



Northern Rivers for Refugees

Welcome • Respect • Support

INCORPORATED CONSTITUTION

Updated at Special General Meeting on 15 June 2024

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NORTHERN RIVER FOR REFUGEES CONSTITUTION

Clause 1. Name of association

The name of the Association is Northern Rivers for Refugees Inc. (also known as NRFR Inc.).

Clause 2. Definitions and Interpretation

2.1 Definitions

In this Constitution unless the contrary intention appears:

'Act' means the *Associations Incorporation Act 2009 (NSW)*.

'AGM' means the Annual General Meeting of Northern Rivers for Refugees Inc. and conducted once in every financial year in accordance with the Act.

'Association Meeting' means an open meeting of members as set out in **Clause 27**.

'Casting vote' means if there is a tied vote on a question at a General Meeting, Committee Meeting or Association Meeting the Chair of the meeting has a casting vote to break the deadlock. If the Chair abstains from voting there is no majority decision so the motion is not carried.

'Chairperson' means the person who chairs a General Meeting, Committee Meeting or Association Meeting.

'Committee' means the body elected to manage the business of the Association.

'Committee Meeting' means a meeting of the Committee to be convened no less than six (6) times a year with a minimum of three (3) meetings in the first half of a calendar year and a minimum of three (3) meetings in the second half of a calendar year.

'Committee Member' means a Member of the Committee and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

'Constitution' means the Constitution of the Association.

'Director-General' means the Director-General of the Department of Services, Technology and Administration.

'Fee' means a one-off payment charged at the discretion of the Association, which could be made on admission to the Association or for a service provided by the Association.

'General Meeting' means the Annual General Meeting or any Special Meeting of the Association.

'Income' means the Association's finances to be used solely towards the promotion of the Objects.

'Intellectual Property' means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment, (including computer software), images, (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association in New South Wales.

'Member' means a financial Member of the Association for the time being under **Clause 5**.

'Notice' means the method used by the Association to communicate with members. This may be by electronic or hard copy means. Members and the mailing list will be contacted electronically. When relevant, members of the public will be contacted by hard copy in the form of an article published in a freely available local newspaper or entry in the Community Notices section of that same newspaper. Notices will also be posted on the Association's website.

'Objects' means the principles by which the Association is run as set out in **Clause 3**.

'Office Bearer' means a Committee Member elected to the position of President, Vice President, Secretary, or Treasurer.

'Open Meeting' means a meeting that Members are entitled to attend as set out in **Clause 27**. It is also known as an Association Meeting.

'Ordinary Member' means Members elected or appointed to the Committee who are not Officer Bearers of the Association.

'Pecuniary Gain' means a gain of monetary value. Under the Act the Association is prohibited from providing any Member with a Pecuniary Gain.

'Public Officer' means the person appointed to be the Public Officer of the Association in accordance with the Act. The Association's records will be kept at the Association's official address in the custody of the Public Officer.

'Register' means a register of Members kept and maintained in accordance with **Clause 6**.

'Regulations' means the regulations formulated in accordance with **Clause 38**. The symbol ® is used to identify each clause in the Constitution that has regulations.

'Secretary' means:

- (a) the person holding office under the Constitution as Secretary of the Association; or
- (b) a person acting in the office until a person to fill the role is appointed by the Committee; or
- (c) if no other person holds that office – the Public Officer of the Association.

'Special General Meeting' means all Meetings other than the Annual General Meeting, Committee Meetings and Association Meetings. May be called by the Committee at any time **or** in the event that the Annual General Meeting is overdue **or** if **20%** of the members request such a meeting.

'Special Resolution' means a Resolution that must be passed by at least 75% of members entitled to vote in attendance at the meeting at which the vote is to be held.

'Subscription' means an annual charge paid to be a Member of the Association.

'the Act' means the *Associations Incorporation Act 2009 (NSW)*.

'the Regulation' means the Associations Incorporation Regulation 2010 and subsequent amendments.

'Treasurer' means the person holding office under this Constitution as Treasurer of the Association.

'Volunteer' means:

- (a) a person who satisfies the requirements of being a member of the Association; or
- (b) a person invited to fulfill an assigned role at any activity sanctioned by the Association.

'Voting' means to cast a vote by show of hands or poll if determined by Chairperson or requested by members entitled to vote at General Meetings, Committee Meetings and Association Meetings. It does not include voting by proxy, postal or electronic means.

2.2 Interpretation

In this Constitution:

- (1) a reference to a function includes a reference to a power, authority and duty;
- (2) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (3) words importing the singular include the plural and vice versa;
- (4) words importing any gender include the other genders;
- (5) references to persons include corporations and bodies politic;
- (6) references to a person include the legal personal representatives, successors and permitted assigns of that person;

(7) a reference to a statute, ordinance, code or other law includes Regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and

(8) a reference to “writing” shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

Clause 3. Objects of the Association

The Objects of the Association are established to:

(1) Raise awareness and promote understanding in our community of the needs of asylum seekers and refugees;

(2) Support the wellbeing of asylum seekers and refugees;

(3) Support secure opportunities for asylum seekers and refugees to engage in enriching experiences with people living in the Richmond Tweed Region;

(4) Raise funds including through charitable fundraising to support the activities of the Association;

(5) Promote proper and efficient management and administration of funding appeals for charitable purposes conducted by the Association;

(6) Ensure proper keeping and auditing of accounts in connection with such appeals;

(7) Advance the operations and activities of the Association;

(8) Have regard to the public interest in its operations including to prevent deception of members of the public who desire to support worthy causes; and

(9) Undertake and do all such things or activities, which are necessary, incidental or conducive to the advancement of these Objects.

Clause 4. Powers of the Association

Solely for furthering the Objects, the Association has, in addition to the rights, powers and privileges conferred on it under Section 25 of the Act, the legal capacity and powers of a company as set out under Section 124 of the *Corporations Act 2001 (Cth.)*.

Clause 5. Membership application

5.1 Membership generally

(1) A person is eligible to be a member of the Association if:

(a) the person is a natural person; and

(b) the person has been nominated and approved for membership of the Association in accordance with **Sub-clause 5.2**.

(2) The person is taken to be a member of the Association if:

(a) the person is a natural person; and

(b) the person was a member of an unincorporated body that is registered as an Association immediately before the registration of the Association; and

(c) A person is taken to be a member of the Association if the person was one of the individuals on whose behalf an application for registration of the Association under section 6 (1) (a) of the Act was made.

(3) Those eligible for membership of the Association shall agree to abide by this Constitution and the Policies and Procedures of the Association.

5.2 Nomination for membership

An application for Membership must be:

(a) in writing, on the appropriate form, from the applicant and lodged with the President, Secretary, or Treasurer; and

(b) accompanied by the appropriate subscription.

5.3 Discretion to accept or reject membership

(1) The Committee shall meet monthly to review membership applications and the Applicant informed of the outcome.

(2) The Association may accept or reject an application whether the Applicant has complied with the requirements of **Sub-clause 5.1** or not. The Association shall not be required or compelled to provide any reason for such acceptance or rejection.

(3) Where the Association accepts an application, the Applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Association. The Register shall be amended accordingly as soon as practicable.

(4) Where the Association rejects an application, it shall refund any fees or subscriptions forwarded with the application and the application shall be deemed rejected by the Association.

5.4 Renewal

Members must renew their membership annually in accordance with the procedures set down by the Association in the Guidelines and Procedures.

Clause 6. Register of members

6.1 Association to keep register

(1) The Association shall keep and maintain a Register and record:

(a) the full name, email address, either residential or postal address, and date of entry to membership of each Member; and

(b) where applicable, the date of termination of membership of any Member.

(2) The main address of members will be an email address. Members whose email address is their principal address shall provide prompt notice of any change to this address and the details of this change to the Association. This may be submitted electronically or in hard copy format.

(3) If any Member does not have access to electronic forms of communication that Member's address will either be their residential address or postal address. Such a Member shall provide notice of any change and required details to the Association within one (1) month of such change.

(4) Members with email addresses may elect to notify any change to their residential or postal address to the Association.

(5) The Secretary will have oversight of the maintenance of the Register, which must be kept in New South Wales at the main premises of the Association.

6.2 Inspection of register

(1) The Register of Members must be open for inspection, free of charge, by any Member of the Association on completion of the approved application form, which includes the reason for seeking such information.

(2) An application which includes the reason for seeking such information, a copy of any part of the Register on payment of a fee of not more than \$1 for each page copied.

(3) If a Member requests that any information contained in the Register about that Member (other than the Member's name) not be available for inspection, that information must not be made available for inspection.

(4) A Member must not use information about a Member obtained from the Register to contact or send material to the Member, other than for:

(a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association; or

(b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

(5) A Member must not pass information about a Member obtained from the Register to another person or organisation.

(6) The Committee reserves the right to limit or prohibit Members obtaining requested information as set out in **Sub-clause 29 (9)**.

6.3 Use of register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner, as the Committee considers appropriate.

Clause 7. Effect of membership

Members acknowledge and agree that:

- (a) this Constitution forms a contract between each of them and the Association and that they are bound by this Constitution and the Guidelines and Procedures;
- (b) they shall comply with and observe this Constitution and the Guidelines and Procedures and any determination, resolution, policy or procedure which may be made or passed at General Meetings, Committee Meetings, Association Meetings or any other entity with delegated authority;
- (c) by submitting to this Constitution and Guidelines and Procedures they are subject to the jurisdiction of the Association;
- (d) the Constitution and Guidelines and Procedures are necessary and reasonable for promoting the Objects; and
- (e) they are entitled to all benefits, advantages, privileges and services of Association membership.

Clause 8. Discontinuance of membership

8.1 Cessation of membership

A person ceases to be a member of the Association if the person:

- (a) dies; or
- (b) resigns membership; or
- (c) is expelled from the Association; or
- (d) fails to pay the annual membership subscription under **Clause 11** within three (3) months after the subscription is due without having made a prior arrangement with the Committee in this regard.

8.2 Membership entitlements not transferable

A right, privilege or obligation, which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

8.3 Notice of resignation

(1) A Member of the Association who has paid up all arrears of subscriptions and fees payable to the Association may resign from membership of the Association by informing the Committee either verbally or in writing (either hard copy or electronic).

(2) Once the Association receives a notice of resignation of membership given under **Sub-clause 8 (3) (1)** it must make an entry in the Register of Members that records the date on which the Member ceased to be a Member.

8.4 Discontinuance for breach

(1) Membership of the Association may be discontinued by the Committee upon breach of any clause of this Constitution or the Guidelines and Procedures, including, but not limited to, the failure to pay any monies owed to the Association, failure to comply with the Constitution, Guidelines and Procedures or any resolutions or determinations made or passed by the Committee or any duly delegated Sub-Committee.

(2) Membership shall not be discontinued by the Committee under **Sub-clause 8.4 (1)** without the Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach.

(3) Where a Member fails, in the Committee's view to adequately explain the breach, that Member's membership shall be discontinued under **Sub-clause 8.4 (1)** by the Association giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under **Sub-clause 8.4** as soon as practicable.

8.5 Member to re-apply

A Member whose membership has been discontinued under **Sub-clauses 8.3 and 8.4**.

(1) must seek renewal or re-apply for membership in accordance with this Constitution; and

(2) may be re-admitted at the discretion of the Committee.

8.6 Forfeiture of rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

8.7 Membership may be reinstated

Membership which has been discontinued under **Clause 8** may be reinstated at the discretion of the Committee with such conditions as it deems appropriate.

Clause 9. Disciplining of members

(1) A complaint may be made to the Committee by any person that a Member of the Association has:

(a) refused or neglected to comply with a provision or provisions of this Constitution; or

(b) wilfully acted in a manner prejudicial to the interests of the Association.

(2) The Committee may refuse to deal with the complaint if it considers the complaint to be trivial or vexatious in nature.

(3) If the Committee decides to deal with the complaint, the Committee must:

(a) cause notice of the complaint to be served on the Member concerned; and

(b) give the Member at least fourteen (14) working days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and

(c) must take into consideration any submissions made by the Member in connection with the complaint.

(4) The Committee may, by resolution, expel the Member from the Association or suspend the Member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

(5) If the Committee expels or suspends a Member, the Secretary must within seven (7) working days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Committee for having taken that action and of the Member's right to appeal under **Clause 10**.

(6) The expulsion or suspension does not take effect:

(a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or

(b) if within that period the Member exercises the right to appeal, unless and until the Association confirms the resolution under **Clause 11**, whichever is the later.

Clause 10. Right of appeal of disciplined member

(1) A Member may appeal to the Association in General Meeting against a resolution of the Committee under **Clause 9**, within seven (7) working days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.

(3) On receipt of a notice from a Member under **Sub-clause 10 (1)** the Secretary must notify the Committee, which is to convene a General Meeting of the Association to be held within twenty-eight (28) days after the date on which the Secretary received the notice.

(4) At a General Meeting of the Association convened under **Sub-clause 10 (3)**:

(a) no business other than the question of the appeal is to be transacted; and

(b) the Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and

(c) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(5) The appeal is to be determined by a simple majority of votes cast by Members of the Association.

Clause 11. Subscriptions and fees

The annual membership subscription (if any) and any fees or other levies payable by each Member (as outlined in **Clause 5**) to the Association and the time for and manner of payment shall be as determined by the Committee.

Clause 12. Existing committee

The Committee in office prior to the General Meeting at which this Constitution is approved under the Act shall be dissolved at that meeting and the election of a new Committee shall proceed.

Clause 13. Powers of the committee

Subject to the Act and this Constitution, the business of the Association shall be managed and the powers of the Association shall be exercised by the Committee. In particular, the Committee shall act in accordance with the Objects and shall operate for the benefit of the Members.

Clause 14. Composition and membership of committee

14.1 Composition of the committee

The Committee shall consist of:

(1) Four (4) Elected Office Bearers – President, Vice President, Secretary, Treasurer – and a minimum of two (2) and a maximum of three (3) Ordinary Members who must all be financial Members; and

(2) up to two (2) Appointed Committee Members who need not be Members and who may be appointed by the Committee. Appointed Committee Members have the same powers and voting rights as Elected Committee Members.

14.2 Election and appointment of committee members

(1) The Committee shall be elected under **Sub-clause 15.1**.

(2) The Appointed Committee Members shall be appointed under **Clause 16**.

Clause 15. Elected committee members

15.1 Nomination for committee

Nominations for Elected Committee positions shall be called for no less than twenty-one (21) days prior to the Annual General Meeting. When calling for nominations, details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and position descriptions shall be determined by the Committee from time to time and made available to all Members as set out in this Clause.

15.2 Form of nomination

Nominations must be:

- (a) in writing;
- (b) on the form provided for that purpose;
- (c) signed by two (2) Members;
- (d) certified by the nominee (who must be a Member) expressing his willingness to accept the position for which he is nominated; and
- (e) delivered to the Association no less than three (3) days before the date fixed for the Annual General Meeting.

15.3 Elections

(1) If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated shall be declared elected only if approved by a simple majority of Members in attendance at the Annual General Meeting who are entitled to vote.

(2) If there are insufficient nominations received to fill all vacancies on the Committee, or if a person is not approved by a simple majority of Members under **Sub-clause 15.3 (1)**, the positions shall be deemed casual vacancies under **Sub-clause 17.1**.

(3) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the Committee.

(4) Voting shall be conducted in such a manner and by such a method as determined by the Committee from time to time.

15.4 Term of appointment of elected committee members

(1) For Elected positions:

(a) Committee Members elected under **Clause 15** shall be elected for a term of two (2) years. Subject to the provisions in this Constitution relating to early retirement or removal of Members, Elected Members shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following;

(b) Committee retirements shall be on a rotational basis and election for positions will be held annually; and

(c) regardless of number of nominations for each position, all positions are subject to election.

(2) The Committee will determine which elected positions shall be declared vacant at the first Annual General Meeting held under this Constitution and which elected positions shall be

declared vacant at the second Annual General Meeting. After the first rotation of Elected positions Committee Members shall serve for a two (2) year period, with elections held every year as outlined in **Sub-clause 15.4 (1)**.

(3) The sequence of retirements to ensure rotational terms in **Sub-clause 15.4 (1)** shall be determined by the Committee, as outlined in the Regulations.

(4) A Member may be elected to the Committee for a maximum of eight (8) years. After standing down from the Committee for one (1) year a Member may renominate for a position on the Committee.

Clause 16. Appointed committee members

16.1 Appointment of committee members

The Elected Members may appoint up to two (2) Appointed Members.

16.2 Qualifications of appointed committee members

(1) The Appointed Members shall have specific skills deemed necessary to complement the Committee composition.

(2) The Committee will determine from time to time what specific skills are required.

(3) Appointed Members need not be Members.

16.3 Term of appointment

(1) Appointed Committee Members may be appointed by the Elected Committee Members under the Constitution for a term of two (2) years, which shall commence from the first Committee meeting after the Annual General Meeting until the conclusion of the second Annual General Meeting that follows; and

(2) reappointment/new appointments shall be at the discretion of the Elected Committee Members.

Clause 17. Vacancies on the committee

17.1 Casual vacancies

Any Casual Vacancies occurring may be filled by the remaining Committee Members from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Committee Member's term under the Constitution.

17.2 Grounds for termination of committee member

In addition to the circumstances in which the office of a Committee Member becomes vacant by virtue of the Act, the office of a Committee Member becomes vacant if the Committee Member:

(a) dies;

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally;

(c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

(d) resigns his office in writing to the Association;

(e) is absent without the consent of the Committee from meetings of the Committee held during a period of six (6) months;

(f) holds any office of employment with the Association without the approval of the Committee;

(g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of that interest;

(h) in the opinion of the Committee (but subject always to this Constitution):

(i) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Association; or

(ii) has brought the Association into disrepute.

(i) is removed by Special Resolution; or

(j) would otherwise be prohibited from being a Director of a corporation under the *Corporations Act 2001 (Cth.)*.

17.3 Committee may act

In the event of a Casual Vacancy or Vacancies in the office of a Committee Member or Committee Members the remaining Committee Members may act in accordance with **Subclause 17.1**. However, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute a quorum.

Clause 18. Meetings of the committee

18.1 Committee to meet

The Committee shall meet a minimum of six (6) times a year with a minimum of three (3) meetings in the first half of a calendar year and a minimum of three (3) times in the second half of the same calendar year for the dispatch of business. Subject to this Constitution, it may adjourn and otherwise regulate its meetings as it thinks fit.

18.2 Decisions of the committee

Subject to this Constitution, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination of a majority of Committee Members shall for all purposes be deemed a determination of the Committee. All Committee Members shall have one (1) vote on any question. Where voting is equal, the Chairperson may exercise a casting vote. If the Chairperson does not exercise a casting vote the motion will be lost.

18.3 Resolutions not in meeting

(1) A resolution in writing that has been signed or assented to in written or electronic communication by all the Committee Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Committee Members duly convened

and held. Any such resolution may consist of several documents in like form, each signed by one (1) or more of the Committee Members that will be presented at the next Committee meeting and recorded in the minutes of that meeting.

(2) Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Committee may be held where one (1) or more of the Committee Members is not physically present at the meeting provided that:

(a) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;

(b) notice of the meeting is given to all Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee or this Constitution. The notice will specify that the Committee Members are not required to be present in person;

(c) if a failure in communications prevents **Sub-clause 18.3 (2) (a)** from being satisfied by the number of Committee Members which constitutes a quorum, and none of such Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until **Sub-clause 18.3 (2) (a)** is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned; and

(d) any meeting held where one (1) or more Committee Members is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a Committee Member is there present. If no Committee Member is there present, the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.

18.4 Quorum

(1) A quorum will consist of a simple majority of the Members of the Committee for the transaction of the business of a meeting of the Committee.

(2) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same hour of the same day in the following month. The Committee may alter the venue for this meeting.

(3) Notwithstanding **Sub-clause 18.4 (2)** the Board may elect to discuss the agenda items of a meeting at which a quorum is not present. A written (either hard copy or electronic) record of discussions must be kept. This record will be presented at the following Committee meeting for ratification.

18.5 Notice of committee meeting

Unless all Committee Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) no less than seven (7) days written notice of the meeting of the Committee shall be given to each Committee Member. The agenda shall be forwarded to each Committee Member no less than two (2) days prior to such meeting.

18.6 Chairperson

The Chairperson shall be:

- (1) the nominal head of the Association (President); or
- (2) if the President is absent, unwilling or unable to preside then the Vice President shall chair;
or
- (3) if neither the President nor Vice President is present, unwilling or unable to preside then a Chairperson shall be appointed from among the Committee Members present. That person shall preside as Chairperson for that meeting only.

18.7 Conflict of interest

Each Committee Member shall declare her interest in any contractual, selection, disciplinary, or financial matter in which conflict of interest arises or may arise. She shall, unless otherwise determined by the Committee, absent herself from discussions of such matters and shall not be entitled to vote in respect of such matters. If such a Committee Member casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Committee Member to absent herself from discussions and refrain from voting, the issue should be immediately determined by a vote of the Committee. If this is not possible the matter shall be adjourned or deferred.

18.8 Disclosure of interests

(1) The nature of the interest of a Committee Member must be declared at the meeting of the Committee at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Committee at the next meeting. If a Committee Member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of Committee held after the Committee Member becomes interested.

(2) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.

18.9 General disclosure

A General Notice stating that a Committee Member is a member of a specified firm or company and that she is 'interested' in all transactions with that firm or company is sufficient declaration under **Sub-clause 18.8**. After the distribution of the General Notice, it is not necessary for the Committee Member to give a Special Notice regarding any particular transaction with that firm or committee.

18.10 Recording disclosures

Any declaration made, any disclosure or any General Notice given by a Committee Member in accordance with **Sub-clauses 18.7, 18.8 and/or 18.9** must be recorded in the Minutes of the relevant meeting.

Clause 19. Delegations

19.1 Committee may delegate functions

(1) The Committee may, by instrument in writing, create, establish or appoint Sub-committees, or Individual Officers or Consultants to carry out specific duties and functions as the need arises.

(2) It shall determine what powers these Sub-committees are given. In exercising its power under **Clause 19**, the Committee must take into account broad stakeholder involvement.

(3) The Committee may appoint Individual Members, and/or non-members to Sub-committees, as it deems appropriate.

19.2 Delegation by instrument

In the establishing instrument, the Committee may delegate such functions as are specified in the instrument. The Committee **cannot** delegate:

(1) this power of delegation; and

(2) a function imposed on them by the Act, any new law, this Constitution, or by resolution of the Association in a General Meeting.

19.3 Delegated function exercised in accordance with terms

A function, the exercise of which has been delegated under **Clause 19**, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

19.4 Procedure of delegated entity

The procedures for any entity (Sub-committee or Individual Officer or Consultant) exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee under **Clause 18**. The entity exercising delegated powers shall make decisions in accordance with the Objects of the Association and it shall promptly provide the Committee with details of all material decisions. The Sub-committee shall also provide any other reports, minutes and information required by the Committee.

19.5 Delegation may be conditional

A delegation under **Clause 19** may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

19.6 Revocation of delegation

At any time the Committee may, by instrument in writing, revoke wholly or in part any delegation made under **Clause 19**. It may amend or repeal any decision made by a body or person under this Clause.

Clause 20 Annual general meeting

(1) The Association's Annual General Meeting shall be held in accordance with the Act and this Constitution. It should be held on a date and at a venue determined by the Committee within six (6) months of the end of the financial year.

(2) All meetings other than the Annual General Meeting, Committee Meetings and Association Meetings shall be Special General Meetings and shall be held in accordance with this Constitution.

Clause 21. Special general meetings

21.1 Special general meetings may be held

The Committee may, whenever it thinks fit, convene a Special General Meeting. When, but for **Clause 21**,

(1) more than fifteen (15) months elapses between Annual General Meetings, the Committee shall convene a Special General Meeting before the expiration of that period; or

(2) when Casual Vacancies on the Committee need to be filled as set out in **Sub-clause 17.1**; or

(3) by requisition as set out in **Sub-clause 21.2**.

21.2 Requisition of special general meetings

(1) The Committee shall convene a Special General Meeting when twenty (20) per cent of Members submit a requisition either electronically or in writing. Such a submission may be addressed to a member of the Committee. A written submission may be posted to the official address of the Association, or handed or emailed to a member of the Committee.

(2) The requisition for a Special General Meeting shall state the purpose of the meeting, be signed by the Members making the requisition and be sent to the Association. The requisition may consist of several documents in like form, each signed by one (1) or more of the Members making the requisition.

(3) If the Committee does not cause a Special General Meeting to be held one (1) month after the date in which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a Special General Meeting to be held no later than three (3) months after that date.

(4) A Special General Meeting convened by Members under the Constitution shall be convened in the same manner, or as close as possible, as those convened by the Committee.

(5) The Committee, by regulation will determine from time to time the number of members required to requisition a Special General Meeting.

Clause 22 Notice of general meeting

(1) Notice of every Meeting shall be given to every Member entitled to receive notice. Notices shall be sent electronically. The Committee Members shall also be entitled to receive notice of every Meeting. No other person shall be entitled, as of right, to receive notices of General Meetings as set out in **Clause 5**.

(2) A Notice of a Meeting shall specify the place, day and hour of the meeting and shall state the business to be transacted at the meeting.

(3) At least twenty-one (21) day's Notice of a General Meeting shall be given to those Members entitled to receive receipt of notice.

(4) Members who wish to submit a motion to be included as part of the meeting agenda must do so in writing (electronic or hard copy format) to the Secretary by close of business fifteen (15) days prior to the General Meeting.

(5) The meeting agenda together with any notice of motion received from Members entitled to vote shall be given to Members fourteen (14) days prior to the General Meeting.

Clause 23 Business

(1) The Business to be transacted at the Annual General Meeting includes the consideration of accounts, the reports of the Committee and the election of Committee Members under this Constitution.

(2) All Business that is transacted at a General Meeting and at an Annual General Meeting, with the exception of those matters set down in **Sub-clause 23 (1)**, shall be Special Business.

(3) No Business other than that stated on the Notice for an Annual General Meeting shall be transacted at that meeting.

Clause 24. Notices of motion

Members entitled to vote may submit Notices of Motion for inclusion as special business at a General Meeting. All Notices of Motion must be submitted in writing (electronic or hard copy format) to the Secretary no less than fifteen (15) days (excluding receiving date and meeting date) prior to the General Meeting. The Secretary must include that business at the next General Meeting given after receipt of the notice from the Member.

Clause 25. Proceedings at a general meeting

25.1 Use of technology at general meeting

(1) No electronic communication technology will be required if any General Meeting is held at one (1) venue.

(2) The Committee may review this from time to time.

25.2 Quorum

No business shall be transacted at any General Meeting unless a Quorum is present at the time when the meeting proceeds to business. A Quorum for General Meetings of the Association shall be five (5) Members entitled to vote as set out in **Clause 5**.

25.3 Chairperson to preside

(1) The Association President shall preside as Chairperson of all General Meetings except:

(a) in relation to any election for which the President is a nominee; or

(b) where a conflict of interest exists.

(2) If the President is unable or unwilling to preside, the Chairperson for a General Meeting shall be determined in accordance with **Sub-clause 18.6** of this Constitution.

25.4 Adjournment of meeting

(1) If within thirty (30) minutes from the time appointed for the meeting a Quorum is **not** present, the Meeting shall be adjourned until the same day in the next month at the same time. The Committee may vary the venue for a reconvened meeting. If at the adjourned Meeting a Quorum is not present within thirty (30) minutes from the time appointed for the Meeting, the Meeting shall **lapse**.

(2) The Chairperson may, with the consent of any Meeting at which a Quorum is present, and shall, if so directed by the Meeting, adjourn the Meeting from time to time and from place to place. No business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

(3) When a Meeting is adjourned for thirty (30) days or more, Notice of the adjourned meeting shall be given as in the case of an original meeting.

(4) Except as provided in **Sub-clause 25.4 (1)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned Meeting.

25.5 Voting procedure

(1) At any Meeting a resolution put to vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

(a) the Chairperson; or

(b) a simple majority of the Members entitled to vote.

(2) All votes held in General Meetings shall be given personally and there shall be no voting by proxy, postal or electronic means. The Committee shall not hold a postal or electronic ballot to determine any issue or proposal including any appeal under **Clause 9**.

25.6 Recording of determinations

(1) Unless a Poll is demanded under **Sub-clause 25.5** the Chairperson's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour of or against the resolution.

(2) The result of the resolution must be recorded in the Association's Book of Proceedings.

25.7 Where poll demanded

If a Poll is duly demanded under **Sub-clause 26.4** it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs. The result of the Poll shall be a Resolution of the Meeting.

Clause 26. Voting at general meetings

26.1 Members entitled to vote

Each financial Member shall be entitled to one (1) vote on each resolution at General Meetings as set out in **Clause 5**.

26.2 Chairperson may exercise casting vote

Where voting on a resolution at General Meetings is equal, the Chairperson may exercise a casting vote. If the Chairperson does not exercise a casting vote the motion will be lost.

26.3 Proxy, postal and electronic voting

(1) Proxy voting shall not be permitted at a General Meeting.

(2) No motion shall be determined by a postal ballot.

(3) No motion shall be determined by an electronic ballot.

Clause 27. Association meetings

(1) Subject to this Constitution, the Committee shall call, adjourn, and otherwise regulate Association Meetings also known as Open Meetings as it thinks fit.

(2) Association Meetings are meetings open to all Members of the Association, people on the Association's mailing list and members of the public.

(3) At least seven (7) day's electronic or written Notice of an Association Meeting shall be given to Members as set out in **Clause 5** and also to people on the Association's mailing list. The meeting agenda will be circulated at the same time. Members of the public will receive Notice of an Association meeting in the local print media.

(4) Minutes of Association Meetings shall be kept.

Clause 28. Grievance procedure

(1) The Grievance Procedure set out in this rule applies to disputes under these rules between a Member and:

(a) another Member; or

(b) the Association.

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) working days after the dispute comes to the attention of all parties.

(3) If the parties are unable to resolve the dispute at the Meeting or if a party fails to attend that meeting, then the parties must, within ten (10) working days, refer the dispute for resolution to an Independent Tribunal established by the Committee.

(4) The Committee may prescribe additional grievance procedures in the Regulations consistent with **Clause 28**.

Clause 29. Records and accounts

29.1 Financial year

The financial year shall run from July 1 to June 30 or such other period as may be determined by the Committee from time to time.

29.2 Records

The Association shall establish and maintain proper Records and Minutes concerning all its transactions, business, meetings and dealings (including those of the Association and the Committee). It shall produce these as appropriate at each Committee or General Meeting.

29.3 Records kept in accordance with the Act

Proper Accounting and other records shall be kept in accordance with the Act. The Books of Accounts shall be kept in NSW at the Association's official address in the care and control of the Public Officer, Secretary, Treasurer or a member of the Association as determined by the Committee.

29.4 Committee to submit accounts

The Committee shall submit the Association's Statements of Account to the Members at the Annual General Meeting in accordance with this Constitution and the Act.

29.5 Accounts conclusive

The Statements of Account, when approved or adopted by an Annual General Meeting, shall be conclusive except when errors have been discovered within three (3) months after such approval or adoption.

29.6 Accounts available to Members

The Secretary shall ensure that at the Annual General Meeting that a copy of the Statements of Account, the President's Report, the Treasurer's Report, the Auditor's Report (when applicable) and every other document required under the Act (if any) shall be available for all persons entitled to receive Notice of Annual General Meeting.

29.7 Negotiable instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) duly authorised Committee Members or in such other manner as the Committee determines.

29.8 Custody of records, books and other documents

The Association's records, books and other documents will be kept in New South Wales at the main premises of the Association in the custody of the Public Officer.

29.9 Inspection of records, books and other documents

(1) Generally, the records, books and other documents of the Association will be open to inspection, free of charge, by a member of the Association at any reasonable hour.

(2) The Committee may limit or prohibit a member to inspect the books or obtain copies of records where to do so may be prejudicial to the interests of the Association and to maintain confidentiality.

(3) With the approval of the Committee, a member of the Association may obtain a copy of any of the publicly available records, books and documents of the Association on payment of a fee of not more than \$1 for each page copied. Any request will be considered by a duly appointed Subcommittee of the Board as per **Clause 19** who will convene and make a judgment on the request as per **Sub-clause 29.9 (2)**.

Clause 30. Auditor

(1) Auditors may be appointed by the Committee if and when deemed necessary.

(2) Auditors may be required to be appointed by a granting body to account for the expenditure of grant money only.

Clause 31. Insurance

The Association will effect the relevant insurance cover. The Committee will review this from time to time.

Clause 32. Income

(1) Income and property of the Association shall be derived from such sources as the Committee determines from time to time.

(2) The income and property of the Association shall be applied solely towards the promotion of the Objects.

(3) Except as prescribed in this Constitution or the Act:

(a) no portion of the income or property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise to any Member; or

(b) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.

(4) Payment in good faith of or to any Member can be made for:

(a) any services actually rendered to the Association whether as a Member, Committee Member or otherwise;

(b) goods supplied to the Association in the ordinary and usual course of operation;

(c) interest on money borrowed from any Member;

(d) rent for premises demised or let by any Member to the Association; or

(e) any out-of-pocket expenses incurred by a Member on behalf of the Association.

(5) Nothing in **Sub-clauses 32 (2) and 32 (3)** preclude such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

Clause 33. Association is not-for-profit

(1) In accordance with the Act and this Constitution the Association is a not-for-profit organisation.

(2) In accordance with the Act and this Constitution the Association as a not-for-profit organisation applies its income, funds and assets in ways consistent with the Objects (**Clause 3**).

(3) In accordance with the Act and this Constitution the Association will not provide pecuniary gain for any of its members. Payments made in good faith (**Sub-clause 32 (4)**) are not deemed to be of a pecuniary nature.

Clause 34. Winding up

(1) Subject to this Constitution, any other applicable Act, and any court order the Association may be wound up in accordance with the Act.

(2) The liability of Members of the Association is limited.

(3) Every Individual Member undertakes to contribute to the assets of the Association in the event of it being wound up while a Member, or within one (1) year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which they ceased to be a Member and towards the costs, charges and expenses of winding up the Association, such an amount not exceeding one dollar (\$1.00).

Clause 35. Distribution of surplus assets on winding up

(1) Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets (including 'gift funds' defined in **Clause 35.4**) that remain after the Association is wound up must be distributed to one or more charities:

(a) with charitable purpose(s) similar to, or inclusive of, the Objects of the Association as set out in **Clause 3**;

(b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Association; and

(c) that is or are deductible gift recipients within the meaning of the *Income Tax Assessment Act 1997 (Cth)*.

(2) The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the Association may apply to the Supreme Court to make this decision.

(3) If the Association's deductible gift recipient endorsement is revoked (whether or not the Association is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of **sub-clauses 35.1 (a), (b) and (c)**, as decided by the Committee Members.

(4) For the purposes of this clause:

(a) 'gift funds' means:

(i) gifts of money or property for the principal purpose of the Association;

(ii) contributions made in relation to a fund-raising event held for the principal purpose of the Association; and

(iii) money received by the Association because of such gifts and contributions.

(b) 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the *Income Tax Assessment Act 1997 (Cth)*.

Clause 36. Change of name, objects and constitution

- (1) Any change to the Name of the Association, its Objects or Constitution must be approved by the Members at a General Meeting. A change to the Name, Objects or Constitution will be by Special Resolution.
- (2) Any approved change to the name of the Association, its objects or constitution shall be registered with the Director-General in accordance with Section 10 of the Act by the Public Officer or a Committee Member.

Clause 37. Guidelines and procedures

- (1) The Committee shall formulate, issue, adopt, interpret and amend guidelines and procedures for the proper advancement, management and administration of the Association, and the advancement of the purposes of the Association. Such guidelines and procedures shall be consistent with the Constitution and any policy directives of the Committee.
- (2) Amendments, alterations, interpretations or other changes to guidelines and procedures shall be advised to Members by means of Bulletins approved by the Committee and prepared and issued by the Association. The Association shall take reasonable steps to distribute information in the Bulletins to Members. The matters in the Bulletins are binding on all Members.

Clause 38. Notice

- (1) The Notice may be sent by electronic mail to the Member's electronic mail address, and in addition for Association Meetings by electronic mail to the mailing list and posted on the Association's website.
- (2) In the case of Association Meetings a Notice may be given to members of the public in the print media.
- (3) Where a Notice is sent by electronic mail, service of the Notice shall be deemed to be effected the next business day after it was sent. When a notice is sent to print media, service of the Notice shall be deemed to be effected on the day the Notice is published in the next issue of the newspaper to which the Notice is sent.

Clause 39. Indemnity

- (1) Every Committee Member of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Committee Members in defending any proceedings, civil or criminal, in which a judgment is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (2) The Association shall indemnify its Committee Members against all damages and losses (including legal costs) for which any such Committee Member may be or become liable to any third party in consequence of any act or omission, except wilful misconduct by a Committee Member performed or made while acting on behalf of and with the authority, express or implied of the Association.