM.
- (10) Subclause (9) does not preclude a member of the committee from serving more than three terms on the committee.
- (11) A person may not be nominated for or appointed to a position on the national committee if they share with a candidate for, or member of, the national committee:
 - (a) an interest in an alpaca stud, or
 - (b) a business relationship, or
 - (c) a spousal or other domestic relationship.
- (12) Subject to subclause (13), a committee member is not to be paid for their service as a committee member.
- (13) A committee member:
 - (a) may be reimbursed for reasonable expenses, including travel and excluding alcoholic beverages, for which receipts are provided to the treasurer, or
 - (b) being the treasurer or the secretary, may by resolution in annual general meeting be awarded an honorarium:
 - (i) if the quality of performance of their duty for a whole financial year merits it, and
 - (ii) if, after the satisfaction or the making of provision for the satisfaction of all debts and liabilities of the association, funds are available.

15. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
 - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the association at least 28 and at most 56 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) Candidates for election to a position on committee must meet the requirements as stated in clause 14 (6).

16. Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) The secretary must disseminate promptly confirmed minutes referred to in subclause (2):
 - (a) electronic copies that may optionally include a digital signature but otherwise must be true and accurate copies of the original documents,
 - (b) in this subclause, 'disseminate' can mean posted or emailed notice that a document has been posted on the association's forum or website,
 - (c) members without electronic access may request copies of the minutes of meetings on payment of a fee of not more than \$1 for each page copied.

17. Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

18. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or

- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under clause 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

19. Removal of committee members

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time, and by such means of communication, including electronic, as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a place and time suitable for those present and with consensus of the other committee members.

- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside, and
 - (c) committee members agree to conduct meetings in accordance with standard meeting procedure described by regulation.

21. *Delegation by committee to sub-committee*

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.
- (8) Office bearers of committee may attend any meeting of a sub-committee.

22. *Voting and decisions*

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (3) Subject to clause 20 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 - GENERAL MEETINGS

23. Annual general meetings - holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.
- (3) Attendance at annual general meetings is reserved for members only.

24. Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act
- (3) If after receiving the report in subclause (2) (d) no fewer than 5 members present at the AGM request an independent assessment of the accounts the treasurer will organise such an assessment and forward a report to the members by email within 1 month but not more than 3 months after the date of the AGM.
- (4) Nothing in subclause (3) shall prevent the committee from providing such assessments if it deems them appropriate.
- (5) An annual general meeting must be specified as such in the notice convening it.

25. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:

- (4) must state the purpose or purposes of the meeting, and
 - (a) must be signed by the members making the requisition, and
 - (b) must be lodged with the secretary, and
 - (c) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (5) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (6) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

26. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

28. Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

29. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30. Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

31. Special resolutions

A special resolution may only be passed by the association in accordance with the Act.

32. Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.
- (5) An associate member is not entitled to vote.
- (6) An organisational member is entitled to vote, and its vote is to be cast by its agent.
- (7) An organisation's agent is not entitled to vote, except to cast the vote of the organisation for which he or she is agent.

33. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

34. Postal ballots

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 - BRANCHES

35. Definitions

In this part:

committee means branch committee.

general meeting means branch general meeting.

president means branch president.

vice-president means branch vice-president.

treasurer means branch treasurer.

secretary means branch secretary.

36. Branches

- (1) A branch of the association ("branch"):
 - (a) is to comprise some number of members of the association who choose to declare their affiliation with that branch, and
 - (b) is to be managed by the committee of management of the branch ('branch committee').
- (2) There is no minimum number of branches of the association. There may exist no branches.
- (3) The maximum number of branches in the association is the number passed, if any, by special resolution in general meeting of the association.
- (4) The committee of management may approve a branch where a group of members of the association have proposed that branch by:
 - (a) firstly, convening a meeting at which:
 - (i) a provisional branch committee is elected, and
 - (ii) a resolution is passed identifying the recommended name of the provisional branch, and
 - (iii) a resolution is passed forming the provisional branch
 - (b) secondly, having the provisional branch committee inform the national secretary of:
 - (i) the resolutions passed at the meeting, and
 - (ii) the names of the members of the provisional branch committee, and
 - (iii) the names of the members affiliated with the provisional branch
 - (iv) the national committee is to consider the recommendations of the provisional branch and confirm the establishment of the new branch in terms not necessarily identical to the recommendations, having regard to the interests of the association
 - (v) the name of the new branch is to indicate to prospective members the general geographical location of the branch.
- (5) A branch may be dissolved:
 - (a) by special resolution in general meeting of the branch, and

- (b) by notifying in writing the national secretary of the special resolution, or
- (c) by petition to the national committee by three-quarters of the members of the branch.

37. Affiliation

- (1) A member of the association may be affiliated with no branches or with one branch.
- (2) A member may change their affiliation by notifying the national secretary.
- (3) On joining the association, a member is to notify the national secretary, within 60 days of joining, of the branch with which they wish to affiliate, if any.
- (4) The national secretary is to notify promptly branch secretaries (if any) of names of members whose affiliation has changed.

38. Funds

On a date no earlier than 1 July and no later than 28 days prior to the date set down for the association's annual general meeting, the branch is to convene a general meeting at which the members will receive and consider a statement of the funds of the branch to be incorporated into the statement to be submitted by the association in accordance with the Act.

39. Powers of the branch committee

- (1) The committee is to be called the committee of management of the branch and, subject to the Act, the Regulation and this constitution and to any resolution passed by the association or by the branch in general meeting:
 - (a) is to control and manage the affairs of the branch, and
 - (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association or by the national committee, and
 - (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the branch.
- (2) The branch committee:
 - (a) is to manage alpaca-related affairs of the branch in the best interests of members in that branch, and in accordance with:
 - (b) decisions of branch general meetings, and
 - (c) decisions of national general meetings and of the national committee, and
 - (d) this constitution, and regulations or codes made under clause 49 ~~58~~.
 - (e) subject to paragraph (c), is to develop and implement branch policies
 - (f) in the branch, is to implement association policies
 - (g) is to liaise with other branch committees and the national committee for the furtherance of the best interests of the members in the branch

- (h) subject to this constitution and excluding matters reserved for the national committee, may exercise the powers of the association in the performance of its functions in this clause
 - (i) may not impose fees
 - (j) may raise funds, being:
 - (i) funds of the association, and
 - (ii) disposable only by the branch committee or by the branch in general meeting.
- (3) In the case where the branch committee would invite an appropriately skilled person onto a sub-committee but for the fact the person is not a member of the association, the committee may contribute a sum no greater than 75% of joining fee and subscription fee toward the person's first year of membership.

40. Other provisions

- (1) The following provisions of branches are to be specified in a regulation in terms reasonably similar to those for the committee of management of the association:
- (a) Constitution and membership
 - (b) Election of members
 - (c) Office bearers
 - (d) Casual vacancies
 - (e) Removal of member
 - (f) Meetings and quorum
 - (g) Delegation by committee to sub-committee
 - (h) Voting and decisions
 - (i) Annual general meetings—holding of
 - (j) Annual general meetings—calling of and business at
 - (k) Special general meetings—calling of
 - (l) Notice
 - (m) Procedure
 - (n) Presiding member
 - (o) Adjournment
 - (p) Making of decisions
 - (q) Special resolution
 - (r) Voting
 - (s) Appointment of proxies

Part 6 - MISCELLANEOUS

41. Insurance

The association may effect and maintain insurance.

42. Funds - source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

43. Funds - management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

44. Change of name, objects and constitution

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

45. Custody of books etc

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

46. Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.

- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

47. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

48. Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

49. Regulations and Codes

- (1) The committee may make and promulgate regulations not inconsistent with this constitution, for:
 - (a) preserving the purity of the alpaca breed, or
 - (b) co-ordinating the industries based on alpacas and alpaca products, or
 - (c) managing the association, including regulations for the imposition and collection of fees, charges, rates, levies and the like, or
 - (d) prescribing forms for the purposes of any matter necessary for giving effect to this constitution; and
 - (e) codes of ethics or codes of practice not inconsistent with this constitution, for regulating the conduct of members in relation to the alpaca industry.

- (2) Regulations and codes made under subclause (1) are promulgated and come into force two weeks after the committee causes members to be sent advice:
 - (a) that the regulation or code has approved by the committee, and
 - (b) which contains the substance or amendment and the distribution of the regulation or code.
- (3) The association may disallow the whole or any provision of a regulation or code made and promulgated under subclause (1):
 - (a) except in the case of a provision that imposes a fee, charge, rate or levy, by resolution in general meeting, or
 - (b) in the case of a provision that imposes a fee, charge, rate or levy, by special resolution in general meeting, and
 - (c) disallowance shall have immediate effect; but anything done pursuant to a disallowed regulation or code before it was disallowed shall continue valid.

50. Conduct of postal ballot for office

- (1) Ballots for positions on committees may be conducted by post under this clause.
- (2) The committee shall appoint an independent returning officer to conduct the ballot and direct the returning officer about the voting procedure that is to apply and the closing date for return of valid ballot papers.
- (3) The returning officer shall compile the ballot paper according to the nominations received.
- (4) The returning officer shall distribute to every member:
 - (a) a ballot paper marked in a way that attests to its authenticity, and
 - (b) an envelope bearing the postal address of the returning officer and marked 'ballot paper', and
 - (c) instructions to guide the member in casting the ballot and lodging it with the returning officer.
- (5) The returning officer shall deliver each envelope containing a ballot to the general meeting at which the result of the ballot is to be announced.
- (6) At the general meeting at which the result of the ballot is to be announced, two scrutineers appointed by the meeting, who may be members entitled to vote but who are not candidates for office, shall:
 - (a) open every envelope, and
 - (b) tally the ballots, and
 - (c) compile a list showing the votes cast for every candidate, and
 - (d) deliver that list in a sealed envelope to the chairperson of the general meeting;
- (7) Members may be allowed to observe the proceedings in this clause.
- (8) The chairperson shall not open the sealed envelope until the agenda item relating to the ballot is reached, at which time the chairperson:
 - (a) shall announce the number of votes cast for each candidate, and

- (b) after satisfying himself or herself that the list is authentic, shall declare the result of the ballot accordingly.
- (9) The returning officer shall retain the ballot papers for not less than 20 working days after the result of the ballot is announced and dispose of them thereafter in accordance with a direction from the committee.
- (10) At the first convenient opportunity it shall be the duty of the secretary to inform all members (national or branch according to the election) in writing of the results announced by the chairperson.
- (11) In branch elections for office holders, the branch secretary shall inform the national secretary of the results of the election.

51. Interest

- (1) In this clause:

committee means the national committee.

candidate's associates means immediate family, business partners, associate members associated with the candidate, and organisational members for which the candidate is agent.

immediate family means spouse, de facto spouse, domestic partner, children, parents and siblings.

- (2) A candidate for a position on a committee is to declare on their nomination form:
 - (a) names, herd prefixes and herd codes of alpaca studs in which the candidate or the candidate's associates have an interest, and
 - (b) import and export licences in which the candidate or the candidate's associates have an interest, including on the nomination form such details as dates of issue, dates of expiry, names of countries, numbers of alpacas; and
 - (c) names of members or non-members with whom the candidate or the candidate's associates has or have an agreement to receive consideration in return for introducing prospective buyers of alpacas.
- (3) A committee member whose interests change from those declared under subclause (2) is to notify the secretary promptly in writing of the details of change, and the secretary is to add the notification to the business of the next meeting of the committee.
- (4) If when a committee is considering an item of business, a member of the committee has an interest in the item which is different from that of any other member of the association:
 - (a) the member is not to vote on that item, and
 - (b) if the member is the chairperson, the committee is to appoint a disinterested member of the committee as chairperson while that item is being considered.

Schedule 1 – Objects of the Association

The objects of the association are:

- (a) to bring together people interested in alpacas and all other camelids – including Guanaco, Llama and Camel (“lama”) – for the purpose of breeding, fleece production and uses of camelid fleece
- (b) to promote and advance for enjoyment and profit, the breeding and husbandry of alpacas, the purity of the alpaca breed, the manufacture and marketing of alpaca products, the industries associated with those activities, and members’ interests generally
- (c) to foster and promote a viable alpaca and lama industry around the world
- (d) to promote public awareness and appreciation of the alpaca and lama
- (e) to liaise with animal organisations and government, statutory and allied industry bodies in Australia and overseas on matters affecting members’ alpaca-related activities
- (f) to educate the membership on the care and breeding of the alpaca and lama, and encourage practices based upon, but not limited to, herd health, overall soundness and fleece production
- (g) to obtain information on all aspects of the alpaca industry for dissemination to those engaged or interested in the industry
- (h) to encourage innovation in the use of alpaca and lama fibre by industry and those with craft interest
- (i) to maintain a world standard register and studbook via online electronic database
- (j) to represent our members with truth and integrity
- (k) to establish codes of ethics in respect of members’ alpaca-related activities and to enforce those codes
- (l) to conduct (alone or in co-operation with other companies, agricultural societies or associations) field days, shows, exhibitions, competitions, sales and seminars dealing with alpacas and alpaca products
- (m) to advance the association financially and in public esteem
- (n) to encourage and promote ventures and research of benefit to the alpaca industry
- (o) to lead other organisations by example in assisting members to plant trees on their properties
- (p) to promote environmentally sustainable practice

Schedule 2 – Powers of the Association

Solely for the purpose of carrying out the objects in Schedule 1 and not otherwise, the powers of the association shall be, but are not limited to, the following:

- (a) to hold or arrange competitions and provide or contribute toward the provision of prizes, awards, trophies and other acknowledgments of excellence in connection therewith, provided that no member of the association shall receive any prize, award or acknowledgment of excellence in the form of a monetary payment from the association except as a successful competitor;
- (b) to subscribe to, become a member of, co-operate with, amalgamate with or acquire any other association, whether incorporated or not, which has objects similar to those of the association, provided that the association shall not subscribe to, support with its funds, amalgamate with or acquire any association or organisation which does not prohibit the distribution of its income and property to members to an extent at least as great as that required by clause 43 (1);
- (c) to buy, sell, deal in, offer for hire or operate all kinds of provisions, supplies, apparatus and equipment used in the alpaca and alpaca-related industries;
- (d) to purchase, take on lease or in exchange, hire or otherwise acquire any land, building, easement, real or personal property or vehicle necessary for the purposes of, or capable of being used in connection with, any of the objects of the association, provided that if the association takes or holds any property that is or may be subject to any trust, the association shall deal with that property only in a manner allowed by law having regard to those trusts;
- (e) to enter into arrangements with any government or authority within or beyond Australia that may be conducive to any of the association's purposes; to obtain from that government or authority any rights, privileges, powers, authorities, concessions or financial assistance which the association considers it desirable to seek and obtain to the benefit of the association or of members; to carry out, exercise or comply with those arrangements, rights, privileges, powers, authorities, concessions or financial assistance; and to expend money obtained from governments or authorities for the purpose for which it has been granted and subject to the conditions of the grant;
- (f) to appoint or employ persons as salaried staff or wages employees to perform duties necessary or convenient for the purposes of the association; to promote, move, transfer, demote, suspend or dismiss those persons; to determine their remuneration and conditions of service;
- (g) to determine the amounts of pensions, superannuation or other benefits for staff and employees in the event of their sickness, retirement, death or resignation; to subscribe to any funds established or engaged to provide for payment of those amounts;
- (h) to construct, improve, maintain, develop, work, manage, alter or control any buildings, grounds, works or conveniences that are necessary or desirable for furthering the association's interests and to contribute to, subsidise or otherwise assist or take part in that construction, improvement, maintenance, development, work, management, alteration or control;
- (i) to invest and deal with the money of the association not immediately required, in the manner the national committee thinks fit;

- (j) to borrow or raise or secure the payment of money in whatever manner the association may think fit and secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the association's property (both present or future) and to purchase, redeem or pay off such securities;
- (k) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other transferable or negotiable instruments;
- (l) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the association;
- (m) to take and hold mortgages, liens and charges for securing the purchase price, or any unpaid balance of the purchase price, of any part of the association's property of any kind whatsoever sold by the association or any money due to the association from purchases and others;
- (n) to take any gift of property, whether or not subject to any special trust, for any of the objects of the association but subject always to the proviso in paragraph (d);
- (o) to take whatever action the association may from time to time deem expedient for procuring contributions to the funds of the association;
- (p) to make and publish material in any form or medium for promoting and advancing the purposes of the association;
- (q) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities or engagements of any company, society, institution or association with which the association is authorised to amalgamate;
- (r) to transfer all or any part of the property, assets, liabilities or engagements of the association to any society, institution or association with which the association is authorised to amalgamate;
- (s) to establish, create, amalgamate, break up, alter and dissolve branches of the association and make regulations for the governance of the association applying uniformly in all branches;
- (t) to fund research into aspects of alpacas and alpaca-related industries; to apply to government agencies, quasi- and non-governmental organisations, private foundations and individuals for grants of funds to undertake research of that kind; to enter into agreements with those agencies, organisations, foundations or individuals about the provision, expenditure and accounting of granted funds; and to engage learned institutions or expert companies, individuals or agencies to undertake research projects so funded;
- (u) to publish research studies of aspects of alpacas and alpaca-related industries;
- (v) to make and enforce regulations for the keeping of the register of alpacas and dealing with disputes in relation to the register;
- (w) to make and enforce regulations for the keeping of the alpaca stud-book, eligibility of alpacas for entry in it, practices to be followed in offering the breeding services of alpacas for a fee and dealing with disputes in relation to the stud-book;
- (x) to determine, impose and collect joining and annual membership fees, sale levies, research levies and charges for services provided by the association;

- (y) to impose and collect or enforce monetary or administrative penalties from or against a member found on the balance of probabilities (the onus of establishing which shall lie on the complainant) to have contravened, to the detriment of another member, a provision of a code made pursuant to the objects of the association or a regulation made in exercise of these powers, being a provision that authorises the association to impose the penalty; to appoint tribunals comprising members and other persons with suitable qualifications to enquire into such complaints and report thereon to the national committee provided that:
 - (i) no hearing of a complaint made under a code, a regulation or within the constitution of the association shall commence until all judicial proceedings in respect of the events comprising the contravention have been heard and determined,
 - (ii) no monetary penalty collected under this paragraph shall be paid to any complainant who is a member;
- (z) to apply for, take up, hold, buy, sell, give as security and receive the benefits of shares in companies or cooperatives formed to manufacture or trade in alpaca products or to trade in alpacas; to nominate members of the association for election to the boards of those companies or cooperatives, to vote for those nominees and to direct members representing the association on those Boards as to the manner in which they are to vote on particular questions;
- (aa) upon recommendation of the national committee to confer honorary life membership in the association on a member who has given especially meritorious service to the association over a period of years, provided that the number of honorary life members at any time shall not exceed half of one percent (rounded up to the next whole number) of the number of members of the association;
- (ab) to transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged provided that the association shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions which if a purpose of the association would make it an industrial organisation within the meaning of the *Industrial Relations Act 1996*;
- (ac) to take such action as may be necessary or appropriate to bring the association within the purview of the Corporations Law of the Commonwealth;
- (ad) to make and enforce regulations for the keeping and the inspection of the records, books and other documents of the association and dealing with disputes in relation to the records, books and other documents of the association;
- (ae) to make and enforce regulations for the recording and management of interest within the association and dealing with disputes in relation to the recording and management of interest.
- (af) to make and enforce regulations for other purposes related to the objects of the association and dealing with disputes in relation to the purposes for which the regulations were made

Schedule 3 – Matters Reserved for the National Committee

The matters listed hereunder are reserved to the national committee for action on behalf of the association:

- (a) Financial policy and administration
- (b) Ethics
- (c) Discipline
- (d) Registration of animals
- (e) Stud Book
- (f) Animal standards
- (g) Relationships with Governments
- (h) Research and Development
- (i) Public relations policy
- (j) Fibre policy
- (k) Import and export protocols
- (l) Policy for marketing of animals and of fibre
- (m) Policy regarding the education of members in alpaca-related matters
- (n) Head Office administration
- (o) Fees and Charges not prescribed in this constitution
- (p) Grievance procedures
- (q) Matters related to or covered by regulations made under this constitution