



Creadaptive Volleyball Club

CONSTITUTION

Effective 17 September 2026

Constitution of Creadaptic Volleyball Club Inc.

1 Interpretation

(1) Unless the meaning attributed to a term is inconsistent with law, the following terms will have the following meanings—

Act means the *Associations Incorporation Act 1981* (Qld).

casual vacancy means a vacancy that happens when an appointed or elected member of the Management Committee resigns, dies or otherwise stops holding office.

Chief Executive means the Chief Executive of the Office of Fair Trading ('OFT').

Creadaptic means Creadaptic Pty Ltd (**ACN 658 292 212**) trading as Creadaptic (**ABN 39 658 292 212**).

Formal Agreement means the relationship agreement between Creadaptic and the Association which establishes the terms and conditions of the relationship and includes that agreement as varied from time to time in accordance with its provisions.

immediate family means any person who has a relation by blood, marriage or other legal relationship. The term also captures people who live together in a domestic partnership, children who are adopted or those considered to have a familial relationship under Aboriginal and Torres Strait Islander peoples kinship and family structures.

material personal interest means any financial or other interest, direct or indirect, that a Management Committee Member, officer, member of the Association or member of their immediate family, has which, given its substance, nature and capacity, would impact upon the ability of a Management Committee Member, officer or member of the Association to discharge their fiduciary or other duties. It includes any situation where an individual's personal or commercial interests may interfere with or impact their obligations to the Association.

officer means any individual who holds a position of leadership or management within the Association or who has the capacity to affect significantly the Association's financial or non-financial standing.

person means an individual, body, association (whether incorporated or not) or other entity of any kind.

promptly notify means to inform within 21 calendar days.

present—

- (a) at a Management Committee Meeting—see clause 25(6); or
- (b) at a General Meeting—see clause 35(6).

rule includes any by-law or policy of the Association as amended from time to time, or may exist at any time in the future.

(2) A word or expression that is not defined in this constitution or the rules of the Association, but is defined in the Act has, if the context permits, the meaning given by the Act.

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(3) A word or expression that is not defined in either this constitution, rules of the Association or the Act, must have its natural and ordinary meaning by reference to what would reasonably be understood to have been intended.

(4) Any decision or of the like made by the Management Committee or members of the Association at any meeting must be by a simple majority vote (i.e., ordinary resolution), unless stated otherwise in this constitution or the Act.

2 Name

(1) The name of the incorporated association is Creadaptic Volleyball Club Inc. (**'the Association'**), which may be abbreviated to "CVC".

3 Association with Creadaptic

(1) The Association was established at the direction of, and in alignment with, Creadaptic's vision, and is intended to operate in a formally aligned, strategically integrated partnership with Creadaptic. This relationship involves Creadaptic and the Association working closely together, guided by shared values, coordinated objectives, and a long-term collaborative approach to ensure consistency, stability, and the advancement of volleyball.

(2) The Association will be bound by the Formal Agreement between the Association and Creadaptic which will outline the terms and conditions of the relationship to ensure a clear understanding of the role and responsibilities of each entity.

(3) As the Association and Creadaptic share the same name, the Association must act in a manner that is mutually beneficial and will prioritise the interest of both itself and Creadaptic, promote and protect the reputation and success of the shared name, and not bring Creadaptic into disrepute.

(4) The Association must include a disclaimer acknowledging its affiliation with Creadaptic, where appropriate and consistent with branding guidelines.

(5) The name of the Association cannot be changed without the prior written consent of Creadaptic.

(6) If any inconsistency arises between this constitution and the Formal Agreement, the Association and Creadaptic must work in good faith to amend the Formal Agreement or this constitution (as appropriate) so that both documents operate harmoniously and in accordance with the Act. The constitution prevails to the extent required by law.

4 Objects

(1) The objects of the Association are—

- (a) To conduct, encourage, promote, advance and administer the sport of volleyball in the local and surrounding areas, and encourage members of the community to take part in volleyball and ensuring it is accessible for all;
- (b) To advance the sport of volleyball through and by various development programs and initiatives, and the acquisition of relevant grants and/or funds;
- (c) To conduct, encourage, administer and promote competition, recreational, social and community volleyball, alongside Volleyball Queensland (**'VQ'**), VQ member associations and clubs, or other volleyball associations and clubs;

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- (d) To act in good faith and loyalty to ensure the maintenance and enhancement of the Association and volleyball, its standards, quality and reputation for the collective and mutual benefit of its members and the sport of volleyball;
 - (e) To work towards encouraging the sport of volleyball as a human endeavour, and ensuring that the community does not feel left behind or excluded from participating in volleyball as the Association has a role to play in moving volleyball for development forward;
 - (f) To, at all times, operate with, and promote, mutual trust and confidence between the Association and its members in pursuit of these objects;
 - (g) To, at all times, act on behalf of, and in the interests of, its members and the sport of volleyball;
 - (h) To enable members to achieve a high level of physical and mental fitness through the teaching and practice of the sport of volleyball;
 - (i) To provide a safe and quality sporting, volunteer and spectator experience for its members and the community;
 - (j) To formulate, adopt and implement appropriate policies and procedures, as are required, from time to time to address issues that may arise in the sport of volleyball;
 - (k) To strive for governmental, commercial and public recognition of the Association and the sport of volleyball;
 - (l) To encourage players, coaches, and referees to realise their potential and athletic abilities by extending to them the opportunity of education and further participation in the sport of volleyball;
 - (m) To conduct or commission research and development for improvements in the sport of volleyball and volleyball equipment generally;
 - (n) To pursue sponsorship and marketing opportunities, as are appropriate, to further the objects of the Association and the sport of volleyball;
 - (o) To represent, advance and secure the interests of its members and of the sport of volleyball generally, in any appropriate forum and where required;
 - (p) To have regard to the public interest and environment in all aspects of its operations;
 - (q) To ensure an open-environment is fostered and nurtured, and members feel comfortable with voicing their issues and concerns by implementing appropriate procedures and reserving time during any General Meeting for members to direct questions towards the Management Committee; and
 - (r) To undertake what is necessary to perform any and all such things that are deemed incidental or conducive to the fulfilment of the above objects.
- (2) None of the abovementioned objects will prevail over another.
- (3) Subject to this constitution, the assets and income of the Association will be strictly applied solely in furtherance of its objects and no portion will be distributed directly or indirectly to the members of the Association or any other persons except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

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5 Status of the Constitution and Constitutional Alterations

- (1) Subject to the Act and other relevant law, this constitution will be the main authoritative document of the Association.
- (2) This constitution overrules conflicting provisions of the rules of the Association and decisions made by the Management Committee, the members of the Association in a General Meeting or any other persons within the Association.
- (3) In the event of any doubt or dispute as to the meaning or interpretation of this constitution, the Management Committee has authority to interpret the meaning of these clauses and any matter relating to the Association on which the constitution is silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- (4) Subject to the Act, this constitution may be amended, altered, rescinded or added to by a special resolution carried by a special majority at the Annual General Meeting or any General Meeting.
- (5) Notwithstanding subclause (4), the Association will not amend, supplement, impair or otherwise modify this constitution after a special resolution carried by a special majority at the Annual General Meeting or any General Meeting without the prior written consent of Creadaptic.
- (6) Once written consent is obtained from Creadaptic pursuant to subclause (5) after a special resolution carried by a special majority at the Annual General Meeting or any General Meeting, the Association must follow the procedure set out in subclause (7).
- (7) An amendment, alteration, rescission or addition to this constitution is valid only if it is registered by the Chief Executive of the OFT within three (3) months.

6 Powers

- (1) The Association has the powers of an individual.
- (2) The Association may, for example—
 - (a) enter into contracts;
 - (b) acquire, hold, deal with and dispose of property;
 - (c) make a gift to a charitable institution;
 - (d) make charges for services and facilities it supplies; and
 - (e) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.
- (4) The Association may make a non-financial contribution to Creadaptic.

7 Membership

- (1) The Association must have at least seven (7) members.
- (2) The membership of the Association will consist of—
 - (a) **Core Members** – these are individuals who participate in volleyball and/or beach volleyball competitions and/or events for the Association. They agree to abide by this constitution and the rules of the Association or those that the Association is bound by as amended from time to time or that come into existence at any time in the future and pay the membership fees prescribed

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by the Association. They will also receive any benefits in existence provided by the *Commercial Partners*.

Subject to this constitution, a *Core Member* will receive official notice to attend any General Meetings of the Association and they can be present, debate and vote at General Meetings. The number of *Core Members* is unlimited.

- (b) **Commercial Partners** – these are commercial operators and sponsors that will assist the Association in running or participating in any competitions or events. They agree to abide by this constitution and the rules of the Association or those that the Association is bound by as amended from time to time or that come into existence at any time in the future and pay the membership fees prescribed by the Association.

Subject to this constitution, a *Commercial Partner* will receive official notice to attend any General Meetings of the Association. They will be represented by the *Commercial Partner's* delegate who will have the right to be present, debate and vote at General Meetings for and on behalf of the *Commercial Partner*. The number of *Commercial Partners* may be limited.

- (c) **Community Members** – these are members of the community that participate, volunteer, assist or attend any events organised by or at the direction of the Association. They agree to abide by this constitution and the rules of the Association or those that the Association is bound by as amended from time to time or that come into existence at any time in the future and pay the membership fees prescribed by the Association. They will also receive any benefits in existence provided by the *Commercial Partners*.

Subject to this constitution, a *Community Member* will receive official notice to attend any General Meetings of the Association and they can be present, debate and vote at General Meetings. The number of *Community Members* is unlimited.

- (d) **Flex Members** – these are individuals who participate in volleyball and/or beach volleyball competitions and/or events for the Association in place of a *Core Member* who is suffering from any disease, impairment, injury, disability or illness for a period of one day at a time only. They agree to abide by this constitution and the rules of the Association or those that the Association is bound by as amended from time to time or that come into existence at any time in the future and pay the membership fees prescribed by the Association. They will not receive any benefits in existence provided by the *Commercial Partners*.

Subject to this constitution, a *Flex Member* will not receive official notice to attend any General Meetings of the Association and they cannot be present, debate and vote at General Meetings. The number of *Flex Members* is unlimited.

- (e) **Exclusive Creadaptic Member ('ECM')** – the Association reserves this membership to Creadaptic to the exclusion of all others. Creadaptic may assist the Association in its daily operations through financial or non-financial support.

Creadaptic will receive official notice to attend any General Meetings of the Association. Creadaptic will be represented by a duly authorised representative who will have the right to be present, debate and vote at General Meetings for and on behalf of Creadaptic.

For all ordinary and special resolutions, the ECM will hold a voting entitlement equal to 50% of the total votes eligible to be cast by all other classes of membership collectively. For example, if 100 total votes are cast by the other classes of membership, the ECM's vote will be worth 100 votes, resulting in 200 total votes being cast.

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ELECTION OF MANAGEMENT COMMITTEE MEMBERS

- (f) The ECM holds the sole and exclusive voting authority for all elections to positions on the Management Committee, including the offices of President, Secretary, and Treasurer.
 - (g) The ECM must exercise its election authority through a duly authorised representative appointed in writing. The appointment or revocation takes effect upon written notice to the Secretary.
 - (h) Before the ECM elects any candidate, the other classes of membership must participate in an indicative, non-binding expression of preference. This process allows members to indicate which candidate they favour. These expressions do not constitute votes and carry no numerical or binding effect on the election outcome.
 - (i) After considering the members' indicative expressions of preference, the ECM retains exclusive discretion to elect any candidate to the position, irrespective of whether the members prefer that candidate or not.
 - (j) Members retain full voting rights in all other matters except elections, subject to the voting arrangements prescribed in this constitution.
 - (k) Nominations for elected positions must be submitted in the manner prescribed by the Association and will be provided to the ECM for consideration.
 - (l) Members of the Management Committee hold office for a term of three (3) years, commencing from the conclusion of the Annual General Meeting, and may be re-elected and serve multiple consecutive terms.
 - (m) This clause prevails over any other clause relating to elections, nominations, or voting, to the extent of any inconsistency.
- (3) The voting rights of the classes of members created under this clause are subject to change by amendment to this constitution.
- (4) Other classes of members may be created by the Management Committee from time to time. Any new class of member created by the Management Committee under this clause may not be granted voting rights.

8 Eligibility for Membership

- (1) A person is eligible for membership in the Association if they–
 - (a) support the aims and ideals of the objects of the Association;
 - (b) are of good repute and character; and
 - (c) are likely to be compatible with existing members.

9 Becoming a Member

- (1) Creadaptic is automatically considered a member of the Association and will not be subject to any membership fees. Its membership will continue for an indefinite period of time until further notice.
- (2) A person must pay the membership fee prescribed by the appropriate membership in order to become a member.
- (3) An eligible person who lodges a membership application form prescribed by the Management Committee, at a prescribed location(s) or online will, upon the acceptance of their membership fee by

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the Association, become a member as of the date of that acceptance. However, in cases where the eligible person elects to pay the membership fee in increments (e.g., weekly, fortnightly or monthly), that person will become a member as of the date of the acceptance of their first instalment.

(4) An eligible person will no longer become eligible for membership if they have been previously terminated from the Association, unless they obtain express approval from the Management Committee by a special majority vote. However, the person cannot seek approval until the next membership period following their termination.

(5) The Association, prior to the acceptance of a person's membership fee, must ensure that the person is eligible to be a member.

(6) Where the Association determines that a person is not eligible for membership, the Management Committee may provide the decision in writing, upon request, which must include—

- (a) a statement that their application has been rejected;
- (b) reason(s) for the rejection; and
- (c) an indication of the circumstances under which an application from that person might be approved, if any.

10 Membership Fees

(1) The membership fee for each class of membership is the amount decided by the Management Committee from time to time and will be payable when, and in the way, the Management Committee decides.

(2) The Management Committee may levy any other amount to be paid by each member, or any category of members, whether of a recurrent or any other nature by promptly notifying members of the Association of such change.

(3) The right of a member entitled to attend, debate and vote at a General Meeting is suspended while the payment of their membership fee or other amount is in arrears.

(4) The Management Committee may defer the obligations of a member to pay the membership fee or other amount, or reduce (including to zero), the membership fee or other amount payable by a member that is in arrears, if the Management Committee is satisfied that—

- (a) there are reasonable grounds for doing so;
- (b) the Association will not be materially disadvantaged as a result; and
- (c) the member agrees in writing to pay the deferred or reduced membership fee or other amount within a time fixed by the Management Committee.

(5) If the Management Committee defers or reduces the membership fee or other amount payable by a member that is in arrears, that member will retain their right to attend, debate and vote at a General Meeting, unless otherwise specified by the Management Committee.

11 Duration of Membership

(1) The membership period will run from 1 January to 31 December every calendar year.

(2) Regardless of when the membership is purchased, it will expire on 1 January of the following calendar year.

(3) The member may seek to defer or obtain a reduction in their membership fee or other amount for the following calendar year if the member purchased their membership so late into the membership period that it would be unreasonable to request them to pay the membership fee or other amount for the following calendar year, however this will remain in the Management Committee's absolute discretion.

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(4) Where the Management Committee determines that it will not defer the obligations of a member to pay the membership fee or other amount, or reduce (including to zero), the membership fee or other amount payable by a member, the Management Committee must provide that person written notice of the decision which must include—

- (a) a statement that their request has been rejected; and
- (b) reason(s) for the rejection.

12 Resignation and Termination of Membership

(1) A member is no longer a member of the Association if that—

- (a) member dies;
- (b) member has their membership terminated;
- (c) member's membership expires; or
- (d) member resigns.

(2) A member is taken to have resigned from the Association by giving written notice of their resignation to the Secretary.

(3) Resignation will take effect as at—

- (a) the time the notice is received by the Secretary; or
- (b) if a later time is stated in the notice—the later time.

(4) The Management Committee may terminate a member's membership by a special majority vote, if the member—

- (a) is convicted of an indictable offence;
- (b) does not comply with any of the provisions of this constitution or the rules of the Association;
- (c) has membership fees in arrears for at least sixty (60) days; or
- (d) conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the Association, or has the capacity to adversely affect the reputation of the Association.

(5) Prior to terminating the member's membership, the Management Committee must—

- (a) give the member an opportunity to be heard;
- (b) give due weight and consideration to any written statement submitted by the member, other members or persons more generally concerned with the matter; and
- (c) provide the member with a copy of this constitution.

(6) If, after considering the member's submissions, the Management Committee decides by a special majority vote to terminate the member's membership, the Secretary must give the member written notice of the decision.

(7) The written notice of the decision must notify the member of their right to appeal the decision of the Management Committee to the members of the Association at a General Meeting by replying to the Secretary within seven (7) days of receiving the notice and submitting—

- (a) Notice of the intention to appeal;
- (b) Contact information; and
- (c) Reason/s for the appeal.

(8) A member who wishes to initiate an appeal beyond the seven (7) day period must provide a written request to the Secretary stating the reasons for an exemption. The decision to allow, or not allow, an appeal outside of the seven (7) day period will be at the sole discretion of the Management Committee and may not be appealed.

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(9) If the Secretary does not receive the member's intention to appeal within seven (7) days of the member receiving the notice, the member's membership is terminated as of that date.

(10) If the Secretary receives the member's intention to appeal outside of the seven (7) day period and the Management Committee decides to allow the appeal outside of this period, the member is taken to have been a member during this period.

(11) If an appeal is initiated, the Secretary must notify the Management Committee and a General Meeting must be called within one (1) month after the date on which the Secretary received the notice of intention to appeal.

(12) The General Meeting to decide an appeal must be held within three (3) months after the date on which the Secretary received the notice of intention to appeal.

(13) At a General Meeting of the Association that is called to appeal the termination of the member's membership–

- (a) no business other than the question of the appeal may be conducted;
- (b) the Management Committee must place before the meeting details of the ground/s and reason/s for the termination of the member's membership and be given a full and fair opportunity to show why the membership should be terminated;
- (c) the member must be given a full and fair opportunity to show why the member's membership should not be terminated; and
- (d) the members of the Association present must vote by secret ballot on the question of whether the termination of the member's membership by the Management Committee should be affirmed or revoked.

(14) The decision to affirm the termination of the member's membership by the Management Committee must be by a simple majority vote by the members present and eligible to vote at the General Meeting. In any other case, the termination of the member's membership must be revoked.

(15) A member will not be entitled to any refund of membership fee or other amount upon resigning or having their membership terminated.

13 Register of Members

(1) The Management Committee must keep a register of members of the Association.

(2) The register must include the following particulars for each member–

- (a) the full name of the member;
- (b) the category of the member;
- (c) the email address of the member;
- (d) the phone number/s of the member;
- (e) the postal or residential address of the member;
- (f) the date of admission as a member;
- (g) the date of death or time of resignation of the member;
- (h) the details about the termination or reinstatement of the member's membership; and
- (i) any other particulars the Management Committee or the members at a General Meeting decide.

(3) A register (to include only the full names of the members of the Association) will be made available for inspection at all reasonable times by any member who applies to the Secretary for such inspection.

14 Prohibition on Use of Information on Register of Members

(1) A member of the Association must not–

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- (a) use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

(2) Subclause (1) does not apply if the use or disclosure of the information is approved by the Association.

15 Rights and Obligations of Members

(1) This constitution constitutes a contract between the members and the Association.

(2) The Association is bound by the rules of natural justice in adjudicating upon the rights of its members conferred by this constitution or any rules of the Association.

(3) A member who has a material personal interest in any matter that is being considered by or being proposed to the Association must disclose the nature and extent of such interest to the Management Committee as soon as practicable and not be present while the matter is being considered nor vote on the matter.

(4) Subclause (3) does not apply to a material personal interest which is disclosed and approved by the Management Committee by special majority vote.

16 Appointment or Election of Secretary

(1) The secretary must be an individual that resides in Queensland, or in another State but not more than 65km from the Queensland border.

(2) The Secretary must also comply with the eligibility requirements set out in clause 19.

(3) If a casual vacancy happens in the office of Secretary, the Management Committee must ensure a Secretary is appointed or elected for the Association within one (1) month of the vacancy occurring, in tandem with the procedure set out in clause 23.

(4) In accordance with clause 19, the Secretary will hold a position on the Management Committee.

17 Removal of Secretary

(1) The Management Committee of the Association may at any time remove an elected or appointed person from the office of Secretary in accordance with clause 21.

18 Functions of Secretary

(1) The Secretary's functions include, but are not limited to—

- (a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Association;
- (b) keeping minutes of each meeting;
- (c) keeping copies of all correspondence and other documents relating to the obligations of the Association;
- (d) maintaining the register of members of the Association;
- (e) ensuring that the information held with the OFT is correct and current, including details of the current office bearers and notifying OFT of any change within the relevant statutory period; and
- (f) assisting and carrying out duties and decisions as are reasonably directed by the President.

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19 Membership of Management Committee

(1) The Management Committee of the Association will consist of the following Management Committee Members–

- (a) President;
- (b) Treasurer;
- (c) Secretary;
- (d) Creadaptic Representative and Observer ('CRO');
 - (i) the number of which is calculated in accordance with subclause (4); and
- (e) Such other Management Committee Members as determined by the Management Committee or the members of the Association.

(2) In order to be eligible for membership of the Management Committee, a person must be appointed by Creadaptic as a CRO, or the person must:

- (a) be a member of the Association;
- (b) have held continuous membership for no less than five (5) consecutive membership years. If no eligible candidate can be found at this threshold, the requirement may be reduced progressively to:
 - (i) four (4) consecutive years; then
 - (ii) three (3) consecutive years; then
 - (iii) two (2) consecutive years; then
 - (iv) one (1) year.

A lower threshold may only be applied if no eligible candidate exists at a higher one;

- (c) be an individual and at least eighteen (18) years of age; and
- (d) be not ineligible to be elected under section 61A of the Act.

(3) The appointment of CROs will be made entirely by Creadaptic and will not be subject to election by any other person. For the avoidance of any doubt, a CRO must still meet the eligibility requirements that apply to any elected person under subclause (2), but is exempt from the (2)(b) requirement.

(4) Creadaptic may appoint up to a number of CROs on the Management Committee equal to the number of the elected Management Committee Members, plus three (3), at its absolute discretion. For example, if there is a President, Treasurer, and Secretary, Creadaptic may appoint up to six (6) CROs, resulting in a total of nine (9) Management Committee Members.

(5) Commencing from the year 2028, at the Annual General Meeting of the Association, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election in accordance with clause 7(2). This is to provide ample time for the Management Committee to organise and build the necessary foundation for the Association to prosper and thrive in the years to come.

(6) Notwithstanding subclause (5), a member of the Management Committee may still resign, be removed or vacate the office in accordance with this constitution.

(7) A member of the Association may be appointed to a casual vacancy on the Management Committee under clause 23.

(8) A person may only hold both the office of President and Secretary concurrently, however this will not apply to the remaining Management Committee positions of which only one person may hold at a time.

20 Resignation of Management Committee Member

(1) A member of the Management Committee may resign from their position on the Management Committee by giving written notice of their resignation to the Secretary.

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- (2) Resignation will take effect as at–
 - (a) the time the notice is received by the Secretary; or
 - (b) if a later time is stated in the notice—the later time.

21 Removal of Management Committee Member

(1) A member of the Management Committee may be removed from office by the members of the Association following a two-step process:

- (a) a written petition signed by at least 50% of all members eligible to vote must be submitted to the Secretary, outlining the grounds for removal. The stated grounds must relate to a serious breach of this constitution or the rules of the Association; and
- (b) Upon receipt of a valid petition, the Management Committee must convene a meeting within 28 days to consider the matter.

A special majority of the remaining Management Committee Members may:

- (c) determine that the petition lacks merit, sufficient grounds, or is otherwise invalid, in which case the matter does not proceed further; or
- (d) accept the petition, in which case the matter proceeds to a vote at a General Meeting, where a special majority of those present and eligible to vote must approve the removal.

(2) A member of the Management Committee may also be removed by a special majority vote of the remaining Management Committee Members if they vote in favour of removing the member.

(3) A Management Committee Member may be removed upon recommendation from the ECM, subject to approval by a simple majority of the remaining Management Committee Members.

(4) A full and fair opportunity must be given to all relevant parties, including the Management Committee Member, to state their case for or against their removal from office.

(5) The vote must be by secret ballot.

(6) If the member of the Management Committee is removed, they immediately vacate the office.

(7) A member of the Management Committee also immediately vacates office in the circumstances mentioned in section 64(2) of the Act.

(8) A member of the Management Committee has a right of appeal against their removal under subclause (2) only. A member removed under subclause (1) or subclause (3) does not have a right of appeal, and such removal is final.

(9) Where a member is removed under subclause (2), the following appeal procedure must be followed–

- (a) if, after considering the member's submissions, the remaining Management Committee Members decide by a special majority vote to remove the member of the Management Committee, the Secretary must give the member written notice of the decision;
- (b) the written notice of the decision must notify the member of the Management Committee of their right to appeal the decision of the remaining Management Committee Members to the members of the Association at a General Meeting by replying to the Secretary within seven (7) days of receiving the notice and submitting–
 - (i) Notice of the intention to appeal;
 - (ii) Contact information; and
 - (iii) Reason/s for the appeal;

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- (c) a member who wishes to initiate an appeal beyond the seven (7) day period must provide a written request to the Secretary stating the reasons for an exemption. The decision to allow, or not allow, an appeal outside of the seven (7) day period will be at the sole discretion of the remaining Management Committee Members and may not be appealed;
- (d) if the Secretary does not receive the member's intention to appeal within seven (7) days of the member receiving the notice, the member is removed and immediately vacates office as of that date;
- (e) if the Secretary receives the member's intention to appeal outside of the seven (7) day period and the remaining Management Committee Members decide to allow the appeal outside of this period, the member is taken to have been in office during this period;
- (f) if an appeal is initiated, the Secretary must notify the remaining Management Committee Members and a General Meeting must be called within one (1) month after the date on which the Secretary received the notice of intention to appeal;
- (g) the General Meeting to decide an appeal must be held within three (3) months after the date on which the Secretary received the notice of intention to appeal;
- (h) at a General Meeting of the Association that is called to appeal the member's removal from office—
 - (i) no business other than the question of the appeal may be conducted;
 - (ii) the remaining Management Committee Members must place before the meeting details of the ground/s and reason/s for the member's removal from office and be given a full and fair opportunity to show why the member should be removed from office;
 - (iii) the member must be given a full and fair opportunity to show why they should not be removed from office; and
 - (iv) the members of the Association present must vote by secret ballot on the question of whether the member's removal from office by the remaining Management Committee Members should be affirmed or revoked;
- (i) the decision to affirm the member's removal from office by the remaining Management Committee Members must be by a special majority vote of the members present and eligible to vote at the General Meeting. In any other case, the member's removal from office must be revoked.

(10) If the removal of a member of the Management Committee Member is the Secretary, the abovementioned procedure must be followed by the President. The President may delegate this obligation to the CRO.

22 Removal of CRO

- (1) A CRO may only be removed by Creadaptic, in which case a new person is appointed by Creadaptic, at its absolute discretion or if the Association can show—
- (a) persistent failure to fulfil the duties and responsibilities of the position;
 - (b) serious breach of this constitution or the rules of the Association;
 - (c) persistent failure to uphold generally accepted ethical standards of honesty, integrity, and professionalism;
 - (d) conviction of an indictable offence, or of any offence resulting in imprisonment, other than in default of payment of a fine;
 - (e) demonstrated lack of commitment to the furtherance of the objects of the Association;
 - (f) a material change in circumstances that impairs the person's ability to serve effectively; or
 - (g) any other conduct or circumstance reasonably deemed detrimental to the effective governance or best interests of Creadaptic and the Association.

Upon receiving such a request, Creadaptic may, in its sole discretion, determine whether to remove the CRO and appoint a replacement.

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23 Casual Vacancy on the Management Committee

(1) The Management Committee must ensure a casual vacancy is filled within two (2) months of the vacancy beginning for any Management Committee position other than that of Secretary which must be filled within one (1) month of the vacancy beginning in accordance with clause 16(3), unless extended under subclause (1A).

(1A) If no suitable nominations are received, or in the case of a dispute or other reasonable delay, the Management Committee may extend the two-month deadline by up to one (1) additional month. The reason for the extension must be recorded in the minutes of the next Management Committee Meeting.

(2) If a casual vacancy occurs on the Management Committee, the position must be advertised for at least seven (7) days. All nominations will be made in writing to the Secretary. The Management Committee will then vote to appoint a nominated member to fill the vacancy until the next Annual General Meeting.

(3) If the casual vacancy is in the position of the Secretary, nominations must be made in writing to the President. The Management Committee will then vote to appoint a nominated member to fill the vacancy until the next Annual General Meeting.

(4) The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.

(5) However, if the number of Management Committee Members is less than the number fixed under clause 26(1) as a quorum of the Management Committee, the continuing members may act only to—

- (a) increase the number of Management Committee Members to the number required for a quorum; or
- (b) call a General Meeting of the Association.

24 Functions of the Management Committee

(1) The Management Committee will manage the affairs, business and operations of the Association and will have general control and management of the funds and property of the Association.

(2) The Management Committee may exercise all the powers and perform all the functions of the Association—

- (a) to borrow, raise or secure the payment of amounts in a way the members of the Association decide;
- (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future;
- (c) to purchase, redeem or pay off any securities issued;
- (d) to borrow amounts from members and pay interest on the amounts borrowed;
- (e) to mortgage or charge the whole or part of its property;
- (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
- (g) to provide and pay off any securities issued; and
- (h) to invest in a way the Association may from time to time decide.

(3) For subclause (2)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—

- (a) the financial institution for the Association; or

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- (b) if there is more than one (1) financial institution for the Association—the financial institution nominated by the Management Committee.

25 Meetings of the Management Committee

- (1) Subject to this constitution, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (2) Meetings of the Management Committee will be held as often as may be necessary for properly conducting the business and operations of the Association, but will be held no less than once every four (4) months.
- (3) Ordinarily, the Secretary must provide seven (7) days' notice for a Management Committee Meeting. However, the President or one-third (1/3) of the current Management Committee Members may call a meeting of the Management Committee with at least forty-eight (48) hours' notice.
- (4) Notice of a Management Committee Meeting must state—
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (5) The Management Committee may hold meetings, or permit a Management Committee Member to take part in its meetings by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A Management Committee Member who participates in the Management Committee Meeting as mentioned in subclause (5) is taken to be present at the meeting.
- (7) In accordance with clause 1(4), a matter or question arising at a Management Committee Meeting is to be decided by simple majority vote of those present at the meeting, unless stipulated otherwise in this constitution or the Act, and if the votes are equal, the matter or question is decided in the negative.
- (8) A member of the Management Committee must not vote on a decision if the member has a material personal interest in said decision.
- (9) The President is to preside as chairperson at any Management Committee Meeting—
 - (a) if there is no President or if the President is not present within ten (10) minutes after the time fixed for the Management Committee Meeting, a CRO will preside as chairperson for the duration of the meeting. In the absence of the President or a CRO, the meeting will lapse.

26 Quorum for, and Adjournment of, Management Committee Meeting

- (1) At a Management Committee Meeting, more than 50% of the number of positions available under clause 19(1) of this constitution as in force at the time of the Association's last General Meeting form a quorum.
- (2) If there is no quorum within thirty (30) minutes after the time fixed for a Management Committee Meeting, the members of the Management Committee who are present are to decide the day, time and place of the adjourned Management Committee Meeting which must be no less than three (3) days after the date of which the Management Committee Meeting would have been held.

27 Minutes of Meetings

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each meeting are entered in a minute book of which may be contained in an online form.

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(2) To ensure the accuracy of the minutes, the minutes of each meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting, verifying their accuracy.

(3) If asked by a member of the Association, the Secretary must, within twenty-eight (28) days after the request is made—

- (a) make the minute book for any meeting available for inspection by the member at a mutually agreed time and place; and
- (b) the member must pay the reasonable costs, if any, of providing copies of the minutes.

(4) The Management Committee may, in its discretion, choose to withhold the minutes of a Management Committee Meeting if they reasonably foresee that release of such minutes may harm an interest protected by any of the eight (8) following exemptions—

- (a) information that is confidential or privileged;
- (b) information that is prejudicial to the interests of the Association;
- (c) information that is prohibited from disclosure by law;
- (d) information that is contrary to the best interests of the Association;
- (e) information that, if released, would invade another individual's personal privacy;
- (f) information that relates to Creadaptic in any capacity;
- (g) information that affects the enforcement of law; or
- (h) information that would or could reasonably be expected to affect the protection of public safety, including any person or community.

(5) Once the Secretary has processed the member's request to inspect the minutes of a Management Committee Meeting, they will provide the member with written notice of whether the Association will release the minutes of the Management Committee Meeting for inspection within twenty-eight (28) days.

(6) If the minutes of the Management Committee Meeting are withheld from the member making the request, the Secretary must ensure the written notice informs the member of the specific exemption/s that is being applied.

(7) For the purpose of this clause and clause 1(4)—**meeting** will include Management Committee Meetings, General Meetings and Annual General Meetings.

28 Acts not Affected by Defects or Disqualifications

(1) An act performed by the Management Committee, a Management Committee Member or an officer is taken to have been validly performed, even if—

- (a) there was a defect in the appointment of a Management Committee Member or officer; or
- (b) a Management Committee Member or officer was ineligible to hold that position at the time the act was performed.

29 Resolutions of Management Committee without Meeting

(1) A written resolution agreed to by the members of the Management Committee, is as valid and effectual as if it had been passed at a meeting that was properly called and held.

(2) A resolution mentioned in subclause (1) may consist of several documents in like form, signed by a simple majority of the members of the Management Committee.

(3) A resolution mentioned in subclause (1) may also be circulated to all members of the Management Committee by email and will be considered passed if the members signify their approval by return email.

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30 Delegation of Powers of the Management Committee

(1) The Management Committee or a Management Committee Member may delegate, in writing, to an officer or another Management Committee Member such powers and the exercise of such functions as are specified in the delegation other than—

- (a) this power of delegation;
- (b) the Management Committee's powers and duties over financial matters;
- (c) a function which is specifically imposed on the Management Committee or a Management Committee Member by Creadaptic, or the Act or any other applicable law.

(2) Any delegation made by the Management Committee or a Management Committee Member to an officer or another Management Committee Member will be subject to such conditions and limitations as to the exercise of that function as are specified in the written delegation.

(3) The Management Committee or Management Committee Member may continue to exercise any function delegated.

(4) The Management Committee or Management Committee Member may revoke the delegation wholly or in part at any time.

(5) It remains the responsibility of the Management Committee or Management Committee Member to ensure that their duty or responsibility, if delegated, is fulfilled. The Management Committee or Management Committee Member may not rely on a decision to delegate as a defence to a breach of a duty or responsibility.

31 Annual General Meeting

(1) An Annual General Meeting must be held—

- (a) at least once each year; and
- (b) within six (6) months after the end date of the Association's reportable financial year.

32 Business to be Conducted at Annual General Meeting

(1) The following business must be conducted at each Annual General Meeting of the Association—

- (a) confirming the minutes of any General Meeting and verifying their accuracy;
- (b) receiving the Association's financial statement and audit report, for the last reportable financial year;
- (c) presenting the financial statement and audit report to the meeting for adoption;
- (d) the election of the members of the Management Committee by the ECM, when applicable;
- (e) considering whether the Association is achieving its objects;
- (f) donations to charities through the CVC Outreach program;
- (g) asking questions of Management Committee Members;
- (h) receiving a report from the Management Committee regarding the need for the Association to have public liability insurance;
- (i) appointing an auditor, an accountant or an approved person for the next financial year, if required; and
- (j) considering any other business required by the Act or which may properly be brought before the members of the Association.

33 Notice of General Meeting

(1) A General Meeting of the Association may be called—

- (a) by the Secretary, either;
 - (i) on their own volition; or
 - (ii) after being directed to call the meeting by a member of the Management Committee;
- (b) on the requisition in writing of at least one-half (1/2) of the members of the Association;

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- (i) if the members of the Association exceed 100 members, it must be on the requisition in writing of at least thirty (30) members of the Association;
- (c) by a simple majority vote of the members of the Association at a General Meeting or Annual General Meeting.
- (2) A requisition for a General Meeting by the members of the Association is only effective if it–
 - (a) states the proposed agenda for the General Meeting;
 - (b) is signed by each of the requisitionists;
 - (c) states the reason for calling the General Meeting; and
 - (d) is delivered to and acknowledged by the Association by return email.
- (3) The Management Committee must hold a General Meeting within two (2) months after any of the instances set out in subclause (1).
- (4) Notice must be given to all members of the Association no less than fourteen (14) days prior to a General Meeting by the Secretary or, in the case of requisition, by the requisitionists.
 - (a) if the requisitionists are empowered to call a General Meeting of the Association under subclause (1)(b), the Secretary must provide the email addresses of the members ordinarily used to serve notices on them upon request by a requisitionist within seven (7) days of receiving such a request.
- (5) Notice of a General Meeting must–
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting.
- (6) Where a special resolution is proposed for the meeting–
 - (a) state in full the proposed resolution;
 - (b) state the intention to propose the resolution as a special resolution of the members; and
 - (c) be sent electronically or, if applicable, to the postal address of each member.
- (7) Notice is deemed to have been given if it is attempted to be served on a member electronically or by post to the address provided in the member's last application for membership.
- (8) If the Secretary is unable or unwilling to call the meeting, the President or CRO must call the meeting.

34 Quorum for, and Adjournment of, General Meeting

- (1) The quorum for a General Meeting is at least the number of Management Committee Members at the close of the Association's last General Meeting, plus one (1).
- (2) However, if all members of the Association are the Management Committee Members, the quorum is the total number of members, less one (1).
- (3) No business may be conducted at a General Meeting unless there is a quorum of members when the meeting proceeds to business. If a decision is made at an inquorate General Meeting, that decision has no effect.
- (4) If there is no quorum within one (1) hour after the notified starting time of a General Meeting, the meeting lapses and the chairperson must adjourn the meeting for at least seven (7) days to a day, time and place they think proper.

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- (5) If a General Meeting becomes inquorate, the chairperson must immediately suspend the meeting, except at the Annual General Meeting, where the chairperson, at their discretion, must–
- (a) adjourn the meeting for at least seven (7) days to a day, time and place of their choosing; or
 - (b) wait up to thirty (30) minutes for quorum to be restored. If a quorum is not restored within that time, the chairperson must adjourn the meeting to a day, time and place of their choosing.
- (6) The chairperson may, with the majority consent of the members at a General Meeting at which there is a quorum, and must if directed by a majority at the General Meeting, adjourn the meeting for at least seven (7) days from time to time and from place to place.
- (7) If a General Meeting is adjourned under subclause (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The Secretary is not required to give the members of the Association notice of an adjournment or of the business to be conducted at an adjourned meeting, unless a meeting is adjourned for at least fourteen (14) days.
- (9) If a General Meeting is adjourned for at least fourteen (14) days, notice of the adjourned meeting must be given in the same way notice was given for the original meeting.
- (10) If a meeting is adjourned under subclause (8), a notice may state new business to be conducted at the new meeting.

35 Procedure at General Meeting

- (1) A member of the Association may take part and vote in a General Meeting or Annual General Meeting in person or using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) For the avoidance of any doubt, subclause (1) allows the Association to hold meetings with a combination of in-person and remote attendees.
- (3) If a member wishes to vote in a General Meeting or Annual General Meeting remotely using any communication technology, the member must–
- (a) apply to the Secretary in writing to attend the meeting using communication technology and outline the reason for being unable to attend the meeting in-person;
 - (b) receive written authorisation from the Secretary to attend the meeting using communication technology and vote; and
 - (c) interact with the meeting to an acceptable standard as determined by–
 - (i) the Secretary for a General Meeting or Annual General Meeting.
- (4) The Secretary must not unreasonably decline an application under subclause (3).
- (5) A decision by the Secretary not to allow a member to attend and vote at a General Meeting or Annual General Meeting remotely using any communication technology may be appealed in writing to the President.
- (6) A member who participates in a General Meeting as mentioned in subclause (3) is taken to be present at the meeting.
- (7) For General Meetings not called by requisitionists, the President will ordinarily be the chairperson of all General Meetings–

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- (a) if there is no President or if the President is not present within ten (10) minutes after the time fixed for the General Meeting, a CRO will preside as chairperson for the duration of the meeting.
 - (b) In the absence of the President or a CRO, the members must appoint, by a simple majority vote, one from within their number to be the chairperson.
- (8) In the case of a General Meeting called by requisitionists, the requisitionists will appoint from within their number one person to be the chairperson.
- (9) The chairperson must conduct the General Meeting in a proper and orderly way.
- (10) The chairperson may, at their reasonable discretion but subject to the principles of natural justice, curtail the speaking of a member of the Association or other persons in the interest of time.

36 Voting at General Meeting

- (1) At a General Meeting or an Annual General Meeting, each question, matter or resolution, other than a special resolution, must be decided by a simple majority of votes of the entitled members of the Association present and eligible to vote in accordance with clause 1(4).
- (2) A member of the Association cannot delegate their vote to any other member or act as a proxy for any other member, unless they are a Commercial Partner or ECM.
- (3) No resolution of the members may be contrary to the Act or other applicable Australian or Queensland law, or alter, modify or otherwise affect any contractual or legal relationship that exists or may come into existence between the Association and Creadaptic.
- (4) A resolution of the members may be deemed to be illegal if it falls within the categories set out under subclause (3). The illegal resolution of the members is to be treated as never having been passed.
- (5) Each member present and eligible to vote is entitled to one (1) vote only, subject to this constitution, and, if the votes are equal, the matter or question is decided in the negative.
- (6) The method of voting will be determined—
- (a) ordinarily, by a show of hands;
 - (b) however—
 - (i) if a poll is requested by the chairperson; or
 - (ii) ten (10) members present;by a poll.
- (7) A show of hands must be conducted in accordance with the following procedure—
- (a) the chairperson and minuter must count the hands in the room and online, if applicable;
 - (b) if the total number of votes in favour, against and abstaining does not equal the total number of members present less the chairperson, the count must be reconducted until the total number of votes in favour, against and abstaining equals the number of members present less the chairperson; and
 - (c) the results of the count of hands as declared by the chairperson must be taken as the resolution of the members, whether a special resolution of the members or an ordinary resolution of the members.
- (8) If a poll is required, it must be conducted in accordance with the following procedure—
- (a) the poll must be taken immediately;
 - (b) the poll must be in the form of a secret ballot;
 - (c) the chairperson and minuter will count the results of the secret ballot; and

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- (d) the result of the secret ballot as declared by the chairperson must be taken to be a resolution of the members, whether a special resolution of the members or an ordinary resolution of the members.
- (9) If a secret ballot is held, it must be conducted in accordance with the following procedure—
 - (a) the Management Committee will provide each member with a confidential ballot, and will instruct the members on the procedure for casting their votes;
 - (b) the ballot will include instructions on how to vote for or against a resolution;
 - (c) members will be given an adequate amount of time to consider a resolution and cast their votes;
 - (d) all votes will be collected and counted by the Management Committee in a manner that ensures the confidentiality and privacy of each member's vote; and
 - (e) the results of the vote will be considered valid and binding on all members, and the resolution will be deemed passed or rejected based on the outcome of the vote.
- (10) All results retrieved from a General Meeting or an Annual General Meeting are final and are not subject to appeal.

37 Rules of the Association

- (1) The Management Committee may make, amend or repeal rules of the Association, not inconsistent with this constitution or any legal or contractual relationship with Creadaptic that exists or may come into existence, for the internal management of the Association by a simple majority vote.
- (2) The Management Committee will have the power to temporarily suspend or set aside any rules of the Association for any reason deemed appropriate by a simple majority vote—
 - (a) the suspension or setting aside of a rule of the Association may be a one-off instance or be for a specified period of time of which will be subject to review by the Management Committee at the end of that period; and
 - (b) the suspension or setting aside of a rule of the Association will not be contrary to law or any legal or contractual relationship with Creadaptic that exists or may come into existence.
- (3) The Association reserves the right to exercise its discretion to address unusual circumstances on a case by case basis in accordance with this constitution and within the scope and purpose of the applicable rules of the Association.

38 Common Seal

- (1) The Association will not use a common seal for the execution of documents or other official purposes. Any document executed by the Association will be signed by two (2) of the following—
 - (a) President;
 - (b) Treasurer;
 - (c) Secretary; and/or
 - (d) CRO;and will be binding on the Association without the need for a common seal.

39 Funds and Accounts

- (1) The funds of the Association must be kept in an account in the name of the Association at any such Australian banking institution as the Management Committee may from time to time determine.
- (2) The Association must spend no monies except by appropriations made by the Management Committee.
- (3) The signatories to an account operated by the Association will ordinarily be the President, Treasurer, Secretary and/or CRO.

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- (4) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- (5) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (6) The Association may be issued with electronic funds at point of sale (EFTPOS) cards to use in lieu of petty cash as necessary.
- (7) If a payment is made by cheque, the cheque must be signed by two (2) of the following–
 - (a) President;
 - (b) Treasurer;
 - (c) Secretary; and/or
 - (d) CRO.
- (8) Cheques must be crossed and bear the words “not negotiable”.
- (9) Any petty cash held must be kept on the imprest system.
- (10) The Treasurer will decide the amount of petty cash to be kept in the account.
- (11) A comprehensive, itemised budget will be created by the Treasurer by 31 December each year.
- (12) The budget must then be ratified as soon as is practicable after 31 December at a Management Committee Meeting by way of a simple majority vote.
- (13) The Treasurer and President will have authority to make payments by method of electronic funds transfer at point of sale (EFTPOS) and electronic funds transfer (EFT).
- (14) Items not ratified as a part of the annual budget but less than or equal to \$200 require approval by the Treasurer and by one other member of the Management Committee.
- (15) Any items not ratified as part of the annual budget and over \$200 require approval by the Management Committee by way of a simple majority vote.
- (16) The Treasurer must prepare and send a monthly transaction listing with descriptions and supporting documentation to the Management Committee by the last day of each month.
- (17) Each month’s transaction listing will then be ratified as soon as is practicable after the last day of the month at a Management Committee Meeting by way of a simple majority vote.
- (18) For any out of pocket payments made with a personal card in accordance with subclause (14) or subclause (15), a reimbursement form must be completed and sent to the Treasurer within two (2) months of the transaction.

40 General Financial Matters

- (1) On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure the following documents are prepared–
 - (a) the income and expenditure of the Association for the financial year just ended;
 - (b) the assets and liabilities of the Association at the close of that financial year;

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- (c) the mortgages charges and securities affecting the property of the Association at the close of the financial year.
- (2) The accounts of the Association must be audited prior to and presented at the Annual General Meeting each year.
- (3) The Treasurer must register the financial statements of the Association and the audit report with the OFT within one (1) month of their adoption at the Annual General Meeting.
- (4) The Treasurer must ensure that the Association is financially compliant on an ongoing basis by engaging an accountant and liaising with said accountant as is required.
- (5) Contracts of a significant financial nature entered into by the Association must be signed by the Treasurer, President and one other member of the Management Committee.

41 Record Keeping

- (1) The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association, whether recorded in the form of computer information, software or other computer media, or hard copy, which includes, printed documents, disks or other physical or tangible forms.
- (2) These records must be kept for no less than seven (7) years after their composition.

42 Financial Year

- (1) The end date of the Association's financial year is 31 December in each year.

43 Distribution of Surplus Assets to Another Entity

- (1) This clause applies if the Association–
 - (a) is wound-up under Part 10 of the Act; and
 - (b) has surplus assets.
- (2) The surplus assets must not be paid or distributed among the members, or former members of the Association.
- (3) The surplus assets must be given to Creadaptic, a for-profit company registered under the *Corporations Act 2001* (Cth), provided that Creadaptic uses the assets for a purpose consistent with the objects of the Association and conducts itself in a manner that is consistent with the purpose or operation of a not-for-profit under the Act and other relevant law relating to not-for-profits when handling those assets–
 - (a) to ensure transparency and accountability, Creadaptic will establish and follow best practices for handling the assets and will–
 - (i) provide an annual report to the members of the Association or regulatory authority detailing the distribution of the assets and their use. The report will include a detailed accounting of all transactions related to the assets and an explanation of how they align with the objects of the Association;
 - (ii) provide access to all relevant records and documents upon request to the members of the Association or regulatory authority; and
 - (iii) ensure that the report is made publicly available and distributed to all members of the Association so far as is reasonably practicable.

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(4) If subclause (3) cannot be given effect to under law or regulation, then the surplus assets must be transferred to a trust or entity directly or indirectly controlled by or related to Creadaptic, including but not limited to the Creadaptic Trust, provided that:

- (a) the trust or entity undertakes to apply the assets solely for purposes that substantially align with or continue the objects of the Association; and
- (b) the governing rules of the trust or entity prohibit the distribution of income and assets to its members or officers, except in furtherance of its' stated not-for-profit objectives.

(5) To avoid doubt, no transfer of surplus assets will be made to an unrelated entity unless, and only to the extent that, both subclauses (3) and (4) cannot be lawfully given effect under the Act or applicable law, and:

- (a) the members pass a special resolution identifying such entity; and
- (b) the entity:
 - (i) has objects that are substantially aligned with those of the Association; and
 - (ii) has rules that prohibit the distribution of income and assets to its members.

(6) For the purpose of this clause—**surplus assets** has the meaning given by section 92(3) of the Act.

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Constitution – Amendment/Revision History

Date	Mode of Amendment
25 April 2024 (initiated) / 3 June 2024 (registered)	Online
15 August 2026 (initiated) / 17 September 2026 (registered)	Online