Constitution of Anglican Community Care Incorporated
(2018)

1 INTRODUCTION

Anglican Community Care Incorporated [an incorporated body under the Associations Incorporation Act (1985)] was established to carry out initiatives and provide support services to enable people to function autonomously within the wider community. It's stated purpose is to work with country people to reduce homelessness, poverty, and isolation, and to support families and children to be safe and strong. It will achieve this by providing a wide range of community based services in Regional settings.

2 NAME

2.1 The name of the Association is **"ANGLICAN COMMUNITY CARE INCORPORATED"** (hereinafter called "ACC"), also commonly known as "ac.care".

2.2 The office of ACC shall be at White Avenue, MOUNT GAMBIER, South Australia, and such other locations as the Board may determine from time to time.

3 DEFINITIONS

In this Constitution:

3.1 "ACC" or "Association" means Anglican Community Care Incorporated;

3.2 "Alleviating Homelessness" means supporting rural communities by creating housing opportunities for low to middle income people in need of housing, including families, single adults, aged persons over 55 years, young persons aged between 18-25 years, sole parent families, Indigenous persons, culturally diverse persons, couples and those needing supported accommodation;

3.3 "Anglican Church" means The Diocese of The Murray of The Anglican Church of Australia;

3.4 "Board" means the Committee of Management of ACC;

3.5 "Community Housing Asset" has the same meaning as in the Community Housing Providers (National Law) South Australia Act 2013;

3.6 "Convener" means the person appointed in accordance with clause 10.2.1 who will also be the Chairperson of ACC;

3.7 "Director" means a member of the Board as provided in clause 10.2;

3.8 "Financial Institution" means a bank, building society, credit union or similar regulated institution;

3.9 "Financial Year" means the year ending 30 June in each year;

3.10 "Member" means a member of ACC duly admitted and financial in accordance with clause 6;

3.11 "Housing Agency" has the same meaning as in the Community Housing Providers (National Law) South Australia Act 2013;

3.12 "Month" means calendar month;

3.13 "National Provider Law" means the Community Housing Providers (National Law) South Australia Act 2013, regulations under that Act and any guidelines issued under that Act;

3.14 "Secretary" means the person holding office under these rules as Secretary of ACC.

3.15 "The Act" means the Associations Incorporation Act 1985 (South Australia).

Words importing the singular number include the plural; words importing the masculine gender include the feminine or neuter and vice versa; and words importing persons include both natural and corporate persons.

4 OBJECTS

ACC has the following objects:

4.1 Alleviating homelessness;
4.2 Building Communities;
4.3 Promoting learning;
4.4 Reducing poverty;
4.5 Sharing cultures;
4.6 Strengthening families;
4.7 Supporting children; and
4.8 Working towards sustainability.

ACC will achieve these objects by:

4.9 Recruiting, assessing, training, supporting and maintaining alternative care providers;
4.10 Providing a range of suitable accommodation facilities for the purpose of placing persons in need with low cost, emergency, short, medium or long term or respite, or special needs housing;
4.11 Providing a range of services that support individuals and families with priority given to prevention and early intervention;
4.12 Developing life skills for persons from all cultures and backgrounds, and improving participation in family and community life;
4.13 Developing and providing other services and undertake such tasks that enable ACC to achieve its objects, including:
- [a] conduct research as required;
- [b] liaise and work with other organizations, agencies and persons as required;
- [c] promote community awareness, education and publicity;
- [d] provide information to individuals groups and organizations;
- [e] maintain and sustain links between ACC and the Anglican Church;
- [f] cater for special needs, including those of Indigenous people;
- [g] to employ and remunerate such staff as from time to time may be required to meet the objects of ACC.

5 POWERS

For the purpose of carrying out its objects, ACC shall, subject to the Act, have the following powers:

5.1 acquire, hold, deal with, and dispose of, any real or personal property; and
5.2 administer any property on trust; and
5.3 open and operate accounts for banking purposes with any regulated Financial Institution; and
5.4 invest its monies —
- 5.4.1 in any security in which trust monies may, by Act of Parliament, be invested; or
- 5.4.2 in any other manner authorised by the Board; and

5.5 borrow money upon such terms and conditions as it thinks fit; and
5.6 give such security for the discharge of liabilities incurred by it as it thinks fit; and
5.7 appoint agents to transact any business on its behalf; and
5.8 enter into any other contract it considers necessary or desirable to achieve its objects; and
5.9 solicit, receive, and accept donations, bequests, endowments, gifts and grants.

The management, administration and all the business of ACC shall be under the control of, and vested in, the Board.

6 MEMBERSHIP

6.1 Any person – either a natural person over the age of 18 years, or a Body Corporate is entitled to be a member if –
- 6.1.1 the person is a Life Member; or
- 6.1.2 the person is an Honorary member by virtue of being appointed to the Board as provided under clause 10; or

6.1.3 the person, individually or jointly with another person, has been nominated for membership in accordance with clause 6.4, and has been approved for membership of ACC by the Board, and has paid the prescribed membership fee (if any).

6.2 For the purposes of this section, a Life Member is a person who:

6.2.1 makes a gift to ACC of a large sum of money or transfer of property, which is determined by ordinary resolution of the Board to be worthy of life membership; or

6.2.2 is deemed by ordinary resolution of the Board to have rendered exceptional services to ACC over a sustained period of time.

6.3 In the case of a body corporate, Life Membership means a period of 10 years.

6.4 Nomination by a person for membership of ACC —

6.4.1 must be made in writing in the form prescribed by the Board; and

6.4.2 supported by at least 2 existing members of ACC; and

6.4.3 must be lodged with the Secretary of ACC.

6.5 As soon as practicable after receiving a nomination for membership, the Secretary must process the nomination form in accordance with procedures approved by the Board. Membership nominations can only be rejected by ordinary resolution of the Board.

6.6 If the nomination for membership is accepted, the Secretary must as soon as practicable after that decision notify the nominee of that approval and request the nominee to pay the prescribed fee (if any) as determined by the Board within 28 days.

6.7 The Secretary must, on payment by the nominee of the prescribed fee (if any) within the period mentioned in clause 8, enter the name in the register of members and, on the name being so entered, the nominee becomes a member of ACC.

6.8 A right, privilege or obligation that a person has because of being a member of ACC cannot be transferred or transmitted to another person; and terminates on cessation of the person's membership.

7 CESSATION OF MEMBERSHIP

7.1 A person ceases to be a member of ACC if the person –

7.1.1 dies, or if a corporation is wound up; or

7.1.2 resigns from membership of the association; or

7.1.3 fails to renew membership of the association; or

7.1.4 has membership revoked by ordinary resolution of the Board.

7.2 A member who has paid all amounts due to ACC may resign from membership by first giving notice of not less than 1 month in writing to the Secretary of the member's intention to resign and, at the end of the period of notice, the member ceases to be a member.

7.3 In the event of death of one party of a joint membership, membership shall pass to the survivor in his/her own right.

7.4 If a person ceases to be a member, the Secretary must make an appropriate entry in the register of members recording the date the member ceased to be a member.

8 FEES

The amount of all fees and subscriptions shall be determined by ordinary resolution of the Board, and Membership Fees (if any) shall be due and payable at the time of application. In the first year of membership, any Membership Fee will be payable in full without any pro-rata apportionment.

9 LIMITED LIABILITY OF MEMBERS

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

10 BOARD

10.1 The Board, subject to the Act, the regulations under the Act, these rules, and to any resolution passed by ACC in General Meeting –

10.1.1 shall control and manage the affairs of ACC; and

10.1.2 may exercise all functions that may be exercised by ACC other than those functions that are required by these rules to be exercised by ACC in General Meeting; and

10.1.3 has power to perform all acts and do all things that appear to the Board to be necessary or desirable for proper management of the affairs of ACC.

10.2 The Board shall comprise a maximum of (10) voting Directors as follows:

10.2.1 Convener, who shall be appointed by the Bishop of The Diocese of The Murray;

10.2.2 One representative appointed by the Parish Council of Mt Gambier Anglican Parish;

10.2.3 One representative from within the **Limestone Coast** Region, elected by the members at the Annual General Meeting;

10.2.4 One representative from within the **Riverland** Region, elected by the members at the Annual General Meeting;

10.2.5 One representative from within the **Murraylands** Region, elected by the members at the Annual General Meeting;

10.2.6 One representative from within the **Fleurieu Peninsula** Region, elected by the members at the Annual General Meeting;

10.2.7 One representative from within the **Adelaide Hills** Region, elected by the members at the Annual General Meeting

10.2.8 Two community representatives elected at the Annual General Meeting;

10.2.9 One representative appointed annually by the Limestone Coast Local Government Association.

In addition to the above voting members of the Board, the following person shall be *ex officio* members of the Board entitled to participate in discussions but not to vote:

10.2.10 CEO of ACC.

10.3 The Office Bearers of the ACC shall be:

10.3.1 The Convener;

10.3.2 The Deputy Convener;

10.3.3 The Secretary; and

10.3.4 The Treasurer.

10.4 All appointed and elected Directors shall hold office until the AGM following the date of the Directors appointment/election, at which time they are eligible for re-appointment/re-election.

10.5 If a Board member vacancy should arise, the Board may by ordinary resolution, appoint a person as an Alternate Director for a period of up to 12 months, in order to fill such vacancy. The Board may also appoint an Alternate Director in order to address a specifically identified skill shortage, or as part of a succession process. Subject to clause 10.6 an Alternate Director has the right to speak at Board meetings but not to vote. An Alternate Director can be reappointed.

10.6 If at any meeting of the Board, a voting Member of the Board is absent, an Alternate Director who is present at the meeting can by ordinary resolution of the Board, become a voting member of the Board for the vacancy, for the duration of that meeting.

11 ELECTION OF DIRECTORS

11.1 For the elected persons specified in clause 10.2.7, nominations of candidates for election as Directors shall be called for at the Annual General Meeting at which the election is to take place.

11.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be declared duly elected, and any vacant positions remaining on the Board are to be treated as casual vacancies to be subsequently filled at the discretion of the Board.

11.3 If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held among members attending the Annual General Meeting in person.

11.4 All Directors, whether appointed or elected, may serve more than one term on the Board and as an Office Bearer.
11.5 The ballot for the election of Directors must be conducted at the Annual General Meeting in the way the Chairperson may direct.
11.6 The Directors shall at their first meeting after the Annual General Meeting elect from their number a Deputy Convener and Treasurer. In the event of more than one nomination for any office the holder of that office shall be elected by secret ballot.

12 CONVENER

12.1 The Convener shall be the Chairperson of ACC, and will Chair all General and Board Meetings of the Association.
12.2 The Convener shall, as Chairperson, be entitled to both a deliberative vote and a casting vote (if required to determine a matter) on all matters before the Board.
12.3 The Convener shall be an ex officio member of all committees of ACC, and entitled to attend all meetings of such committees.
12.4 Should the Convener be unavailable to act at any ACC meeting, the Deputy Convener shall assume the Chair for such meeting.

13 SECRETARY

13.1 The Chief Executive Officer shall be Secretary of ACC and must, as soon as practicable after being appointed as Secretary, notify ACC of his or her address. If there is no Chief Executive Officer, then the Secretary shall be another Director appointed by the Board.
13.2 The Secretary must ensure that minutes or records are kept for —
- 13.2.1 all elections and appointments of office-bearers and Directors; and
- 13.2.2 the names of members present at a General Meeting, and of Directors present at a Board meeting; and
- 13.2.3 all proceedings at General Meetings and Board meetings.

13.3 Minutes of proceedings at any meeting, once confirmed by the subsequent meeting as a true and correct record, must be signed by the Chairperson at the next succeeding meeting.

14 TREASURER

14.1 The Treasurer of ACC must ensure that –
- 14.1.1 all amounts owing to ACC are collected and received; and
- 14.1.2 all payments to be made in the proper conduct of ACC are made promptly; and
- 14.1.3 correct accounts and books showing the financial affairs of ACC are properly kept with full details of all receipts and expenditure connected with the activities of ACC; and
- 14.1.4 the accounts of ACC are audited every year, and that audited statements are presented to each Annual General Meeting.

15 CHIEF EXECUTIVE OFFICER

15.1 The Board shall have the authority to appoint a Chief Executive Officer of ACC and may appoint a deputy or other staff of ACC upon such terms and conditions and at such time as he/she thinks fit.
15.2 The Chief Executive Officer shall report to the Convener, and be subject to the direction of the Board and be responsible for implementing the policies of the Board.
15.3 The Chief Executive Officer shall be Secretary to, and Public Officer of, ACC for the purposes of the Act and shall exercise such other functions as the Board may direct.

16 PATRON and VICE-PATRON

16.1 The Board may at any time invite any person to become the Patron, and any person or persons to become Vice-Patron or Vice Patrons, of ACC.

16.2 Persons so appointed as Patron or Vice-Patron(s) may attend Board meetings but will not be entitled to vote.

16.3 Any such appointments shall be for such term and on such conditions as the Board may determine.

17 BOARD VACANCIES

17.1 For these rules, a vacancy in the office of a Director happens if the Director:

- 17.1.1 dies; or
- 17.1.2 resigns the office; or
- 17.1.3 is removed from office under clause 18; or
- 17.1.4 is insolvent under administration; or
- 17.1.5 suffers from mental or physical incapacity; or
- 17.1.6 is found guilty of a criminal offence or is otherwise disqualified from office under Section 30 (2) of the Act; or
- 17.1.7 is absent without the consent of the Board from two consecutive meetings of the Board.

17.2 Vacancies created at any time may be filled by a member approved by the Board by ordinary resolution as per clause 10.5 and 10.6.

18 REMOVAL OF DIRECTORS

ACC in a General Meeting may, by special resolution, subject to Section 40 of the Act, remove any Director from such office before the end of the Director's term of office.

19 CONDUCT OF THE BOARD

19.1 It shall be the duty of the Board to manage and control the affairs of ACC.

19.2 The Board must meet at least 6 times in each calendar year at the office of ACC, or at such other place that the Convener may decide.

19.3 Additional or more frequent meetings of the Board may be determined by the Board, and the Convener shall be entitled to call special meetings if deemed appropriate.

19.4 Oral or written notice of a meeting of the Board must be given by the Secretary to each Director at least 72 hours before the time appointed for the holding of the meeting.

19.5 Notice of a meeting must specify the nature of the business to be transacted at the meeting, with provisions for other general business to be raised and discussed, provided that resolutions and adoptions of motions will only be accepted where proper notice has been given as per clause 19.4.

19.6 Any 4 Directors entitled to vote, but not including more than one Alternate Director, shall constitute a quorum for the transaction of the business of a meeting of the Board.

19.7 No business may be transacted by the Board unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

19.8 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.

19.9 At meetings of the Board —

- 19.9.1 the Convener or, in the absence of the Convener, the Deputy Convener shall preside; or
- 19.9.2 if the Convener and the Deputy Convener are both absent — one of the remaining Directors may be appointed by those present to preside.

20 VOTING AT BOARD MEETINGS

20.1 Questions arising at a meeting of the Board or of any Committee appointed by the Board are decided by a simple majority of the votes of Directors or members of the Committee present at the meeting.

20.2 Each Director present at a meeting of the Board or of any Committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

20.3 Subject to clause 19.5, the Board may act despite any vacancy provided a quorum is present.

20.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Director or member of the Committee.

21 COMMITTEES

21.1.1 **Executive Committee**There shall be an Executive Committee comprising the Convener, Deputy Convener, Treasurer, Secretary/CEO and one other Director elected by the Board.

21.1.2 The Executive Committee shall have power to deal with any matter arising between meetings of the Board which in the opinion of the Convener, or in that person's absence the Deputy Convener, is required to be dealt with urgently. Every decision of the Executive Committee will be as binding on ACC as if it were a resolution of the Board.

21.1.3 The Executive Committee shall meet at the request of the Convener, or in that person's absence the Deputy Convener, or at the request of any two members of the Executive Committee.

21.1.4 At least 4members of the Executive Committee must be involved in the deliberations and decisions of the Committee, and all decisions are to be tabled for ratification at the next following Board meeting.

21.2 Other Committees

21.2.1 The Board may by ordinary resolution appoint one or more Sub-Committees (consisting of persons that the Board considers appropriate) to assist the Board in fulfilling its obligations to ACC, one of which must be an Audit and Risk Management Sub-Committee which must meet at least 4 times per year. Other sub-committees may include a Strategic Planning Sub-Committee, a Management Advisory Group and a Care Governance Sub-Committee.

21.2.2 The Board shall establish the scope of responsibilities and duties of any such Committee including delegated risk management responsibilities. They shall not have any powers beyond the Terms of Reference as determined by the Board.

21.2.3 Except for the requirement in clause 21.2.1, any Sub-Committee may meet and adjourn as it considers appropriate to conduct its business.

22 ANNUAL GENERAL MEETING

22.1 ACC must, at least once in each calendar year and within 4 months after the end of each financial year, call an Annual General Meeting of its members.

22.2 The Annual General Meeting of ACC must, subject to the Act, be called on the date and at the place and time that the Board considers appropriate, and notice of the Annual General Meeting shall be provided to all members by the Secretary posting to each member (at the address shown on the member register) 21 days prior to the proposed date a notice specifying the date, time, place and nature of business to be transacted at such meeting.

22.3 In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting is —

(a) to confirm the minutes of the last Annual General Meeting and of any other General Meeting held since that meeting; and

(b) to receive from the Board reports on the activities of ACC during the last financial year; and

(c) to elect members of the Board;
(d) to appoint an Auditor for the ensuing year; and
(e) to receive and consider the statement of accounts and the financial reports that are required to be submitted to members under the Act.

22.4 An Annual General Meeting must be specified as such in the notice calling it.

23 SPECIAL GENERAL MEETINGS

23.1 The Board may, whenever it considers appropriate, call a Special General Meeting of ACC by the Secretary posting to each member (at the address shown on the member register) 21 days prior to the proposed date a notice specifying the date, time, place and nature of business to be transacted at such meeting. For such Special General Meetings, no business other than that specified in the notice shall be transacted.

23.2 The Board must, on the requisition in writing of not less than 12 members, call a Special General Meeting of ACC.

23.3 A requisition of members for a Special General Meeting —
(a) must state the purpose or purposes of the meeting; and
(b) must be signed by the members making the requisition; and
(c) must be lodged with the Secretary; and
(d) may consist of several documents in a similar form, each signed by two or more of the members making the requisition.

23.4 If the Board fails to call a Special General Meeting within 28 days after the date when a requisition of members for the meeting is lodged with the Secretary, any 5 or more of the members who made the requisition may call the Special General Meeting to be held not later than 3 months after that date.

23.5 A Special General Meeting called by a member or members mentioned in clause 23.4 must be called as nearly as is practicable in the same way as Special General Meetings are called by the Board and any member who thereby incurs expense is entitled to be reimbursed by ACC for any reasonable expense so incurred.

24 VOTING AT GENERAL MEETINGS

24.1 No item of business may be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

24.2 Ten (10) members of ACC present in person (who are entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

24.3 If within 30 minutes after the appointed time for the start of a General Meeting a quorum is not present, the meeting if called on the requisition of members is dissolved; and in any other case stands adjourned to the same day in the following week at the same time and at the same place.

24.4 If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 5) constitute a quorum.

24.5 The Convener, or in his absence the Deputy Convener, presides at each General Meeting of ACC.

24.6 If the Convener and the Deputy Convener are both absent from a General Meeting, the members present must elect one of their number to preside at the meeting.

24.7 Any question arising at a General Meeting of ACC is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of ACC, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

24.8 At a General Meeting of ACC, a poll may be demanded by the person presiding or by not less than 5 members present in person at the meeting.

24.9 If the poll is demanded at a General Meeting, the poll must be taken —
(a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
(b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

24.10 Subject to clause 24.11, on any question arising at a General Meeting of ACC each member attending in person has one vote only. Proxy votes will not be accepted.

24.11 If the votes on a question at a General Meeting are equal, the person presiding is entitled to exercise a second or casting vote.

24.12 A member is not entitled to vote at any General Meeting of ACC unless all money due and payable by the member to ACC has been paid, including the amount of the annual subscription payable for the then current year.

25 PROHIBITION OF SECURING PROFITS FOR MEMBERS

25.1 The income and property of ACC shall be applied solely towards the objects of ACC as set out in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus and otherwise to any member.

25.2 Clause 25.1 does not prevent the reimbursement of costs or expenses incurred by a member on behalf of ACC.

25.3 Clause 25.1 does not prevent the proper remuneration for services rendered or work done for ACC by a member or a Director. Any such remunerated engagement of a member or Director must be approved by the Board or the Management Advisory Committee prior to any work taking place.

26 COMMON SEAL

26.1 The common seal of ACC must be kept in the custody of the Secretary.

26.2 The common seal must not be attached to any instrument except by the authority of the Board and the attaching of the common seal must be attested by the signatures either by two Directors or by one Director and the Secretary.

26.3 The Secretary shall keep a record of all occasions on which the Common Seal has been used.

27 ACCOUNTS AND AUDIT

27.1 ACC must keep such accounting records as correctly record and explain the transactions of, and the financial position of, ACC.

27.2 The Board must keep the accounting records in such a manner as will enable —
(a) the preparation from time to time of accounts that present fairly the results of the operations of ACC for presentation to Board meetings; and
(b) the accounts of ACC to be conveniently and properly audited for presentation to the Annual General Meeting of members.

27.3 The Board, on behalf of ACC, must after the end of a financial year —
(a) cause accounts in respect of the financial year to be prepared; and
(b) cause those accounts to be audited by a registered company auditor or a firm of registered company auditors.

27.4 The Board may have the accounts audited by a registered company auditor or a firm of registered company auditors at such other times as it deems necessary.

27.5 The registered company auditor or firm of registered company auditors shall be appointed annually by members of ACC at the Annual General Meeting.

27.6 The registered company auditor or firm of registered company auditors shall not be a member of ACC.

28 FUNDS

28.1 All money received by ACC must be deposited as soon as practicable and without deduction to the credit of ACC's bank account.

28.2 ACC will comply with all regulations in respect to funds donated for which a deduction will be sought by the donor under Australian Taxation Office regulations as they are amended from time to time.

28.3 Where applicable, ACC must issue an appropriate receipt as soon as practicable after receiving any money.

28.4 Subject to any resolution passed by ACC in General Meeting, the funds of ACC must be used for the objects of ACC in the way that the Board decides.

28.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 Directors or employees of ACC authorised to do so by the Board.

28.6 Subject to the approval of the Board, transactions may be conducted by Electronic Funds Transfer by a duly appointed person.

28.7 The Board will monitor all cash flows, income and expenditure at each of its meetings.

29 BOOKS AND RECORDS

29.1 Subject to the Act, the regulation and these rules, the Secretary must keep in safe custody all records, books, and other documents relating to ACC.

29.2 Computer records must also be kept secure with off-site backups stored no less frequently than every week.

29.3 The records, books and other documents of ACC must be open for inspection by any Member making a written request to the Secretary. The inspection shall occur at the office of ACC within usual office hours. The request must specify the nature and scope of the intended inspection, and must provide a reasonable basis for such inspection. The Secretary may refer any such request to the Board for approval prior to the inspection being arranged, but in any event, the Member shall be entitled to conduct the inspection within 30 days of lodging the request.

30 SERVICE OF NOTICES

30.1 For these rules, a notice may be served by or on behalf of ACC on any Member either personally or by sending it by post to the Member at the Member's address shown in the register of Members.

30.2 If a document is sent to a Member by properly addressing, prepaying and posting to the Member a letter containing the document, the document is taken for these rules, unless the contrary is proved, to have been served on the Member at the time when the letter would have been delivered in the ordinary course of post.

31 AMENDMENT OF THIS CONSTITUTION

Any alteration to the rules of ACC may be made by the Board by an ordinary resolution. Such decision by the Board must be confirmed by the Members of ACC by special resolution at the next following Annual General Meeting or Special General Meeting of ACC.

32 DISSOLUTION OF ACC

32.1 ACC may be dissolved by a special resolution of the Board. Such decision by the Board must be confirmed by a special resolution of the Members at an Annual General Meeting or at a Special General Meeting of ACC called for the purpose.

32.2 In the event of the dissolution or winding up of the Association, any surplus assets remaining after payment of any liabilities shall be distributed to another legal entity that has similar aims and objects to ACC, and which is a Public Benevolent Institution.

33 MATTERS NOT DEALT WITH

Any matter of any kind whatsoever not dealt with or provided for under this Constitution may be dealt with in such manner as the Board shall determine.