

HOME ECONOMICS VICTORIA

CONSTITUTION (amended 21 May 2011)

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PART 2 – NAME, OBJECTIVES and POWERS

2. Name

The name of the company is “Home Economics Victoria” (in this constitution “Home Economics Victoria”).

3. Objectives

The objectives of Home Economics Victoria are:

- (i) Promote skills for life including home economics to achieve optimal and sustainable wellbeing for individuals, families and communities;
- (ii) Promote health and wellbeing aimed at preventing diseases, specifically obesity and Type 2 diabetes;
- (iii) Provide education and information about health and wellbeing through education programs, resources, publications, advocacy and consultancy;
- (iv) Support research into health and wellbeing including the provision of awards and scholarships;
- (v) Work in partnership with relevant health and education bodies, government departments, organisations and industry.

4. Legal Capacity and Powers

- (i) Home Economics Victoria has:
 - (a) the legal capacity and powers of an individual, and
 - (b) all the powers of an incorporated body,

as provided by section 124 of the Corporations Law

- (ii) Home Economics Victoria may only exercise its powers for its objectives.

5. Not for Profit

- (i) Home Economics Victoria may only use its income, assets and profit for its objectives.
- (ii) Home Economics Victoria must not distribute any of its profit, income or assets directly or indirectly to its members.
- (iii) Sub-clause (ii) does not prevent Home Economics Victoria from paying its members or its directors:
 - (a) reimbursement for expenses properly incurred by them, and
 - (b) for goods supplied and services provided by them,if this is done in good faith on terms no more favourable than if the member were not a member and, in the case of a director subject to sub-clause (v)
- (iv) Home Economics Victoria must not pay directors' fees directly or indirectly to its directors.
- (v) Home Economics Victoria may only make other payments to its directors if the payment has been specifically approved by resolution of the directors.

PART 3 – MEMBERSHIP

6. Eligibility

- (i) Any person who:
 - (a) supports the objectives of Home Economics Victoria; and
 - (b) agrees to comply with the code of conduct of Home Economics Victoriais eligible for membership.
- (ii) In sub-clause (i) “person” includes an individual, incorporated body or unincorporated body, and part of an incorporated or unincorporated body, subject to sub-clause (iii).

- (iii) An unincorporated body, or part of an incorporated or unincorporated body may only become a member by nominating an individual or incorporated body to act as member on its behalf.
- (iv) In this constitution, unless the contrary intention appears, “member” includes an unincorporated body, and part of an incorporated or unincorporated body that is represented by a member in accordance with sub-clause (iii).

7. Applications

Applications for membership must be:

- (i) in writing, stating that the applicant:
 - (a) wishes to become a member of Home Economics Victoria;
 - (b) supports the objectives of Home Economics Victoria;
 - (c) agrees to comply with the code of conduct of Home Economics Victoria; and
 - (d) agrees to contribute to \$20 to the property of Home Economics Victoria, in the event that it is wound up;
- (ii) signed by the applicant; and
- (iii) accompanied by the first subscription.

8. Approval

- (i) The Board must:
 - (a) by resolution approve or reject the application; and
 - (b) notify the applicant whether the application has been approved or rejected.
- (ii) If the Board accepts the application:
 - (a) the applicant becomes a member from the date of the Board meeting; and
 - (b) the name and address of the new member, and the date of becoming a member must be entered in the register of members.
- (iii) If the Board rejects the application, it must return the subscription to the applicant.

9. Subscriptions

- (i) The Board must by regulation set the subscription.
- (ii) The amount of the subscription and the date for payment may vary according to the criteria set by the Board in the regulation.
- (iii) The voting and other rights of members who have not paid the subscription by the date for payment are suspended until the subscription is paid.

10. Rights and Obligations

- (i) The rights of members are not transferable, and end when the member ceases to be a member in accordance with clause 14.
- (ii) By joining Home Economics Victoria and remaining members, members agree to:
 - (a) support the objectives of Home Economics Victoria; and
 - (b) comply with the code of conduct.
- (iii) This constitution is an enforceable contract between Home Economics Victoria and each member as provided by section 140 of the Corporations Law.

11. Liability

- (i) The liability of members is limited to the amount specified in sub-clause (ii).
- (ii) If Home Economics Victoria is wound up, each member undertakes to contribute up to \$20 to the property of Home Economics Victoria.
- (iii) In sub-clause (ii) “member” includes a former member who was a member at any time during the year ending on the day of the commencement of the winding up, subject to clause (iv).
- (iv) Former members need not contribute in respect of a debt or liability of Home Economics Victoria contracted after they ceased to be a member.

12. Resignation

- (i) Members may resign by writing to Home Economics Victoria.
- (ii) Members whose subscriptions are more than 6 months in arrears are taken to have resigned.
- (iii) Members who breach the code of conduct are taken to have resigned, subject to clause 16.

13. Discipline

- (i) The Board may by resolution pass by an absolute majority suspend or expel a member for:
 - (a) failing to comply with the constitution, code of conduct or regulations; or
 - (b) causing a detriment to Home Economics Victoria.
- (ii) The Board must not pass a resolution under sub-clause (i) unless the member has been:
 - (a) informed of what it is alleged the member has done; and
 - (b) given a reasonable opportunity to be heard.
- (iii) Home Economics Victoria may not fine members.

14. Cessation

- (i) Members cease to be members:
 - (a) on resignation, expulsion or ceasing to have legal capacity; and
 - (b) in the case of members nominated to act on behalf of an unincorporated body, or part of an incorporated or unincorporated body under clause 6(iii) who are not members in their own right – when another member is nominated.
- (iii) If a member ceases to be a member, the date of ceasing to be a member must be entered in the register of members.

15. Register of Members

The Board must ensure that a register of members is kept as required by section 169 of the Corporations Law in which are entered:

- (i) the name of each member;

- (ii) the address for notices last given by the member;
- (iii) the date of becoming a member; and
- (iv) in the case of former members, the date of ceasing to be a member.

16. Grievance Procedure

- (i) The grievance procedure set out in this clause applies to disputes under this constitution between:
 - (a) a member and another member, and
 - (b) a member and the Board or Home Economics Victoria.
- (ii) In paragraph (i)b “member” includes a former member taken to have resigned under clause 12(iii) who:
 - (a) disputes having breached the code of conduct; and
 - (b) wishes to be reinstated as a member.
- (iii) The parties must first attempt to resolve the dispute themselves.
- (iv) If the parties are unable to resolve the dispute, the Board must appoint a mediator.
- (v) The mediator:
 - (a) must not have a personal interest in the dispute;
 - (b) must not be biased in favour of or against any party;
 - (c) may be a member or former member; and
 - (d) if possible, must be appointed with the agreement of all parties.
- (vi) The mediator must conduct a hearing at which each party is given a reasonable opportunity to be heard.
- (vii) The mediator may during, and must at the end of, the hearing attempt to resolve the dispute by agreement between the parties.
- (viii) If the mediator is unable to resolve the dispute by agreement between the parties, the mediator must determine the respective rights and obligations under this constitution of the parties and any other members.
- (ix) A party may appoint another person to act on its behalf in the grievance procedure.

PART 4 – GENERAL MEETINGS

17. Annual General Meeting

- (i) The Board must convene an annual general meeting to be held:
 - (a) at least once in each calendar year, and
 - (b) within five months after the end of Home Economics Victoria's financial yearas required by section 250 N of the Corporations Law.
- (ii) The Board must send copies of the reports referred to in sub-clause (iii) with the notice of the annual general meeting so as to comply with sections 314 and 315 of the Corporations Law.
- (iii) The Board must lay before the annual general meeting the annual financial report, directors' report and auditor's report for the last financial year as required by section 317 of the Corporations Law.
- (iv) The ordinary business of the annual general meeting is:
 - (a) to verify the minutes of:
 - (1) the last annual general meeting, and
 - (2) any special general meetings since the last annual general meeting;
 - (b) to consider the annual financial report, directors' report and auditor's report (including questions and comments from members on the management of Home Economics Victoria); and
 - (c) to elect directors in accordance with clause 29.
- (v) The annual general meeting may only consider other business of which notice has been given in accordance with clause 19(ii)(c).

18. Special General Meetings

- (i) The Board may convene a special general meeting.
- (ii) The Board must convene a special general meeting if requested by members in accordance with section 249F of the Corporations Law.
- (iii) Members themselves may convene a special general in accordance with section 249F of the Corporations Law.

- (vi) Special General Meetings may only consider business of which notice has been given in accordance with clause 19(ii)(c).

19. Notice

- (i) At least 21 days notice in writing of general meetings must be given to:
 - (a) each member,
 - (b) each director, and
 - (c) Home Economics Victoria's auditor.
- (ii) The notice must state:
 - (a) the date, time and place (or places) of the meeting,
 - (b) if the meeting is to be held at more than one place – the technology that will be used,
 - (c) the general nature of each item of business to be considered, and
 - (d) if a special resolution is to be proposed:
 - (1) the proposed resolution, and
 - (2) that it is intended that the resolution be proposed as a special resolution,

as required by section 249L of the Corporations Law.
- (iii) The notice must include under paragraph (ii)c any business that any member has requested in writing to be considered.
- (iv) The notice must also include:
 - (a) a statement that members that are incorporated bodies may appoint a representative to attend, speak and vote on their behalf in accordance with clause 20,
 - (b) a statement that:
 - (1) all members have the right to appoint a proxy to attend, speak and vote instead of the member in accordance with clause 21, and
 - (2) all proxies must be members,

as required by section 249L(d) of the Corporations Law, and

 - (c) a copy of clauses 20 and 21.

- (v) The notice may (but need not) include forms of appointment for the purposes of sub-clause (vi) and clauses 20 and 21.
- (vi) If a general meeting is adjourned for one month or more, new notice of the resumed meeting must be given.
- (vii) Despite sub-clause (i), the accidental omission to give notice of the meeting to a member or members, or the non-receipt by a member or members of notice of the meeting does not invalidate the meeting, except as provided by section 1322(3) of the Corporations Law.

20. Representatives

- (i) Members that are incorporated bodies may appoint individuals to represent them at general meetings, as provided by section 250D of the Corporations Law.
- (ii) Appointments of representatives must be:
 - (a) in writing, naming the individual (or individuals, in order) to represent the member;
 - (b) sealed by, or signed on behalf of, the member; and
 - (c) sent to Home Economics Victoria before the meeting; or
 - (d) given to the chair of the meeting before or at the commencement of the meeting.
- (iii) Representatives may exercise all of the rights of members under this Part.

21. Proxies

- (i) Members may only appoint other members as proxies.
- (ii) Appointments of proxies must be:
 - (a) in writing, naming the individual (or individuals, in order) to hold the proxy;
 - (c) signed by the member; and
 - (d) sent to Home Economics Victoria before the meeting; or
 - (e) given to the chair of the meeting before or at the commencement of the meeting.

- (iii) Appointments of proxies are valid if they contain the information required by sub-clause (ii), despite section 250A(1) of the Corporations Law.

22. 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 to clearly and simultaneously communicate with every other such member.

23. Quorum

- (i) The quorum for the consideration of the ordinary business of the annual general meeting is the presence in person or by representative of at least 25 members entitled to vote.
- (ii) The quorum for the consideration of all other business at general meetings is the presence in person, by representative or by proxy of at least 25 of members entitled to vote.
- (iii) If a quorum is not present within 30 minutes of the time of which notice has been given, the meeting must not proceed.

24. Chairing

- (i) The President is entitled to chair general meetings.
- (ii) If the President is not present, or does not wish to chair the meeting, the Deputy President is entitled to chair.
- (iii) If neither the President nor the Deputy President is present, or if neither wishes to chair the meeting, the meeting must elect another member to chair.
- (iv) The chair of the meeting has a deliberative vote, but does not have a casting vote.

25. Voting

- (i) All members are entitled to vote at general meetings, except those whose voting rights have been suspended under clause 9(iii) or 13(i).
- (ii) Each member has one vote.

- (iii) Members may vote in person, by representative or by proxy.
- (iv) Unless a poll is demanded, voting is by show of hands.
- (v) On a show of hands, members who have been appointed as proxies may only cast their votes as members, and not their votes as proxies.
- (vi) If an equal number of votes are cast for and against a proposed resolution or amendment, the chair of the meeting must declare the proposed resolution or amendment lost.
- (vii) A challenge to a right to vote:
 - (a) may only be made at the meeting; and
 - (b) must be determined by the chair of the meeting, whose decision is final.
- (viii) Section 250J(1A) of the Corporations Law does not apply to Home Economics Victoria.

26. Poll

- (i) Any member entitled to vote (including the chair of the meeting) may demand a poll on any resolution, other than a resolution concerning:
 - (a) the election of the chair of the meeting, or
 - (b) the adjournment of the meeting.
- (ii) The poll may be demanded:
 - (a) before a vote is taken,
 - (b) before the voting results on show of hands are declared, or
 - (c) immediately after the voting results on a show of hands are declared.
- (iii) The poll must be taken when and in the manner the chair of the meeting directs.
- (iv) On a poll, members who have been appointed as proxies:
 - (a) need not cast any or all of their votes as proxies, unless they are the chair of the meeting;
 - (b) may cast their votes in different ways; and
 - (c) if:
 - (1) they do cast votes as proxies; and

- (2) the appointment of proxy specifies the way the proxy is to vote on a proposed resolution;
must vote that way.
- (v) A demand for a poll may be withdrawn.

PART 5 – DIRECTORS

27. Number and Type

- (i) Home Economics Victoria has:
 - (a) up to 9 elected directors, and
 - (b) up to 3 co-opted directors.
- (ii) Home Economics Victoria does not have:
 - (a) alternate directors, or
 - (b) a managing director.
- (iii) A majority of the directors of Home Economics Victoria must be Responsible Persons.

28. Eligibility

- (i) Any individual who is:
 - (a) a member, or
 - (b) the representative of a member,is eligible to be elected or co-opted as a director, except for:
 - (c) members and representatives of members whose voting rights have been suspended under clause 9(iii) or 13(i), and
 - (d) employees of Home Economics Victoria subject to sub-clause (ii).
- (ii) By becoming and remaining directors, directors who are not members agree to support the objectives of Home Economics Victoria, and to comply with the code of conduct, constitution and regulations as if they were a member.

29. Election

- (i) Each annual general meeting must elect up to 9 directors subject to clause 31 (i).
- (ii) Nominations must be:
 - (a) signed by:
 - (1) the candidate, and
 - (2) the nominator and seconder, both of whom must be members or representatives of members entitled to vote at the annual general meeting; and
 - (b) received at the Home Economics Victoria office no later than 4pm 7 days before the annual general meeting.
- (iii) For the purpose of paragraph (ii)(b) the original nomination must be received, not a faxed copy.
- (iv) Nominations may be accompanied by a statement of up to 100 words setting out the qualifications of the candidate.
- (v) If nine or less nominations are received, the chair of the meeting must declare those candidates elected.
- (vi) If more than nine nominations are received, an election must be held:
 - (a) The chair of the meeting must appoint a returning officer;
 - (b) A secret ballot must be conducted;
 - (c) Each member entitled to vote and present at the meeting in person, by representative or by proxy must be given a ballot paper with the names of the candidates listed in an order decided by lot;
 - (d) Voters must cross off the names of those candidates they do not wish to vote for, leaving the names of those candidates they do wish to vote for;
 - (e) Voters must cross off sufficient names so that the number of candidates whose names have not been crossed off is nine or less;
 - (f) Ballot papers that do not comply with paragraph (e) are informal;
 - (g) Each formal ballot paper where the name of a candidate has not been crossed off counts as one vote for that candidate;
 - (h) The returning officer must declare elected the nine candidates who receive the most votes, subject to paragraph (i) below; and

If two or more candidates receive the same number of votes, and one or some but not all of those candidates must be elected, the returning officer must decide by lot which is to be elected.

30. Co-option

The Board may:

- (i) at its first meeting after each annual general meeting, and
 - (ii) at any subsequent meeting,
- co-opt up to three additional directors.

31. Term of Office

- (i) Elected directors hold office:
 - (a) from the end of the annual general meeting at which they are elected,
 - (b) until the end of the second annual general meeting after they were elected, apart from the directors who retire pursuant to clause 31(i)c.
 - (c) at the first annual general meeting after adoption of these clauses, one half or the lowest number compared to one half of the directors shall retire. Those to retire shall be chosen by agreement or, failing agreement, by the drawing of lots.
 - (d) at the following annual general meeting, the remaining directors who held office at the previous annual general meeting shall retire. subject to sub-clauses (iii)-(vii).
- (ii) Co-opted directors hold office:
 - (a) from the time they were co-opted,
 - (b) until the end of the second annual general meeting after they were co-opted,subject to sub-clauses (iii)-(vii).
- (iii) Directors may be re-elected and co-opted again.
- (iv) Directors may resign by writing to Home Economics Victoria.
- (v) Directors may cease to hold office if:

- (a) in the case of directors who at the time of their election were representatives of members – the member notifies Home Economics Victoria in writing that the director no longer represents the member; or
 - (b) in any other case – the director ceases to be a member.
- (vi) Directors may cease to hold office if they :
 - (a) fail to attend three consecutive meetings of the Board without leave of absence of the Board;
 - (b) receive any payment from Home Economics Victoria otherwise than in accordance with this constitution;
 - (c) reach the age of 72; or
 - (d)
 - (1) become an insolvent under administration;
 - (2) cannot manage Home Economics Victoria because of their mental incapacity, having had a personal representative or trustee appointed to administer their estate or property; or
 - (3) otherwise becomes subject to section 224 of the Corporations Law.
- (vii) Directors may be removed by general meeting in accordance with section 227 of the Corporations Law. The resulting vacancy may be filled at the general meeting.
- (viii) The Board may fill vacancies in directors (including a vacancy under sub-clause (vii) not filled at the general meeting) for the balance of the term of office.
- (ix) The Board may continue to act despite any vacancy in directors.
- (x) Even if it is later found that a person who has acted as a director was not properly elected, co-opted or appointed, the validity of:
 - the acts of that person as a director, and
 - decisions of meetings of the Board in which that person has participated;is not affected.

32. Notification to the ASIC

- (i) Home Economics Victoria must notify ASIC of any change in its directors or Secretary as required by section 242 of the Corporations Law.

33. Duties

Each director has the duties prescribed by the Corporations Law, including under section 232 those of:

- (i) honesty;
- (ii) proper use of information;
- (iii) reasonable care and diligence; and
- (iv) proper use of position.

PART 6 – OFFICE BEARERS

34. Positions

- (i) The office bearers of Home Economics Victoria are:
President,
Vice President,
Treasurer,
Secretary,
Subject to sub-clause (ii)
- (ii) The Board may by regulation establish other office bearer positions.

35. Election

The Board must at its first meeting after the annual general meeting each year elect the office-bearers (other than the Secretary) from among the directors.

36. Term of Office

- (i) Office-bearers hold office from the time of their election until their successor is elected, subject to sub-clauses (ii)-(iv).
- (ii) Office-bearers may resign by writing to Home Economics Victoria.

- (iii) Office-bearers who cease to be directors, other than by the expiry of their term of office, cease to be office-bearers.
- (iv) Office-bearers may be removed by resolution passed by an absolute majority of the Board.
- (v) The Board must as soon as is practicable fill casual vacancies in office-bearer positions for the balance of the term.
- (vi) This clause does not apply to the Secretary.

37. Secretary

- (i) The Board must appoint a Secretary of Home Economics Victoria in accordance with section 240 of the Corporations Law.
- (ii) But unless the Board otherwise resolves, the chief executive officer is to be appointed Secretary.

PART 7 – THE BOARD

38. Membership

The members of the Board are the directors of Home Economics Victoria.

39. Responsibility and Powers

- (i) The Board is responsible for the management of Home Economics Victoria, subject to sub-clause (iv).
- (ii) The Board may exercise all powers of Home Economics Victoria on its behalf.
- (iii) Without limiting sub-clause (ii), the Board may:
 - (a) establish committees with such membership and terms of reference as it thinks appropriate; and
 - (b) delegate its power as it thinks appropriate.
- (iv) A general meeting may by resolution direct the Board on any matter within its powers.

40. Code of Conduct

The Board must by resolution passed by an absolute majority prescribe a code of conduct to be complied with by members in accordance with clause 10(ii)(b).

41. Regulations

- (i) The Board may by resolution passed by an absolute majority make regulations to give effect to this constitution.

Members must at all times comply with the regulations as if they formed part of this constitution.

42. Public Statements

- (i) The Board may by resolution or regulation authorise an office-bearer, director or employee to make public statements on behalf of Home Economics Victoria.
- (ii) No person may make any public statement on behalf of Home Economics Victoria unless authorised by the Board.

PART 8 – MEETINGS OF THE BOARD

43. Convening

- (i) The President, Secretary or any two directors may convene a meeting of the Board.
- (ii) Ordinary meetings of the Board must be held at least four times each year.
- (iii) At its first meeting after each annual general meeting the Board must by resolution set the dates, times and places of ordinary meeting until the next annual general meeting.
- (iv) The Board may by resolution subsequently change the dates, times and places of ordinary meetings.

44. Notice

- (i) Each director must give at least seven days notice in writing of meetings of the Board, subject to sub-clause (iv).

- (ii) Notice may be given of more than one ordinary meeting of the Board at the same time.
- (iii) The notice must include the date, time and place (or places) of the meeting, but need not include the business to be considered.
- (iv) In cases of urgency a meeting may be held without the notice required by sub-clause (ii), provided that:
 - (a) as much notice as practicable is given by whatever means will reach each director soonest; and
 - (b) no resolution may be passed at the meeting except by an absolute majority.

45. Use of Technology

- (i) Meetings of the Board may be held at more than one place, provided that the technology that is used enables each director present at all places the meeting is held to clearly and simultaneously communicate with every other such director.
- (ii) Without limiting sub-clause (i) and clause 44 (iv)(a), meeting of the Board may be convened and held by telephone.
- (iii) By becoming and remaining a director, all directors are taken to consent to sub-clause (ii).

46. Quorum

The quorum for meetings of the Board is the presence in person of a majority of directors at the time.

47. Chairing

- (i) The President is entitled to chair meetings of the Board.
- (ii) If the President is not present, or does not wish to chair the meeting, the Vice President is entitled to chair.
- (iii) If neither the President nor the Vice President is present, or if neither wishes to chair the meeting, the Board must elect another director to chair.

- (iv) The chair of the meeting has a deliberative vote, but does not have a casting vote.

48. Voting

- (i) Each director has one vote.
- (ii) There is no voting by proxy.
- (iii) If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

49. Disclosure of Interest

Each director who has a material personal interest in a matter that is being considered at a meeting of the Board:

- (i) must not be present while the matter is being considered; and
- (ii) must not vote on the matter;

except as provided by section 232A of the Corporations Law.

50. Resolutions without Meetings

A resolution set out in a document (or documents) signed by all directors entitled to vote stating that they are in favour has the same effect as a resolution passed at a meeting of the Board

PART 9 – FINANCIAL AND LEGAL

51. Source of Funds

The funds of Home Economics Victoria may be derived from subscriptions, grants, donations, fund-raising activities, interest and other sources approved by the Board.

52. Financial Year

The financial year of Home Economics Victoria is from 1 January to 30 December, unless the Board otherwise determines under section 323D of the Corporations Law.

53. Financial Records

Home Economics Victoria must keep financial records that:

- (i) correctly record and explain its transactions, and financial position and performance; and
- (ii) would enable true and fair financial statements to be prepared and audited; as required by section 286 of the Corporations Law.

54. Auditor

The Board or a general meeting must fill any vacancy in auditor within one month as required by section 327 of the Corporations Law.

55. Cheques

- (i) All cheques must be signed by at least two persons who are:
 - (a) either directors or employees of Home Economics Victoria; and
 - (b) nominated by the Board by regulation or resolution.
- (ii) The Board may nominate a list of individuals or positions to be signatories for the purpose of sub-clause (i).
- (iii) Signatories must not sign cheques until the payee and the amount have been written in.

56. Common Seal

- (i) Home Economics Victoria must have a common seal.
- (ii) A document may only be sealed with the common seal if authorised by resolution of the Board.
- (iii) The sealing must be witnessed by the signatures of at least two directors nominated by the Board by regulation or resolution.
- (iv) The Board may nominate a list of individuals or positions to be signatories for the purpose of sub-clause (iii).

- (v) The Board must provide for the safekeeping of the seal.

57. Minutes

The Board must ensure that:

- (i) minutes are taken and kept of all general meetings – the minutes are signed within a reasonable time after the meeting by the chair of the meeting or the chair of the next meeting; or
- (ii) in the case of minutes of resolutions without a meeting – the minutes are signed by a director within a reasonable time after the resolution has passed;

as required by section 251 A of the Corporations Law.

58. Records

- (i) The Board must provide for the safekeeping of the records of Home Economics Victoria.
- (ii) Members may inspect the records of Home Economics Victoria at any reasonable time, subject to sub-clause (iii).
- (iii) Members may not inspect the records of Home Economics Victoria that relate to personal, employment, contractual and legal matters that are confidential in nature.
- (iv) The Board must ensure that copies of the code of conduct, constitution and regulations are freely available to members and applicants for membership.

59. Indemnity

Home Economics Victoria indemnifies:

- (i) its office-bearers and directors, and
- (ii) its employees and agents,

against any liability incurred in that capacity (other than to Home Economics Victoria or a related body corporate), unless liability arises out of conduct involving a lack of good faith.

60. Amendment of Constitution

- (i) This constitution may only be amended by special resolution, as provided by section 136(2) of the Corporations Law.
- (ii) Amendments to this constitution are subject to clauses 62(i)(a) and 62(ii)(a).
- (iii) Within 14 days of passing a special resolution to amend this constitution, Home Economics Victoria must lodge with ASIC copies of:
 - (a) the special resolution, and
 - (b) the amendment,as required by section 136(5) of the Corporations Law.

61. Winding Up

- (i) If Home Economics Victoria is wound up or if the endorsement of the organisation as a deductible gift recipient is revoked, the following assets remaining after the payment of the organisation's liabilities shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made and which is a health promotion charity for the purposes of the Income Tax Assessment Act 1997:
 - (a) gifts of money or property for the principal purpose of the organisation;
 - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
 - (c) money received by the organisation because of such gifts and contributions.
- (ii) If the organisation is wound up, the remaining assets with the exception of those assets listed in sub-clause (i) must be transferred to a fund, authority or institution which:
 - (a) has similar objectives to Home Economics Victoria; and
 - (b) also prohibits the distribution of profit, income and assets to its members to at least as great an extent as this constitution
- (iii) The fund, authority or institution referred to in each of sub-clauses (i) and (ii) must be decided by:

- (a) special resolution, or
- (b) resolution of the Board passed by an absolute majority.

62. Tax Exemption and Deductibility

- (i) If Home Economics Victoria has been notified by the Australian Taxation Office that its income is exempt from income tax:
 - (a) Home Economics Victoria must promptly notify the Australian Taxation Office of all amendments to this constitution; and
 - (b) On winding up, the remaining assets of Home Economics Victoria may only be given to an entity that is also exempt from income tax.
- (ii) If Home Economics Victoria has been notified by the Australian Taxation Office that gifts and contributions to Home Economics Victoria will be an allowable deduction:
 - (a) Home Economics Victoria must promptly notify the Australian Taxation Office of all amendments to this constitution; and
 - (b) On winding up, the remaining assets of Home Economics Victoria may only be given to an entity to which gifts and contributions are also an allowable deduction.

63. Notices

- (i) Members and Directors must give Home Economics Victoria their address for notices, and any change in that address.
- (ii) The address for notices may include a fax number and an email address.
- (iii) Home Economics Victoria must enter any change in the address of a member in the register of members.
- (iv) Notice may be given to a member or director by sending it to the address last given by the member or director.
- (v) In this constitution a period of notice of a meeting expressed in days:
 - (a) includes the day on which notice is given; but
 - (b) does not include the day on which the meeting is held.
- (vi) Notices sent by prepaid post are taken to have been given on the second business day after posting.

- (vii) Notices sent by fax or email are taken to have been given on the business day after sending.

64. Interpretation

- (i) In this constitution, unless the contrary intention appears:
 - (a) “absolute majority” means a majority of the votes of all directors entitled to vote at the time, whether or not those directors are present, and whether or not they vote;
 - (b) “ASIC” means the Australian Securities and Investments Commission;
 - (c) “code of conduct” means the code of conduct for members prescribed by clause 40;
 - (d) “convene” means call and arrange to hold, and includes setting the date, time and place of the meeting;
 - (e) “entity” includes body, trust and fund;
 - (f) “member” has the extended meanings given in clauses 6(iv) and 20(iii);
 - (g) “regulations” means regulations of Home Economics Victoria made under clause 41, and “regulation has a corresponding meaning’
 - (h) “Responsible Person” is an individual who:

- (i) performs a significant public function;
- (ii) is a member of a professional body having a code of ethics or rules of conduct;
- (iii) is officially charged with spiritual functions by a religious institution;
- (iv) is a director of a company whose shares are listed on the Australian Stock Exchange;
- (v) has received formal recognition from government for services to the community; or
- (vi) is approved as a Responsible Person by the Commissioner of Taxation.
- (i) “special resolution” means a resolution at a general meeting:
 - (1) of which notice has been given in accordance with clause 19(ii)(d); and
 - (2) that is passed by at least 75% of the votes cast (in person, by representative or by proxy) by members entitled to vote on the resolution;
 in accordance with sections 9 and 249L(c) of the Corporations Law; and
- (j) “Home Economics Victoria” has the meaning given in clause 2.
- (ii) In clauses 28(ii) and 31(v)(a) “representatives of members” includes an individual nominated to act as member on behalf of an unincorporated body, or part of an incorporated or unincorporated body under clause 6(iii).
- (iii) Where this constitution requires a document to be signed, in the case of an incorporated body the document must be either sealed, or signed on its behalf.

- (iv) This constitution is to be interpreted in accordance with the Corporations Law.
- (v) The Board is responsible for the interpretation of the constitution and regulations.

PART 10 – REPLACEABLE RULES

65. Replaceable Rules

- (i) In this Part “replaceable rules” means those provisions of the Corporations Law that under section 135 of the Corporations Law may be applied to Home Economics Victoria as replaceable rules.
- (ii) The replaceable rules apply to Home Economics Victoria, subject to sub-clauses (iii) and (iv).
- (iii) The following replaceable rule is modified by this constitution:
 - (a) section 236A(2) by clause 5(v).
- (iv) Section 249T of the Corporations Law is a replaceable rule displaced by this constitution.