

Australian Breastfeeding Association

ACN 005 081 523

A company limited by guarantee

Incorporated in Victoria

Constitution

As Amended and Restated as at 2 June 2006

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Constitution of Australian Breastfeeding Association

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Preliminary

The name of the company is Australian Breastfeeding Association (the **Association**). The Association was founded as the Nursing Mothers' Association in 1964 and changed its name to the Australian Breastfeeding Association in 2001. The Association was founded by Natalie Mary Paton. Foundation Members were Janice Elizabeth Barry, Glenise Jean Francis, Patricia Alison Patterson, Pauline Judith Pick and Susan Louise Woods.

The Association is a company limited by guarantee.

The replaceable rules in the Corporations Act do not apply to the Association.

1. Definitions and Interpretation

1.1 Definitions

The following definitions apply in this Constitution unless the context requires otherwise:

Advisory Committee means a committee of an advisory or investigative nature established by the Board in accordance with Rule 11.7.

Appointed Director means a person appointed from time to time to the office of Director of the Association in accordance with Rules 9.3 and 9.4 of this Constitution .

Available Seats means:

- (a) at the close of nominations for the 2006 annual general meeting, 10 minus the number of Elected Directors who are not due to retire at the 2006 annual general meeting;
- (b) at the close of nominations for the 2007 annual general meeting, nine minus the number of Elected Directors who are not due to retire at the 2007 annual general meeting;
- (c) at the close of nominations for the 2008 annual general meeting, eight minus the number of Elected Directors who are not due to retire at the 2008 annual general meeting; and
- (d) at the close of nominations for any subsequent annual general meeting, seven minus the number of Elected Directors who are not due to retire at that annual general meeting;

Board means the Directors for the time being of the Association or those of them who are present at a meeting at which there is a quorum.

Branch means a branch in any state or territory of Australia established by the Association in accordance with Rule 13.1.

Branch President means a president of a Branch appointed under Rule 13.1(b).

Breastfeeding Counsellor means a Member who has been appointed as such in accordance with Rule 13.5.

Committee means a Committee to which powers have been delegated by the Board under Rule 11.5.

Community Educator means a Member who has been appointed in accordance with Rule 13.5

Constitution means this Constitution as amended from time to time.

Convenor means any Member appointed by the Board as manager of a portfolio of working groups.

Corporations Act means the *Corporations Act 2001* (Cth) and the *Corporations Regulations 2001* (Cth).

Director means an Appointed Director or an Elected Director.

Elected Director means a person appointed or elected from time to time to the office of Director of the Association in accordance with rules 9.3 and 9.4 of this Constitution or a person who was, prior to the adoption of this Constitution appointed or elected under the previous Memorandum and Articles of Association.

Executive Officer means the Executive Officer appointed under Rule 13.3.

Honorary Member means persons appointed as such by the Board.

Honorary Secretary means a person appointed as secretary of the Association and includes any person appointed to perform the duties of secretary.

Honorary Treasurer means a person appointed as treasurer of the Association and includes any person appointed to perform the duties of treasurer.

Interested Person means any person who:

- (a) is a Director or who was a Director less than six months prior to the date of determination; and
- (b) has a direct or indirect interest in any contract or proposed contract to sell goods and/or services to the Association and/or its subsidiaries.

Management Team means a Committee set up in accordance with Rule 13.2.

Member means a member of the Association in accordance with the Corporations Act who has agreed in writing to abide by the Constitution. For the avoidance of doubt, a member does not include a Subscriber.

Office means the registered office from time to time of the Association.

person and words importing persons include partnerships, associations and corporations, unincorporated and incorporated by ordinance, Act of Parliament or registration as well as individuals.

present in relation to Members at a general meeting means Members present at a general meeting of the Association in person or by duly appointed representative, proxy or attorney.

President means a person appointed as president of the Association under Rule 11.4.

Register means the register of members of the Association.

registered address means the address of which the Member notifies the Association as a place at which the Member will accept service of notices.

Rules means these rules as amended.

Seal means the common seal from time to time of the Association.

Subscriber means a person who has paid a subscription fee to the Association, but who has not agreed to abide by the Constitution.

Subscription Fee means the fee prescribed by the Board from time to time for membership in the Association, which amount shall be payable annually or at such other interval as may be prescribed by the Board.

writing and **written** includes printing, typing, lithography and other modes of reproducing words in a visible form.

1.2 Interpretation

Words and phrases which are given a special meaning by the Corporations Act have the same meaning in this Constitution.

Words in the singular include the plural and vice versa.

Words importing a gender (such as "she" or "her") include each other gender (such as "he" or "him").

A reference to the Corporations Act or any other statute or regulations (including any rulings of the Australian Taxation Office) or provisions of any of them is to be read as though the words 'as modified or substituted from time to time' were added to the reference.

The headings do not affect the construction of this Constitution.

2. Objects

The Association is established for charitable purposes, and its objects are:

- (a) to encourage and to give confidence and moral support to mothers who wish to breastfeed their babies;
- (b) to create in mothers an interest in breastfeeding as an aid to the art of skilled and loving mothering, thus encouraging close and happy family relationships;
- (c) to create an awareness in the community of the importance of human milk, breastfeeding and nurturing and of the need for community support for the nursing mother and her baby;
- (d) to encourage mother-to-mother contact, particularly through individual counselling and group activities;
- (e) to make available the experience of breastfeeding mothers and the results of research to members of the Association and to other interested persons and organisations;
- (f) to co-operate with the medical and allied health professions, public health and education authorities and governments;
- (g) to encourage, promote, stimulate, establish funds for and aid in the research and investigation into all aspects of breastfeeding;

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- (h) public relations and community education, including antenatal, parental and school education;
 - (i) to promote, establish, superintend, conduct, control and assist within Australia branches, regions, groups, committees and other forms of organisation and administration in relation to breastfeeding;
 - (j) to liaise and exchange with interested individuals and organisations within Australia and overseas;
 - (k) to collect, publish and disseminate information and provide resource facilities; and
 - (l) to undertake, sponsor and encourage research and liaisons with researchers in Australia and overseas.

The Association may do all acts, matters and things, and enter into and make any agreements, as may be in furtherance of or incidental or conducive to the attainment of any of the objects of the Association, provided that the Association shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Association would make it a trade union within the meaning of the *Trade Unions Act 1958*.

In interpreting this Constitution, "breastfeeding" is to be construed in its widest sense and shall embrace all feeding of human milk to human babies whether a baby gains such milk by sucking from its mother or whether previously expressed human milk is given to a baby by spoon, cup, bottle or other means appropriate in the circumstances and shall include milk expressed by lactating women donors and stored in a common repository until needed.

3. Application of income and property

3.1 No transfers to Members or Interested Persons

Subject to Rules 3.2 and 3.3, the profits (if any) or other income and property of the Association must be applied solely towards the promotion of the objects of the Association as set out in this Constitution and no part of it is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of distribution or profit to the Members of the Association or any of them or to any Interested Person. The Association must not pay any fees to Directors or appoint any Director to any salaried office of the Association or any office of the Association paid by fees.

3.2 Permitted payments to Members and others

Nothing in Rule 3.1 prevents any payment in good faith by the Association of:

- (a) remuneration (including retirement allowances and superannuation) to any officer or employee of the Association or any Member (other than an Interested Person) for any services actually rendered or goods supplied in the ordinary and usual course of business of the Association;
- (b) the payment or reimbursement of out-of-pocket expenses incurred on behalf of the Association;

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- (c) reasonable and proper rent for premises let or demised by any Member or Interested Person to the Association;
 - (d) moneys to any Member (other than an Interested Person), being a solicitor, accountant or other person engaged in any profession or occupation, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the work has the prior approval of the Board; or
 - (e) interest on money borrowed from Members or Interested Persons at a rate not exceeding the lowest rate then paid on term deposits by the banking institution designated by the Board from time to time or, if no bank is then designated, by the National Australia Bank.

3.3 Permitted payments to Interested Persons

The Association also may make payments in good faith to an Interested Person in connection with the following:

- (a) the payment or reimbursement of out-of-pocket expenses incurred by a Director in the performance of any duty as Director where the payments do not exceed an amount previously approved by the Board;
- (b) the payment of fees to an Interested Person, being a solicitor, accountant or other person engaged in any profession or occupation, for all usual professional or other charges for work done by that Interested Person (or that Interested Person's firm or employer) where the provision of the work and payment of the fees have the prior approval of the Board;
- (c) subject to the Corporations Act, an insurance premium in respect of a contract insuring a Director in respect of the performance of his or her duties as a Director as contemplated by Rule 21.1; and
- (d) subject to Rule 3.2, a payment to an Interested Person in the capacity of a Member.

3.4 Section 150 of the Corporations Act

For so long as the Association does not have the word "Limited" in its name, it must at all times comply with section 150 of the Corporations Act.

4. Gift Fund

Whilst the Association has the status of a deductible gift recipient:

- (a) it must operate a gift fund to which the following rules apply:
 - (i) the Association must invite the public to contribute to the gift fund;
 - (ii) any gifts of money or property received by the Association under Rule 4.1(a)(i) will be accepted by the Association in the following manner:
 - (A) all gifts of money received by the Association will be placed in a separate bank account; and

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- (B) receipts under the name of the Association will be issued to the member or members of the public who made the gifts of money or property to the Association; and
 - (iii) gifts to the gift fund must be kept separate from other Association monies, and clear accounting records must be maintained for the gift fund; and
 - (b) the gift fund must be controlled by a Committee appointed under Rule 11.5. The Committee must be comprised of a majority of persons who have a degree of responsibility to the general community as contemplated by the Australian Taxation Office, Taxation Ruling TR 95/27¹

5. Membership

5.1 Membership

- (a) The membership of the Association consists of Members and Honorary Members.
- (b) A person may be appointed an Honorary Member by the Board, in recognition of services rendered in promoting the objects for which the Association was established. A person who is appointed as an Honorary Member is entitled to attend and vote at general meetings of the Association and is not required to pay the Subscription Fee.

5.2 Subscribers

- (a) Subscribers to the Association consist of those who have paid a subscription fee but who have not agreed in writing to comply with and be bound by the Constitution. Subscribers have no right to:
 - (i) vote at general meetings of the Association; or
 - (ii) receive notices of general meetings of the Association; or
 - (iii) request a paper copy of the annual report; or
 - (iv) hold positions of office in the Association.

5.3 Patrons

The Board may from time to time in its discretion appoint a patron or patrons of the Association. Patrons of the Association may but need not be Members.

¹ As at the date of adoption of this Constitution, TR 95/27 states that persons who are considered to have a degree of responsibility to the community as a whole include: church authorities, school principals, judges, clergymen, solicitors, doctors, and other professional persons, mayors, councillors, town clerks and members of parliament. Generally, persons who are acceptable as having a degree of responsibility to the community as a whole are known to a broad section of the community because they perform a public function or they belong to a professional body (such as the Institute of Chartered Accountants, State Law Societies and Medical Registration Boards) which has a professional code of ethics and rules of conduct. Other persons who are acceptable are appointees of a Chief Justice of the Supreme Court. Persons who have received formal recognition from the Government for their services to the community (for example, an Order of Australia award) will also be considered to have the requisite degree of responsibility.

5.4 Admission to membership

- (a) Any person who wishes to be admitted to membership of the Association must complete an application (in such form as the Board from time to time prescribes or accepts) which includes an agreement to abide by the Constitution, and pay the Subscription Fee prescribed by the Board from time to time.
- (b) An application for membership as a Member is taken to be accepted when the applicant has paid the Subscription Fee and the Member's name is entered into the Register. The Board has an absolute discretion as to whether or not to accept an application for membership, and may refuse any application for membership without providing reasons. If the Board refuses an application for membership, the applicant will be informed and offered a refund of any Subscription Fee paid. The Board may, in its discretion, offer the applicant the option of becoming a Subscriber. If the Board accepts such an application, the applicant is admitted to membership of the Association on and from the date she has paid the Subscription Fee and her name has been entered into the Register.

5.5 Privileges of membership and the Subscription Fee

- (a) The privileges, terms and conditions of, and Subscription Fee payable for, membership of the Association, or of any class or category of membership, will be as determined by the Board from time to time. The Board may from time to time determine that different amounts or rates will be payable by Members or any class or category of Members, or suspend or waive payment of the Subscription Fee for one or more Members.
- (b) Every Member of the Association other than an Honorary Member is required to pay the Subscription Fee to the Association within one month of the date on which a renewal notice is sent to the Member.
- (c) A Member is not entitled to any of the privileges of membership (including, the right to vote at a general meeting of the Association) whilst that Member's Subscription Fee is due and unpaid or any other sum owed by such Member to the Association remains due and unpaid.

5.6 Certain duties and obligations of Members

- (a) Members of the Association must not make public statements in the name of the Association in relation to breastfeeding or the Association unless doing so in an official capacity and under instruction from the Board. These instructions may be given either generally or in a particular case. Any Member making public statements should ensure that those statements will not be identified with or attributed to the Association unless specially authorised.
- (b) No Member, unless expressly authorised by the Board, may affix her name to or publish any document on behalf of the Association.
- (c) No Member representing or purporting to represent the Association will engage in controversy on sectarian or racial matters. If the Board determines that a Member is

engaging in such conduct and instructs the Member to cease such conduct, the Member must cease engaging in such conduct immediately.

- (d) No Member representing or purporting to represent the Association will engage in controversy on political matters except in relation to breastfeeding and with the approval of the Board.

6. Code of Ethics

The Association has a code of ethics, which has such provisions as are approved by the Board from time to time. The Board has the power to amend or repeal the code of ethics from time to time. The code of ethics (including any amendments thereto) shall be binding upon all Breastfeeding Counsellors, Community Educators, any other Member carrying out the business of the Association and upon all spokespersons of the Association.

7. Cessation Of Membership

7.1 Automatic cessation of membership

A Member ceases to be a Member if:

- (a) the Member's Subscription Fee remains due and unpaid for more than three months (or such other period as the Board may determine from time to time), provided that the Board in its absolute discretion may reinstate the Member on payment of all Subscription Fees and any other amounts in arrears;
- (b) the Member dies;
- (c) by notice in writing to the Honorary Secretary the Member resigns the Member's membership;
- (d) the Member ceases to be of full legal capacity;
- (e) the Member is convicted of any indictable offence; or
- (f) the Member becomes an insolvent under administration, suspending payment generally to creditors or compounding with or assigning the Member's estate for the benefit of creditors.

7.2 Expulsion of Members

If any Member:

- (a) is in breach of any of the provisions of this Constitution or any by-laws or regulations of the Association;
- (b) is in breach of any of the applicable provisions of the code of ethics of the Association; or
- (c) is guilty of any act or omission which, in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of the Association,

the Board may do any one or more of the following:

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- (i) censure the Member;
 - (ii) suspend the Member's entitlement to the privileges of membership (including, without limitation, the right to vote at a general meeting of the Association); or
 - (iii) expel the Member from the Association and remove the Member's name from the Register.

7.3 Notice of proposed expulsion

The Board must not expel a Member under Rule 7.2(c)(iii) unless:

- (a) at least 28 days before the Board holds a meeting in regard to the proposed expulsion, the Board sends a notice to the Member stating:
 - (i) the date, time and place at which the question of expulsion of the Member is to be considered by the Board; and
 - (ii) the nature of the alleged misconduct; and
- (b) the Member is given the opportunity at the meeting to give the Board, orally or in writing, any explanation or defence that the Member may think fit.

If a resolution to expel the Member is passed at the meeting by 75% of Directors present, the Member ceases to be a Member on the passage of the resolution and the Member's name must be removed from the Register.

7.4 Consequences of cessation of membership

Any person who ceases to be a Member (including by reason of expulsion) or the Member's estate (in the case of a deceased or bankrupt Member) will remain liable for all moneys (if any) owing to the Association at the time of such cessation of membership. Unless the Board in special circumstances otherwise determines, no person who ceases to be a Member nor the Member's estate will be entitled to:

- (a) have any claim on any portion of the property or assets of the Association; or
- (b) the return of any moneys (including the Subscription Fee for the current year) paid to the Association.

8. General Meetings

8.1 Annual general meeting

A general meeting must be held at least once in every year, within the period of five months after the end of the Association's financial year, and at such time and place as the Board may determine. Such general meetings (before which the annual accounts of the Association are to be laid) are called annual general meetings. All general meetings other than the annual general meetings are called extraordinary general meetings.

8.2 Extraordinary general meetings

- (a) The Board or any two Directors may convene an extraordinary general meeting of the Association whenever it or they think fit.
- (b) The Board must call and arrange to hold an extraordinary general meeting if requested:
 - (i) by the requisite number of Members; and
 - (ii) in the manner,which is specified by the Corporations Act for this purpose.
- (c) A general meeting convened under Rule 8.2(b) must be:
 - (i) called by the Board within 21 days after the request is given to the Association; and
 - (ii) held not later than two months after the request is given to the Association.
- (d) If the Board fails to call and hold a general meeting in accordance with this Rule, Members may convene an extraordinary general meeting in accordance with the Corporations Act.

8.3 Notice of general meeting

- (a) The Association must give Members:
 - (i) at least 30 days notice of all extraordinary general meetings; and
 - (ii) at least 60 days notice of all annual general meetings.
- (b) A notice of a general meeting must specify the place and time of the meeting, the general nature of the business to be transacted at the meeting and any other matters required by the Corporations Act. It is not necessary for a notice of an annual general meeting to state that the business to be transacted at the meeting includes the consideration of the accounts and the reports of the Board and auditors.
- (c) The non-receipt of a notice of any general meeting by, or the accidental omission to give notice to, any person entitled to notice does not invalidate any resolution passed at that meeting.

8.4 Quorum

Twenty-five Members present constitute a quorum for a meeting. No business may be transacted at any meeting except the election of a Chairperson and the adjournment of the meeting unless the requisite quorum is present at the commencement of the meeting.

8.5 Adjournment in absence of quorum

If within 60 minutes after the time specified for a general meeting a quorum is not present:

- (a) the meeting, if convened on a requisition by Members, is to be dissolved; and
- (b) in any other case it is to be adjourned to such day, and at such time and place, as the Board may determine or, if no determination is made by the Board, to the same

day in the next week at the same time and place. If, at the adjourned meeting, a quorum is not present within 60 minutes after the time specified for holding the meeting, the meeting is to be dissolved.

8.6 Chairperson of a general meeting

- (a) Except in the circumstances stated in Rule 8.6(b), the President will chair every general meeting.
- (b) If at any general meeting:
 - (i) a President has not been elected as provided by Rule 11.4(a);
 - (ii) the President is not present at the specified time for the holding of the meeting; or
 - (iii) the President is present but unwilling to chair the meeting,the Directors present may choose another Director to chair the meeting, and if no Director is present or if each of the Directors present is unwilling to chair the meeting, the Members present may choose a Member to chair the meeting.
- (c) For the avoidance of doubt, each reference in this Rule 8 (other than the references in Rules 8.6(a) and (b)) to "Chairperson" is to the person who chairs the meeting in accordance with this Rule 8.6.

8.7 General conduct of meeting

- (a) The general conduct of each general meeting of the Association and the procedures to be adopted at the meeting shall be as determined by the Chairperson.
- (b) The Chairperson may at any time the Chairperson considers it necessary or desirable for the proper and orderly conduct of the meeting demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members present.
- (c) The Chairperson may require the adoption of any procedures which are in the Chairperson's opinion necessary or desirable for the proper and orderly casting or recording of votes at any general meeting of the Association.
- (d) Any determination by the Chairperson in relation to matters of procedure or any other matter arising directly or indirectly from the business is final and not open to challenge. Any challenge to a right to vote may only be made at the meeting and may be determined by the Chairperson whose decision is final.

8.8 Adjournment

During the course of a general meeting, the Chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting to the date, time and place determined by the Chairperson. The Chairperson also may adjourn:

(a) any business, motion, question or resolution being considered or remaining to be considered by the meeting; or

(b) any debate or discussion on any such business, motion, question or resolution, either to a later time at the same meeting or, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), to an adjourned meeting.

No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. If a meeting is adjourned for more than 14 days, notice of the adjourned meeting shall be given to all Members as in the case of an original meeting.

8.9 Voting rights

(a) On a show of hands, each Member present has one vote, except that where a Member has appointed more than one person as representative, proxy or attorney for that Member, none of the representatives, proxies or attorneys is entitled to vote.

(b) On a poll, each Member present is entitled to one vote for each Member for whom the Member present is a representative, proxy or attorney in addition to the vote to which the Member may be entitled as a Member.

8.10 Voting process

(a) An objection may be raised to the qualification of a voter or the admission or rejection of a vote only at the meeting or adjourned meeting at which the vote objected to is or is proposed to be made. Any such objection shall be referred to the Chairperson, whose decision is final. A vote not disallowed pursuant to the objection is valid for all purposes.

(b) Each question submitted to a general meeting is to be decided in the first instance by a show of hands of the Members present and entitled to vote, unless a poll is demanded.

(c) At any meeting, unless a poll is demanded, a declaration by the Chairperson that a resolution has been passed or lost, having regard to the majority required, is conclusive. A poll may be demanded either immediately before or immediately after any question is put to a show of hands either by a Member in accordance with the Corporations Act (and not otherwise) or by the Chairperson.

(d) If a poll is demanded as provided in this Rule 8.10, it is to be taken in the manner and at the time and place as the Chairperson directs, and the result of the poll is deemed to be the meeting's resolution of the motion in respect of which the poll was demanded. The demand for a poll may be withdrawn.

(e) The Chairperson has a deliberative but not a casting vote, and in case of an equality of votes the question or resolution will be deemed not to have been passed.

8.11 Appointment of proxies

- (a) Any Member may appoint a proxy to attend and vote at a general meeting on that Member's behalf and may direct the proxy to vote either for or against each or any resolution. A proxy need not be a Member of the Association.
- (b) The instrument appointing a proxy (and a copy of the power of attorney, if any, under which it is signed) must be deposited at the Office, or at such other place as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting or poll at which the person named in the instrument proposes to vote.

8.12 Form and execution of instrument of proxy

- (a) An instrument appointing a proxy must be in writing signed by the appointor or the attorney of the appointor or, if the appointor is a company, under its common seal or signed by a duly authorised officer, and must be in the form which the Board may from time to time prescribe or accept. Any duly signed proxy which is incomplete may be completed by the Honorary Secretary on authority from the Board and the Board may authorise completion of the proxy by the insertion of the name of the Executive Officer or any Director as the person in whose favour the proxy is given.
- (b) The instrument of proxy is deemed to include the right to demand or join in demanding a poll and (except to the extent to which the proxy is specifically directed to vote for or against any proposal) the power to act generally at the meeting for the person giving the proxy. An instrument appointing a proxy, unless the contrary is stated, is valid for any adjournment of the meeting as well as for the meeting to which it relates.

8.13 Board to issue forms of proxy

The Board may issue with any notice of general meeting forms of proxy for use by the Members. Each form may include the names of any of the Directors or of any other persons as suggested proxies. Where the form does not contain the name of a proxy the form is not for that reason to be invalid and is to be taken to be given in favour of the Chairperson. The forms may be worded so that a proxy may be directed to vote either for or against each or any of the resolutions to be proposed.

8.14 Attorneys of Members

Any Member may, by duly executed power of attorney, appoint an attorney to act on the Member's behalf at all or certain specified meetings of the Association. Before the attorney is entitled to act under the power of attorney, the power of attorney or proof of the power of attorney to the satisfaction of the Board must be produced for inspection at the Office or any other place the Board may determine from time to time together, in each case, with evidence of the due execution of the power of attorney as required by the Board. The attorney may be authorised to appoint a proxy for the Member granting the power of attorney.

8.15 Validity of vote

A vote given in accordance with the terms of an instrument of proxy or power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument of proxy or power of attorney, provided no notice in writing of the death, unsoundness of mind or revocation has been received at the Office before the meeting or any adjourned meeting. A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes at the meeting on the resolution for which the proxy is proposed to be used.

8.16 Postal ballots

- (a) Subject to the provisions of the Corporations Act, whenever the Board thinks fit, the Board may submit any question or resolution (including in regard to the election of Elected Directors) to the vote of Members by means of a postal ballot. A question answered or resolution approved by a majority or specified percentage or number of Members voting by such a postal ballot has the same force and effect as it would have if carried by such a majority or specified percentage or number at a duly constituted general meeting of the Association.
- (b) If the Board determines that any business that may be transacted at a general meeting will be considered instead by postal ballot, a notice of postal ballot and ballot paper must be sent to all Members entitled to vote on the resolution not less than 30 days (or such shorter period as the directors decide the circumstances require) before the date specified in the notice for closing of the postal ballot. The notice must include a description of the general nature of the business to be transacted, the terms of any proposed resolution, an explanation of the method of voting and the closing date for the postal ballot.
- (c) The non-receipt of a notice of postal ballot or ballot paper by, or the accidental omission to give a notice of postal ballot or ballot paper to, a person entitled to vote shall not invalidate the postal ballot or any resolution passed under the postal ballot.
- (d) A ballot paper is valid only if:
 - (i) it is duly completed;
 - (ii) it is signed by the Member or a duly authorised attorney or, where the member is a company, under its common seal or signed by a duly authorised officer; and
 - (iii) the ballot paper and a copy of the power of attorney or other authority (if any) under which the ballot paper is signed is or are received by the Association no later than the closing date for the postal ballot at the place specified in the notice of postal ballot.
- (e) Subject to paragraphs (b) to (d) above, the Board will decide the form of the ballot paper and the manner in which a postal ballot is to be conducted.

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- (f) In the event of any dispute in relation to the validity or conduct of any postal ballot, the Board will consider the dispute and its decision in regard to the dispute will be final.

8.17 Special meetings

All of the provisions of this Constitution as to general meetings or business to be considered by Members by postal ballot apply to any special meeting or postal ballot of any class or category of Members which may be held or conducted under the operation of this Constitution or the Corporations Act.

9. Directors

9.1 Number of Directors

Unless otherwise determined by general meeting and subject to Rule 9.8:

- (a) the Board of Directors shall be composed of not more than ten and not fewer than seven persons; and
- (b) subject to Rule 9.4(e), the Board shall include seven Elected Directors and may include up to three Appointed Directors.

Each Director must be a natural person and a Member.

9.2 Appointment of Directors

- (a) A two-thirds majority of Directors are entitled to appoint up to three Directors and may remove any Directors so appointed (subject to Rule 9.1).
- (b) Appointed Directors shall retire after two years but are eligible for re-appointment. An Appointed Director who has served six consecutive years is not eligible for re-appointment.
- (c) Appointed Directors are not subject to Rules 9.3 and 9.4.

9.3 Term of election

- (a) At the annual general meeting in any year at least one third of the Elected Directors for the time being shall retire. If their number is not a multiple of three, then the number nearest one third shall retire from office, unless more than one third of Directors are required to retire by operation of Rules 9.3(c) and 9.4(d).
- (b) Elected Directors to retire in every year will be those who have been longest in office since their last election but as between persons who became Elected Directors on the same day, those to retire (unless they otherwise agree amongst themselves) will be determined by lot.
- (c) Elected Directors shall retire after three years but are eligible for re-election. An Elected Director who has served nine consecutive years as an Elected Director is not eligible for re-election, and must retire at the next annual general meeting.

9.4 Election of Directors

- (a) Nominations for the election of Elected Directors at an annual general meeting must be made in writing signed by two Members and endorsed with the nominee's consent, be accompanied by a brief description of the extent (if any) to which the nominee has a degree of responsibility to the general community, and be delivered to the Honorary Secretary by no later than one month after the end of the Association's financial year.
- (b) If the number of nominees at the close of nominations does not exceed the number of Available Seats, each nominee will be deemed duly elected as an Elected Director from the date of the next annual general meeting.
- (c) If the number of nominees exceeds the number of Available Seats, an election by postal ballot of all Members shall be held and conducted in accordance with Rule 8.16. The postal ballot must contain the names of the candidates in alphabetical order and such directions as to the casting of votes as the Board may approve. The voting system for the election of nominees to fill the Available Seats will be as determined by the Board and described in the notice of postal ballot or ballot paper. The Elected Directors so elected will take office from the date of the next annual general meeting.
- (d) If no nominations are received, the retiring Elected Directors shall continue to hold office until the next annual general meeting but a majority of Directors shall have the power at any time during the following year to appoint Elected Directors in their place. A majority of Directors at any time shall also have the power to appoint any Member as an Elected Director to fill a casual vacancy or (subject to Rule 9.1) as an addition to the Board. Any Elected Director appointed under this Rule 9.3(d) shall hold office only until the next annual general meeting, at which time the Elected Director will retire and be eligible for re-election.
- (e) The Directors may act notwithstanding any vacancy or vacancies but if the number of Directors falls below seven (or such other number as may be determined by general meeting) the Board may not act (other than to fill vacancies or to call a general meeting) until at least the minimum required number of Directors hold office. For the avoidance of doubt, if the number of Elected Directors falls below seven (or such other number as may be determined by general meeting), the Board may continue to act provided that the total number of Directors does not fall below seven (or such other number as may be determined by general meeting).

9.5 Director may hold other office

- (a) A Director may hold any other office or position under the Association (except that of auditor or any salaried office or position with the Association paid by fees) in conjunction with the office of Director, on such terms as the Board approves.
- (b) A Director may be or become a director of or hold any other office or position under any corporation promoted by the Association, or in which it may be interested, whether as a vendor or member or otherwise, or with any other corporation or organisation, and the Director is not accountable for any benefits received as a

director or member of or holder of any other office or position under that corporation or organisation.

9.6 Exercise of voting power in other corporations

The Board may exercise the voting power conferred by the shares in any corporation held or owned by the Association as the Board thinks fit (including the exercise of the voting power in favour of any resolution appointing the Elected Directors or any of the directors of that corporation or voting or providing for the payment of remuneration to the directors of that corporation) and a Director of the Association may vote in favour of the exercise of those voting rights notwithstanding that the Director is, or may be about to be appointed, a director of that other corporation and may be interested in the exercise of those voting rights.

9.7 Directors may lend to the Association

Subject to Rule 3 any Director may lend money to the Association at interest with or without security or may, for a commission or profit, guarantee the repayment of any money borrowed by the Association and underwrite or guarantee the subscription of shares or securities of any corporation in which the Association may be interested without being disqualified in respect of the office of Director and without being liable to account to the Association for the commission or profit.

9.8 Transitional Provisions

Notwithstanding any other Rule, the Board may be composed of:

- (a) for the period commencing at the adoption of this Constitution and ending at the conclusion of the 2006 annual general meeting, up to eleven Elected Directors;
- (b) for the period commencing at the conclusion of the 2006 annual general meeting and ending at the conclusion of the 2007 annual general meeting, up to ten Elected Directors;
- (c) for the period commencing at the conclusion of the 2007 annual general meeting and ending at the conclusion of the 2008 annual general meeting, up to nine Elected Directors; and
- (d) for the period commencing at the conclusion of the 2008 annual general meeting and ending at the conclusion of the 2009 annual general meeting, up to eight Elected Directors.

For the avoidance of doubt, at any time after the 2006 annual general meeting, the Board shall not be composed of more than ten Directors unless otherwise determined by general meeting.

10. Vacation Of Office Of Director

10.1 Vacation of office by Director

In addition to the circumstances by which the office of a Director becomes vacant by virtue of the Corporations Act, the office of a Director becomes vacant if the Director:

- (a) resigns by giving at least 7 days written notice to the Association;
- (b) retires on the expiration of the term of office or appointment of that Director as provided for in this Constitution;
- (c) is an Appointed Director and is removed by a majority of Directors as a result of the operation of Rule 9.2;
- (d) is absent from three consecutive meetings of the Board without leave of absence from the Board (which leave of absence may be given prospectively or retrospectively);
- (e) ceases to be a Member;
- (f) becomes an insolvent under administration, suspends payment generally to creditors or compounds with or assigns her estate for the benefit of creditors;
- (g) becomes of unsound mind or a person who is a patient under laws relating to mental health or whose estate is administered under laws relating to mental health;
or
- (h) holds any salaried office of the Association or any office of the Association paid by fees.

11. Proceedings Of Directors

11.1 Procedures relating to Directors' meetings

The Board may meet together, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board must meet together at least 4 times a year. The Board may at any time, and the Honorary Secretary must, on the request of any 2 Directors, convene a meeting of the Board. Notice of a meeting of the Board may be given by mail (electronic or otherwise), personal delivery, facsimile transmission to the usual place of business or residence of the Director or at any other address given to the Honorary Secretary by the Director or by any technology agreed by all the Directors.

11.2 Meetings by telephone or other means of communication

The Board may meet either in person or by telephone or by using any other technology consented to by all the Directors. A consent may be a standing one. A Director may only withdraw consent within a reasonable period before the meeting. A meeting conducted by telephone or other means of communication is taken to be held at the place agreed on by the Directors attending the meeting if at least one of the Directors present at the meeting was at that place for the duration of the meeting.

11.3 Quorum of meetings; votes at meetings

- (a) A majority of the total number of Directors then in office constitute a quorum for a meeting. A meeting of the Board at which a quorum is present is competent to exercise any of the authorities, powers and discretions for the time being vested in or exercisable by the Board.
- (b) Questions arising at any meeting of the Board are decided by a majority of votes. In the case of an equality of votes, the Chairperson has a second or casting vote.

11.4 Chairperson and other office bearers

- (a) At the first meeting of the Board after the annual general meeting, the Directors must elect from their number a President and an Honorary Secretary of the Association and such person will hold office as President or Honorary Secretary (as the case may be) until the first Board meeting after the next annual general meeting or their prior resignation or removal. The President will act as Chairman of Board Meetings.
- (b) If no President is elected or if at any meeting the President is not present at the time specified for holding the meeting, the Directors present may choose one of their number to chair the meeting.
- (c) At the last meeting of the Board prior to the end of the Association's financial year, the Directors must elect from their number an Honorary Treasurer of the Association and such person will hold office as Honorary Treasurer from 1st July until 30th June of the following year or until their prior resignation or removal.
- (d) The Board may appoint such other office bearers, and determine the period for which each such office bearer is to hold office, as it thinks fit.
- (e) The Board has the power in its absolute discretion to remove any office bearer from holding office.
- (f) The Board will define the powers, authorities, discretions and duties of the President, Honorary Secretary, Honorary Treasurer and of any other officer of the Association. It may, from time to time, alter or limit any such powers, authorities, discretions and duties in any manner as it deems desirable.

11.5 Delegation of powers to Committees

- (a) The Board may delegate any of its powers to Committees consisting of a Director or Directors or any other person or persons as the Board thinks fit. Each Management Team is a Committee, and has such powers as the Board may delegate to it from time to time. The Board may appoint one or more advisers to a Committee, but any adviser so appointed will not be considered to be a member of the Committee and will not have any right to vote on any matter being decided by the Committee.
- (b) Any Committee formed or person or persons appointed to the Committee must, in the exercise of the powers delegated, conform to any regulations that may from

time to time be imposed by the Board. A delegate of the Board may be authorised to sub-delegate any of the powers for the time being vested in the delegate.

11.6 Proceedings of Committees

- (a) The meetings and proceedings of any Committee are to be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Board so far as they are applicable and are not superseded by any regulations made by the Board under Rule 22.
- (b) A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present. No question may be resolved, no resolution may be passed and no other action may be taken by the Committee unless at least one Director is present at the meeting or, if no Director is present, the action must be confirmed by at least one of the Directors on the Committee within one week after the meeting.
- (c) Each Committee will furnish a report of its activities to its Chairperson who shall tender the report to the Board at regular intervals (but no less often than quarterly), together with such advice concerning the subject matter of those activities as the Chairperson deems desirable.

11.7 Advisory Committees

The Board may appoint committees of an advisory or investigatory nature consisting of such persons (who may but need not be Members or Directors) as the Board thinks fit. Each Advisory Committee:

- (a) will in the exercise of its terms of reference conform to any regulations or restrictions imposed upon it by the Board; and
- (b) whilst the Advisory Committee may provide advice and assistance to the Board on matters within the Advisory Committee's terms of reference, the Advisory Committee is not a Committee of the Board, and accordingly no powers of the Board may be delegated to it and the Association will not be bound by any of its actions.
- (c) will furnish a report of its activities to the Board at regular intervals (but no less often than quarterly), together with such advice concerning the subject matter of those activities as the Advisory Committee deems desirable.

11.8 Validity of acts

All acts done at any meeting of the Board or by a Committee or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any of the Directors or the Committee or the person acting as a Director or that any of them were disqualified, are valid as if every person had been duly appointed and was qualified and continued to be a Director or a member of the Committee (as the case may be).

11.9 Resolution in writing

A resolution in writing signed by all the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Board) is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted and may consist of several documents in the same form each signed by one or more of the Directors. A facsimile transmission or other document produced by mechanical or electronic means under the name of a Director with the Director's authority is deemed to be a document in writing signed by the Director.

12. Powers of the Board

12.1 General powers of the Board

The management and control of the business and affairs of the Association are vested in the Board, which (in addition to the powers and authorities conferred on it by this Constitution) may exercise all powers and do all things as are within the power of the Association and are not by this Constitution or by law required to be exercised or done by the Association in general meeting.

12.2 Power to borrow, guarantee and give security

Without limiting the generality of Rule 12.1, the Board may from time to time, on behalf of the Association, borrow such amounts as it considers necessary for the purposes of the Association at such rate of interest and upon such terms as it considers proper and may execute mortgages, loan agreements or other securities in respect of such moneys and charge any property of the Association and may execute, create and issue such mortgages, loan agreements or securities as it considers appropriate.

12.3 Personal liability of officer

If any Director or any officer of the Association is or may become personally liable for the payment of any sum which is or may become primarily due from the Association, the Board may charge the whole or any part of the assets of the Association by way of indemnity to secure the Director or officer from any loss in respect of the liability.

13. Management Structures of the Association

13.1 Branches

- (a) The Board may establish such Branches of the Association, covering such geographical areas of Australia, as the Board may determine to be appropriate from time to time. The activities of each Branch will be supervised, managed and administered by such persons, in the manner and pursuant to such procedures, policies and organisational structures as may be determined by the Board from time to time.
- (b) Each Branch, subject to the direction and oversight of the Board, will be led and administered by a Branch President. Unless the Board otherwise determines, the

Branch President must be a qualified Breastfeeding Counsellor. A Branch President will be elected by a majority of the relevant Branch members and the appointment of the person so elected will take effect upon the appointment being approved by the Board. Should there be no nomination for a Branch President, or a casual vacancy in the position of Branch President, the Board may appoint a person to the position of Branch President. . Branch Presidents may be appointed or elected for up to two year terms, provided that no Branch President may hold office for more than six consecutive years.

- (c) The Branch President is responsible to the Board for managing the affairs of the Branch and for ensuring that the objects and policies of the Association are implemented within the Branch.
- (d) The Branch President must cause proper accounts to be kept of:
 - (i) all sums of money received and expended by the Branch;
 - (ii) all sales and purchases of goods by the Branch; and
 - (iii) the assets and liabilities of the Branch,
- (e) Each Branch President must account to the Honorary Treasurer at regular intervals (but no less often than three monthly) for all moneys received and expended by or on behalf of her Branch. The accounts of each Branch will be incorporated in the accounts of the Association and shall be subject to audit as such.

13.2 Management Teams

The Board may appoint Management Teams, each consisting of:

- (a) at least one Director with a maximum of two Directors;
- (b) convenors who are responsible for volunteers in management positions within the areas assigned to the Management Team, or Branch Presidents in the case of the Branches Management Team; and
- (c) any other person or persons as the Board may determine.

Each Management Team will be responsible for the management and administration of the day-to-day operations and functions of the Association within the area or areas (such as business, information, services and branches) assigned to it by the Board.

13.3 Executive Officer

The Board may appoint an Executive Officer of the Association for such term, and at a remuneration and on such other terms and conditions, as may be determined by the Board. The Executive Officer is responsible to the Board for the management and administration of the activities and affairs of the Association as determined by the Board, and in furtherance thereof will have such powers, authority, discretions and responsibilities as may be determined by the Board from time to time. The Executive Officer must report to the Board at intervals determined by the Board.

13.4 Paid officers

The Board will define the powers, authorities, discretions and responsibilities of each paid officer of the Association (including the Executive Officer) and may from time to time alter or limit any such powers, authorities, discretions or duties in any manner as it may deem desirable.

13.5 Breastfeeding Counsellors and Community Educators

- (a) Any Member who is a mother who has breastfed, and who has completed a training course provided by or designated by the Association, will be eligible to be appointed as a Breastfeeding Counsellor, provided that the Board is satisfied that the Member is able to carry out her duties as a Breastfeeding Counsellor in accordance with the aims and objects of the Association.
- (b) Any Breastfeeding Counsellor will be eligible to act as group leader or be appointed to any other position within the Association in accordance with this Constitution.
- (c) Any Member who has had the prerequisite breastfeeding experience as determined by the training guidelines of the Association will be eligible to be appointed as a Community Educator provided that the Board is satisfied that the Member is able to carry out her duties as a Community Educator in accordance with the aims and objects of the Association.
- (d) A person's position as a Breastfeeding Counsellor or Community Educator automatically will cease:
 - (i) if she ceases to be a Member;
 - (ii) if she becomes of unsound mind or a person who is a patient under laws relating to mental health or whose estate is administered under laws relating to mental health;
 - (iii) if she resigns her position; or
 - (iv) if, in the opinion of the Board, she is in breach of the code of ethics in a manner which renders it inappropriate that she should continue in office as a Breastfeeding Counsellor or Community Educator (as the case may be).

14. Winding Up

14.1 Liability of Members

The liability of the Members of the Association is limited.

14.2 Members' liability on winding up

Each Member of the Association undertakes to contribute to the property of the Association in the event of it being wound up while she is a Member or within one year after she ceases to be a member for payment of the debts and liabilities of the Association contracted before she ceases to be a member, and of the costs, charges and expenses of

winding up, and for the adjustment of the rights of the contributories amongst themselves, such amounts as may be required not exceeding twenty dollars.

14.3 Distribution of surplus property of the Association

If on the winding up or dissolution of the Association there remains after satisfaction of all debts and liabilities any property whatsoever, the property must not be paid or distributed amongst the Members, but must be given or transferred to some other organisation or organisations having objects similar to the objects of the Association and whose constitution prohibits the distribution of its or their income and property amongst its or their members to an extent at least as great as that imposed on the Association under this Constitution. Such organisation or organisations will be determined by the Members at, or at a time before, the time of dissolution or in default thereof by application to the Supreme Court of Victoria for determination.

If at the time of winding up or dissolution the Association is exempt from taxation of any kind, no distribution may be made under the preceding paragraph without at least 28 days written notice having been given to the Commissioner of Taxation.

14.4 Surplus assets of any gift fund

If the Association conducts a gift fund under Rule 4 and if the gift fund is wound up or if the endorsement of the Association as a deductible gift recipient is revoked, any surplus assets of the gift fund remaining after the payment of liabilities attributable to it will be transferred to a fund, authority or institution qualifying under Subdivision 30-A or 30-B of the *Income Tax Assessment Act 1997* (Cth) to which income tax deductible gifts can be made.

15. Amendments

15.1 Notice to Commissioner of Taxation

No amendment may be made to this Constitution without at least 28 days prior notice of the proposed amendment having been given to the Commissioner of Taxation.

15.2 Licence conditions under the Companies Act 1961

Rules 3 and 16 and this Rule 15 contain conditions upon which a licence was granted by the Attorney-General of Victoria to the Association in pursuance of the provisions of section 24 of the Companies Act 1961 (Vic). For the purpose of preventing any evasion of the provisions of the said conditions the Attorney-General may from time to time on the application of any Member and on giving notice to the Association of his intention so to do and after affording the Association an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the Association.

15.3 Notice to ASIC

No amendment of the kind mentioned in Section 151(2) (e) of the Corporations Act may be made without notification of such proposed amendment to the Australian Securities and Investments Commission.

16. Accounts

16.1 Accounting records

True accounts shall be kept of the sums of money received and expended by the Association and the manner in respect of which such receipt and expenditure takes place and the property, credits, and liabilities of the Association.

The Board must cause proper accounts to be kept with respect to:

- (a) all sums of money received and expended by the Association and the manner in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Association; and
- (c) the assets and liabilities of the Association.

All cheques and other negotiable instruments drawn on the Association's bank account must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be in such manner as the Board may from time to time determine.

16.2 Location

The accounting records of the Association shall be kept at the Office or at such other place or places as the Board thinks fit, and shall always be open to the inspection of the Board.

16.3 Inspection by Members

Subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Board or as may be in accordance with the regulations of the Association, the accounting records of the Association shall be open to the inspection of Members. Such accounts shall upon written request of the Attorney-General of Victoria be made available for inspection by him or by anyone authorised in writing by him for the purpose.

16.4 Financial year

The financial year of the Association will commence on the first day of July in each year.

17. Audit

17.1 Appointment of auditor

Once at least every year the accounts of the Association will be examined by one or more properly qualified auditor or auditors. The Association shall observe the provisions of the Corporations Act in relation to the appointment of an auditor or auditors.

18. Minutes

18.1 Minutes

The Board must ensure that minutes are duly recorded in any manner it thinks fit:

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- (a) of the names of the Directors present at each meeting of the Board and of any Committees;
 - (b) of all appointments of officers of the Association made by the Board;
 - (c) of all by-laws and regulations made which shall be kept in a separate book called 'By-laws and Regulations of the Association';
 - (d) of all resolutions and proceedings of general meetings of the Association and of meetings of the Board and any Committees,

and the minutes of any meeting of the Board or of any Committee or of the Association, if purporting to be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting, are prima facie evidence of the matters stated in the minutes.

19. The Seal

19.1 Affixing the Seal

The Board is to provide for the safe custody of the Seal, which is only to be used by the authority of the Board. Every instrument to which the Seal is affixed is to be signed by a Director and countersigned by the Honorary Secretary or by a second Director. The Board may determine either generally or in any particular case that a signature may be affixed by a mechanical means specified in the determination.

20. Notices

20.1 Service of notices

A notice may be given by the Association to any Member personally, by leaving it at the Member's registered address or by sending it by prepaid post or facsimile transmission addressed to the Member's registered address or, in any other case, by other electronic means determined by the Board.

20.2 When notice deemed to be served

Any notice sent by post is deemed to have been served at the expiration of 24 hours after the envelope containing the notice is posted and, in proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and posted. Any notice served on a Member personally or left at the Member's registered address is deemed to have been served when delivered. Any notice served on a Member by facsimile transmission or electronic means is deemed to have been served when the transmission is sent.

20.3 Member not known at registered address

Where a Member does not have a registered address or where the Association has a reason in good faith to believe that a Member is not known at the Member's registered address, all future notices are deemed to be given to the Member if the notice is exhibited in the Office for a period of 48 hours (and is deemed to be duly served at the

commencement of that period) unless and until the Member informs the Association of a registered place of address.

20.4 Signature to notice

The signature to any notice to be given by the Association may be written or printed.

20.5 Reckoning of period of notice

Where a given number of days' notice or notice extending over any other period is required to be given the day of service is not to be counted in the number of days or other period.

20.6 Service on deceased Members

A notice delivered or sent by post to the Member's registered address under this Constitution is (notwithstanding that the Member is then dead and whether or not the Association has notice of the Member's death) deemed to have been duly served and the service is for all purposes deemed to be sufficient service of the notice or document on the Member's heirs, executors or administrators.

21. Indemnity

21.1 Indemnity of officers

- (a) The Association is to indemnify each officer of the Association out of the assets of the Association to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the Association or in or arising out of the discharge of the duties of the officer unless the liability was incurred by the officer through his or her own dishonesty, negligence, lack of good faith or breach of duty.
- (b) In addition to Rule 21.1(a), an officer of the Association may be indemnified to the relevant extent out of the assets of the Association against any liability incurred by the officer in or arising out of the conduct of the business of the Association or in or arising out of the discharge of the duties of the officer where the Board considers it appropriate to do so.
- (c) An officer of the Association may also be indemnified to the relevant extent out of the assets of the Association against any liability incurred by the officer in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which she is acquitted or in connection with any application in which relief is granted to the officer by the court in respect of any negligence, default, breach of duty or breach of trust arising out of or connected with her office or employment with the Association.
- (d) Where the Board considers it appropriate to do so, the Association may pay amounts by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer of the Association against liability incurred by the officer in or arising out of the conduct of the business of the Association or in or arising out of the discharge of the duties of the officer.

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- (e) In this Rule:
- (i) **officer** means:
 - (A) a Director, the Executive Officer, Breastfeeding Counsellor, Community Educator, volunteer appointed to a management position or an employee; or
 - (B) a person appointed as a trustee by, or acting as a trustee at the request of the Association,and includes a former officer.
 - (ii) **duties of the officer** includes, in any particular case where the Board considers it appropriate, duties arising by reason of the appointment or nomination of an officer by the Association.
 - (iii) to the relevant extent means:
 - (A) to the extent the Association is not precluded by law from so doing;
 - (B) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, in particular, an insurer under any insurance policy); and
 - (C) where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the duties of the officer in relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.
 - (iv) **liability** means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or otherwise.

22. By-laws and Regulations

The Board shall have power from time to time to make such by-laws and regulations not inconsistent with the Constitution of the Association as in the opinion of the Board are necessary and desirable for the proper control, administration and management of the Association's operations, finances, affairs, interests, effects and property and to amend or rescind from time to time such by-laws and regulations.