

CONSTITUTION

HaSS Association Australia (HAA) Incorporated

16 October 2023

Table of Contents

PART I: GENERAL	3
1. NAME OF THE ORGANISATION.....	3
2. DEFINITIONS AND INTERPRETATION OF TERMS.....	3
3. OBJECTS.....	4
PART II: MEMBERSHIP	4
4. MEMBERS	4
5. RIGHTS OF MEMBERS.....	5
6. MEMBERSHIP NOT TRANSFERABLE	5
7. CESSATION OF MEMBERSHIP	5
PART III: MEETINGS	6
8. MEMBERS' GENERAL MEETINGS	6
9. ANNUAL GENERAL MEETINGS	6
10. COUNCIL MEETINGS.....	7
11. MEETINGS (GENERAL RULES).....	8
PART IV: THE COUNCIL	9
12. NUMBER, NATURE OF AND TERMS FOR DIRECTORS.....	9
13. ELECTION OF DIRECTORS.....	10
14. POWERS AND DUTIES OF THE COUNCIL.....	10
15. By-Laws.....	11
PART V: ADMINISTRATION	11
16. FINANCES.....	11
17. NOTICES.....	11
18. INCOME AND PROPERTY.....	11
19. MEMBER LIABILITY.....	12
20. DISPUTE RESOLUTION.....	12
21. WINDING UP/DISSOLUTION.....	12
22. Common Seal.....	12
23. Indemnity.....	12
24. Alterations to the Constitution.....	13
25. Decisions on the rules.....	13

PART I: GENERAL

1. Name of the association

- a) The name of association is HaSS Association Australia (HAA) Incorporated.
- b) HaSS Association Australia (HAA) Incorporated is a not-for-profit public organisation.

2. Definitions and interpretation of terms

- a) In this Constitution unless it is inconsistent with the subject or context in which it is used:

HAA means HaSS Association Australia Incorporated (HAA Inc).

Act refers to the Associations Incorporations Act 1985.

By-Law means a by-law of HAA Incorporation made pursuant to clause 15.

Council means the Directors acting as the Council of Directors of HAA Incorporation, elected by the Members as described in this Constitution.

Constitution means this Constitution as amended or supplemented from time to time.

Director means a person elected to the Council of HAA Incorporation in accordance with this Constitution.

Electronic Contact Address means an electronic destination such as an email address to which notices and other material from HAA Incorporation can be transmitted or made available with reasonable certainty that they will be delivered to or will be accessible by the intended recipient.

Member means any individual who has been accepted as a member of the HAA Incorporation, having met the entry conditions for the HAA Incorporation as outlined in this constitution.

Professional teachers' association means an association that is a formally constituted entity, with elected officers representing the members. The majority of membership is made up of teachers or teacher professionals who are active in the profession which the association represents.

Objects means the objects of the HAA Incorporation as listed in this Constitution.

Office Bearers refers to elected members of the Council, namely the positions of President, Vice-President, Secretary, and Treasurer,

President means the Chair of the Council.

Register means the register of Members.

Secretary means any person appointed to perform the duties of Secretary of the HAA Incorporation.

Special Resolutions refer to significant decisions as determined by the Council requiring notification to Members prior to the meeting of the Members in a General Meeting or Annual General Meeting in accordance with the Act.

Year means a financial year for HAA Incorporation from January to December.

- b) A Member is taken to be present at a general meeting if the Member or proxy is in attendance or in remote contact (teleconference, video-conference) as arranged and sanctioned by the President of the general meeting.
- c) In this Constitution, the following rules of interpretation apply unless the context requires otherwise:
 - 1) a gender includes all genders
 - 2) singular includes plural and vice versa

- 3) where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning
- 4) a reference to a rule or sub-rule is to a rule or sub-rule of this Constitution and includes any further embedded content
- 5) a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislation substituted for it and any regulations and statutory instruments issued under it, and
- 6) the words 'writing' and 'written' include any mode of representing or reproducing words, figures, drawings or symbols in a visible or communicable form.

3. Objects

- a) The Object of the HAA Incorporation is to represent Members, so that their voice and the voice of teachers and educators is heard by the appropriate statutory authorities and governments for the improvement of HaSS education in South Australia and Australia.
- b) The HAA Incorporation will use a range of strategies to pursue this Object, including:
 - 1) providing a forum through which Members can exercise a critical appraisal of developments in Australian education pertaining to the HaSS learning area
 - 2) developing and promoting positions on issues relating to HaSS education in South Australia and across Australia
 - 3) representing Members on policy development bodies, at forums and through direct negotiation with jurisdictions at the state and national level
 - 4) providing representative input and feedback to the appropriate statutory authorities and jurisdictions
 - 5) providing a voice for the teaching of HaSS on professional matters
 - 6) developing the capacity of HaSS teachers to respond to national policy issues, initiatives and directions
 - 7) sharing discourse and evidence-based research on HaSS education
 - 8) providing high quality HaSS professional learning
 - 9) being a conduit between HaSS teachers, the media and jurisdictions
 - 10) promoting communication and collaboration between HAA Incorporation and other associations relevant to the Objects of the association
 - 11) doing anything ancillary to these Objects.

PART II: MEMBERSHIP

4. Members

- a) The HAA Incorporation admits Members who are interested in the Objects of the HAA Incorporation and that the Council, in its absolute discretion, admits to membership in accordance with this Constitution.
- b) The Council may provide for categories of membership on such conditions as the Council determines.
- c) Teachers, Pre-service teachers and others interested in the Objects of HAA Incorporation in South Australia and those who reside in States other than South Australia may apply for membership of the HAA Incorporation.
- d) Pre-service teachers are eligible for complimentary membership whilst studying as a pre-service teacher.
- e) When an applicant has been accepted for membership, the Secretary will send to the applicant written notice of the association's acceptance and a request for payment of the association's annual membership fee (unless membership is complimentary). Upon payment of the membership fee the applicant shall become a Member of the HAA Incorporation.
- f) The membership fee payable by Members of the HAA Incorporation shall be as determined

by the HAA Incorporation Council.

- g) All annual subscriptions shall become due and payable in advance on the first (1st) day of January in every year.
- h) A register of members must be kept and contain:
 - i) the name and address of each member
 - j) the email address of each member
 - k) the phone number of each member
 - l) the date on which each member was admitted to, or resigned from, the association
 - m) the date of and reason(s) for termination of membership (if applicable).

5. Rights of Members

- a) Members:
 - 1) can attend and speak at General and Annual General Meetings
 - 2) can be appointed as a Director of the HAA Incorporation
 - 3) can vote at meetings and on resolutions put to the membership.

6. Membership not transferable

- a) A right, privilege or obligation which a Member has by reason of being a Member of the HAA Incorporation:
 - 1) is specific to the Member and not capable of being transferred to another Member by a Member's own act or by operation of law, and
 - 2) terminates upon the cessation of membership whether by resignation or otherwise.

7. Cessation of Membership

- a) A Member shall cease to be a Member if:
 - 1) the subscription of a Member shall remain unpaid for a period of two (2) calendar months after it becomes due. The Member may, after notice of the default has been sent to the Member by the Secretary, be debarred by resolution of the Council from all privileges of membership and the Member's name may be removed from the Association's Register of Members. The Council may reinstate the Member and restore the name of the Member to the Register on payment of all arrears if the Council thinks fit to do so
 - 2) the Member may at any time, by giving notice in writing to the Secretary, resign membership of the HAA Incorporation
 - 3) the Member wilfully refuses or neglects to comply with the provisions of the Constitution of the HAA Incorporation or is guilty of any conduct which in the opinion of the Council is unbecoming of a Member or prejudicial to the interests of the HAA Incorporation
 - 4) the Member acts in a manner or convicted of an offence that would cause disrepute to HAA Incorporation.
- b) The Council will have power to expel a Member from the HAA Incorporation and erase their name from the Register of Members. This expulsion requires that at least twenty-eight (28) days before the meeting of the Council, at which a resolution for their expulsion is to be considered, the Member shall have had notice of such meeting and of what is alleged against the Member and of the intended resolution for their expulsion.

- d) A Member who has had their membership of the HAA Incorporation withdrawn has thirty (30) days after the Council meeting where the cessation was passed to lodge an appeal of the decision to the HAA Incorporation Council, outlining their case for re-admittance.
- e) Any Member ceasing to be a Member will not be entitled to any refund, in full or part, of any fee paid.

PART III: MEETINGS

8. Members' General Meetings

- a) The Members' General meeting is a gathering of members of the HAA Incorporation.
- b) The Members' General meeting will meet a number of times during a HAA Incorporation financial year, one of which will coincide with the Annual General Meeting.
- c) The Members' General meeting will advise and assist the Council of Directors to:
 - 1) develop policy recommendations
 - 2) provide a channel of communication between the HAA Incorporation Council and members to provide a positive image of the HAA Incorporation in the professional community and to the general public
 - 3) provide a source from which the HAA Incorporation may seek and receive advice related to curriculum development and the profession, necessary to meet the needs of the HaSS education community
 - 4) find opportunities that will enable it to obtain the relevant information to meet the requirements of its Objects.
- d) The Members' General meeting will have as its only power the right to make recommendations to the Council.
- e) A quorum is not required at the Member's General Meeting to take a vote on a recommendation to the Council.
- f) The HAA Incorporation Council Directors are to give due consideration to the recommendation of the Members' General meeting.
- g) Proxies: A member shall be entitled to appoint in writing a natural person who is also a member of HAA Incorporation to be their proxy and attend and vote at any general meeting of the association. A natural person is an individual human being and not a legal, business or other entity.
- h) The committee may call a special general meeting of the association at any time. Upon a requisition in writing of not less than 5% of the total number of members of the association, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- i) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- j) If a special general meeting is not convened within one month, as required by 8.h above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

9. Annual General Meetings

- a) Convening of the Annual General Meeting:
 - 1) The Council shall call an Annual General Meeting in accordance with the Act and this constitution.

- 2) The first Annual General Meeting (AGM) of the HAA Incorporation shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.
 - 3) An Annual General Meeting (AGM) of the HAA Incorporation shall be held once in every calendar year at such a time and place as determined by the Council. The AGM may be aligned to one of the Members' General meetings.
 - 4) An AGM of the HAA Incorporation may be convened to occur in a venue in Adelaide using any technology that gives the Members a reasonable opportunity to participate in the meeting.
 - 5) Attendance at an AGM may be in person or online. Those attending online have all the rights of those attending in person.
 - 6) Directors and office bearers for HAA Incorporation are to be elected at the AGM.
 - 7) The HAA Incorporation Council is to arrange the Annual General Meeting and Members' General meeting agendas, venues and catering.
 - 8) The order of business at the meeting shall be:
 - The confirmation of the minutes of the previous Annual General Meeting and of any special general meetings held since that meeting
 - The election of council members
 - The appointment of auditors
 - The consideration of accounts and reports of the council and the auditors report (if auditor report required)
 - Any other business requiring consideration by the association in a general meeting.
- b) Notice of Annual General Meetings:
- 1) Subject to this Constitution, at least twenty-one (21) days notice (or such other minimum period as may be prescribed by the Act from time to time) of a general meeting must be given to each person who is at the date of the notice:
 - i. a Member
 - ii. a Director or
 - iii. an auditor of the HAA Incorporation.
 - 2) A notice of a general meeting must specify:
 - i. the place, date and time of the meeting
 - ii. the general nature of any business to be conducted at the meeting
 - iii. if a special resolution is to be proposed, the details of and intention to propose it, and
 - iv. if the meeting is to be held in two (2) or more places, then the technology that will be used to facilitate this.
 - 3) It is not necessary for a notice of an AGM to state that the business to be transacted at the meeting includes the consideration of the annual financial report, Directors' reports, any report from the auditor, the election of Directors, the declaration of the results of an election of Directors, the appointment of the auditor or the fixing of the auditor's remuneration.
- c) A quorum is required for an Annual General Meeting. The quorum is to be a minimum of 10 members who are personally present or attending via proxy. Only when the quorum is attained can motions and resolutions be voted upon. The meeting may proceed but no decisions can be made pertaining to the constitution or changes to the operation of HAA

Incorporation.

- d) In the case of a quorum not being met, the Annual General Meeting is required to nominate a date for the meeting to be re-convened within one month.
- e) Special General Meeting: A Special General Meeting of HAA Incorporation may be convened at any time by direction of the HAA Incorporation Council or by such requisitions as are provided by the Act. The HAA Incorporation Council must, on the requisition in writing of members representing not less than 25% of the total number of Members, convene a Special General Meeting of Members.

10. Council Meetings

- a) No business may be transacted at a meeting of Directors unless a quorum of Directors is present during the time the business is dealt with.
- b) A quorum at a meeting of Directors is the lowest number that is a majority of the Directors entitled to attend the meeting.
- c) A Director who is present and is unable to vote on a matter shall be counted in the quorum despite that disqualification, even if they do not participate in that part of the meeting from which they are disqualified from voting.
- d) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be dissolved. If at the adjourned meeting a quorum is still not present within half an hour from the time appointed for the meeting, another day, time and place to reconvene the meeting is to be determined by the Council.
- e) The President may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- f) If the number of Directors in office at any time is less than the minimum number required, the remaining Directors must act as soon as possible:
 - 1) to increase the number of Directors to a number sufficient to satisfy the minimum number of Directors required or
 - 2) to convene a meeting of the HAA Incorporation Members' for that purpose.

11. Meetings (General Rules)

- a) General rules for all HAA Incorporation meetings:
 - 1) The President of the HAA Incorporation will preside at every meeting of the Council, Members' General Meeting and Annual General Meeting. If the HAA Incorporation President is not present within ten (10) minutes after the time appointed for holding the meeting, the HAA Incorporation Vice-President will be President of the meeting. If the HAA Incorporation Vice-President is not present at the meeting, then those in attendance with voting rights may choose one of their number to be Chair of the meeting.
 - 2) At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded:
 - i. by the President; or
 - ii. by the majority of Members/Directors present.
 - 3) At any general meeting, unless a poll is demanded, a declaration by the President that a resolution has been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect is to be noted in the minutes. If a poll is duly demanded it will be taken in such a manner and either at once or after an interval or

adjournment or otherwise as the President directs.

- 4) A majority of votes in the case of a show of hands and a poll is to be above fifty per cent (50%) of votes. In the case of an equality of votes, whether on a show of hands or on a poll, the President of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 5) In order for a Member to be eligible to vote at any meeting, the Member must be a financial or complimentary member of HAA Incorporation.
- 6) Every Member shall have one (1) vote.
- 7) A Member may vote in person or by proxy nominated by the Member.
- 8) The Member's request to appoint a proxy is to be via email using the HAA Incorporation proxy form and forwarded to the Secretary not less than twenty four (24) hours before the time for holding the meeting. A Member shall be entitled to instruct their proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as they think fit.
- 9) A Special Resolution is a resolution as defined by the Act.
- 10) An ordinary resolution is a resolution passed by a simple majority at a general meeting.
- 11) Amendments to the Constitution of the HAA Incorporation shall be made by a Special Resolution and agreed to by Members representing at least a three-quarters (75%) majority of Members.
- 12) A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy and attend and vote at a general meeting of the association.
- 13) The Council Meetings, Members' General meeting and the Annual General Meeting may be attended by persons other than Member Delegates, being those invited by the President or Members. These persons attending the meeting under the auspices of the President or Members will not have voting rights, but may upon a motion of the meeting be granted speaking rights.
- 14) A Member shall not vote in respect of any contract or proposed contract with the HAA Incorporation in which the Member has an involvement or if any conflict of interest exists.

PART IV: THE COUNCIL

12. Number, nature of and terms for Directors

- a) Number and nature of Directors:
 - 1) The HAA Incorporation Council of Directors is to be nine (9) in number comprising the President, Vice-President, Secretary and Treasurer and five (5) Directors not holding office.
 - 2) The HAA Incorporation Directors to be elected by members at the Annual General Meeting.
 - 3) The five (5) non office-bearing Directors are to comprise:
 - Two pre-service teacher Members of HAA Incorporation
 - Three full Members of HAA Incorporation
 - 4) Directors excluded from holding office are the Pre-Service teacher Members of HAA Incorporation.

- 5) The Council may appoint Director/s to casual vacancies on the HAA Incorporation Council.
 - 6) The Council is elected from Members attending the Members' General Meeting.
 - 7) The Council may appoint any eligible Member to fill a casual vacancy, and such appointee holds office until the end of the next Annual General Meeting but if otherwise eligible, may stand for election at that Annual General Meeting. The Council may opt to not replace the exiting Director until the next Annual General Meeting.
 - 8) Directors shall be Members who have been Members for at least three (3) months at the time of their nomination.
- b) Terms for Directors:
- 1) The term for a Director shall be two (2) years. Directors are eligible for re-election on the completion of their term of office.
 - 2) A term for Directors shall commence at the conclusion of the Annual General Meeting at which the Director was elected and terminate at the conclusion of the Annual General Meeting no later than the second Annual General Meeting after which the Director was elected.
 - 3) Terms for Appointed Directors shall commence on the date determined by the Council and terminate on the date determined by the Council that is up to but not exceeding twenty four (24) months from the date of appointment.
 - 4) The office of Council Director of the Association shall become vacant if the Director:
 - i. ceases to be a Member of the HAA Incorporation
 - ii. becomes prohibited from being a Member of the HAA Incorporation by reason of any order made under the Law or unethical financial behaviour
 - iii. becomes of unsound mind
 - iv. resigns the Director's role by notice in writing to the HAA Incorporation
 - v. for two (2) consecutive meetings is absent without permission of the Council from meetings of the HAA Incorporation held during that period
 - vi. ceases to be a member of HAA Incorporation or
 - vii. is directly or indirectly interested in any contracted or proposed contract with the HAA Incorporation which would lead to a conflict of interest.

13. Election of Directors

- a) At the Annual General Meeting of the HAA Incorporation, the Council and Directors are to be elected from the eligible Member Delegates attending.
- b) The election of the Council of the HAA Incorporation shall take place in the following manner:
 - 1) A Member is to lodge their nomination with the Secretary at least seven (7) calendar days before the Annual General Meeting at which the election is to take place.
 - 2) Nominations can be called at the Annual General Meeting for unfilled position. Any subsequent vacancies can be filled as casual vacancies by the HAA Incorporation Council.
 - 3) When electing the Council, balloting lists shall be prepared (if necessary) containing the names of the candidates only (in alphabetical order), and each Member present at the Annual General Meeting shall be entitled to vote for the candidates in preferential order.

14. Powers and Duties of the Council

- a) The business of the HAA Inc shall be managed by the Council, which is responsible for the control, ultimate management and conduct of the HAA Incorporation.
- b) The Council has the power to acquire funds through conducting professional learning activities, forums, developing resources and engaging in other education activities for profit relevant to the Objects of the HAA Incorporation as outlined in this Constitution.
- c) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Council, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) Directors as determined by the Council.
- d) The Council shall keep minutes:
 - i. of all appointments of Directors
 - ii. of names and contact details of Directors present at all meetings of the Council, and
 - iii. of all proceedings at all meetings of the Council.
- e) Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the President or previous Chair of the next succeeding meeting. The minutes shall be forwarded by email to the Members of the HAA Incorporation within fourteen (14) days of a Council Meeting.
- f) The Members' General Meeting may advise and make recommendations to the Council to conduct business on its behalf as required, dependent on due diligence, reporting, endorsement of decisions pursuant to this Constitution.
- g) The Council may establish By-Laws for association operational purposes.
- h) The duties of the Directors are to be developed as part of the HAA Incorporation By-Laws.

15. By-Laws

- a. The HAA Incorporation Council may make by-laws as it may deem appropriate for the proper conduct, control and management of HAA Incorporation and, in particular, may by any such by-law regulate the:
 - i. management and good governance of HAA Incorporation
 - ii. provision of services to or on behalf of HAA Incorporation and its Members
 - iii. conduct of Members and employees
 - iv. procedure of meetings of HAA Incorporation Council, committees and working parties
 - v. admission of members and their rights upon membership of HAA Incorporation
 - vi. formation of any committees and working parties, including the composition, terms of reference and other relevant matters and
 - vii. all such matters as are commonly the subject matter of regulation for the proper conduct of associations, organisations and bodies similar to HAA Incorporation and not otherwise expressly dealt with in this Constitution.
- b. Where a By-Law is inconsistent with this Constitution, the Constitution shall prevail to the extent of the inconsistency.

PART V: ADMINISTRATION

16. Finances

- a) Members are to pay their expenses involved with their attendance at meetings, except in special circumstances where long distance travel is required. Payments under these special circumstances will only be provided with the approval of the Council.
- b) The Council shall cause proper accounting and records to be kept and will present copies of every profit and loss account and balance sheet accompanied by a copy of the Auditor's report at the HAA Incorporation Annual General Meeting.
- c) The HAA Incorporation Council is to appoint a qualified financial person as required to audit the financial matters of HAA Incorporation on a yearly basis. The Council shall from time to time determine at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of Members.
- d) The HAA Incorporation Council must appoint a Treasurer to prepare and deal with accounts as are required.
- e) The financial year shall be the period of twelve (12) months ending on 31 December, unless the Council determines a different end date.

17. Notices

Notices are to be provided by the HAA Incorporation to the Members by email to the address(es) supplied to the HAA Incorporation from the Member for the providing of notices.

18. Income and Property

- a) The income and property of the HAA Incorporation shall be applied solely towards the promotion of the Objects of the HAA Incorporation as set forth in this Constitution.
- b) Provided an expense has been previously approved by the HAA Incorporation Council, nothing will prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the HAA Incorporation, or to any Director, in return for any services actually rendered to the HAA Incorporation. A Director or Member is not entitled to a salary, wage or fee or other remuneration solely because he or she is a Director or Member.
- c) True accounts shall be kept of the sums of money received and expended by the HAA Incorporation. Once at least in every year the accounts of the HAA Incorporation shall be examined by one or more properly qualified Auditors who shall report to the Council.

19. Member Liability

The liability of the members of HAA Incorporation is limited in accordance with the Act.

20. Dispute Resolution

- a) Any disputes over the interpretation of this Constitution shall be resolved by simple majority vote at a Council meeting.
- b) Any grievance between the HAA Incorporation and one of its Members shall be submitted in writing to the Secretary and/or served on the Member in question and shall be presented to the Council for discussion and addressed within thirty (30) days after the grievance comes to the attention of all parties involved.
- c) Failure by the parties to resolve the grievance in this time will result in a mediation meeting with a mediator, at a cost to the HAA Incorporation, appointed by the Council and held within thirty (30) days.

- d) All parties must attempt to resolve the grievance at mediation.
- e) If the mediator is unable to resolve the dispute by agreement between the parties, the mediator is to provide recommendations to the Council.
- f) Dispute resolution must allow for natural justice to be applied.

21. Winding Up/Dissolution

- a) The association may be wound up in the manner provided by the Act. Winding up is normally by the passing of a Special Resolution by the members of the association and in accordance with the Act.
- b) Section 43 of the Act prohibits the distribution of surplus assets at the completion of winding up to members or former members of the association or associates of those persons.
- c) If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has a rule which prohibit the distribution of assets and income to its members.
- d) The organisation or organisations to receive the 'surplus assets' shall be identified and determined by a resolution of members at a general meeting.

22. Common Seal

The HAA Incorporation Council shall provide for the safe custody of the Common Seal of HAA Incorporation which shall not be affixed to any instrument except by the authority of the HAA Incorporation Council, and every document to which the Common Seal is affixed shall be signed by a person or persons approved by the HAA Inc Council for the purpose.

23. Indemnity

- a) Every person who is a Director, officer or employee of HAA Incorporation shall be indemnified against and it shall be HAA Inc's duty to pay all costs losses charges and expenses which such persons may in good faith incur or become liable for by reason of any contract entered into or any act or deed or omission done by him or her in good faith in the discharge of his or her duties in accordance with this constitution.
- b) HAA Incorporation shall effect and maintain appropriate insurance cover including any required by the Act and in addition it shall effect and maintain insurance cover with respect to any liability it may incur.

24. Alterations to the Constitution

Subject to the provisions of the Act, this Constitution may be amended, rescinded or repealed and new provisions may be made by special resolution (i.e. by a majority of 75% or more of the Members present and entitled to vote) of a General Meeting of HAA Incorporation).

25. Decisions on the meaning of the rules

If any doubt arises as to the proper meaning of these rules the decision of the HAA Incorporation Council shall be final and conclusive.

Dated the sixteenth (16) day of two thousand and twenty three (2023)

HaSS Association Australia (HAA) Incorporated

