

**Sector Connect Inc.
CONSTITUTION**

PRELIMINARY

DEFINITIONS

(1) In this constitution

“Annual general meeting” means the annual meeting of the Association held in accordance with this Constitution

“ordinary Board member” means a member of the Board who is not an office-bearer of the Association.

“Secretary” means:

- (a) the person holding office under these rules as Secretary of the Association; or
- (b) if no such person holds that office - the public officer of the Association.

“general meeting” means a general meeting of the Association including a special general meeting but excluding an annual general meeting.

“special general meeting” is a general meeting called to address a **specific** issue by special resolution.

“the Act” means the Associations Incorporation Act 2009 (NSW).

“the Regulation” means the Associations Incorporation Regulation 2016(NSW).

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

1. NAME

- 1.1 The name of the Association, (hereinafter called “the Association”), is Sector Connect Incorporated (INC9874865).

2. AIMS

- 2.1 To develop an agenda of regional needs and coordinate appropriate strategies that aim to eliminate poverty, disadvantage and to improve social conditions using community based action to ensure such needs are met.
- 2.2 To research, analyse and disseminate information to the non-profit community sector in the regions of the Association’s operations using appropriate methods.
- 2.3 To understand and advocate on issues that cause poverty, distress or discrimination particularly toward vulnerable or disadvantaged groups or individuals in the region.
- 2.4 To provide regional and local community service planning, coordination, training, promotion and infrastructure to achieve the elimination of poverty and distress and improving social conditions and advancing reconciliation and tolerance across the region.
- 2.5 To represent, in the regions of the Association’s operations, the community services sector and develop linkages with relevant regional, state and national nongovernment and government organisations.
- 2.6 To provide direct service in assisting vulnerable or disadvantaged groups or individuals in eliminating poverty and distress, improving social conditions advancing reconciliation and tolerance across the region.

3. PRINCIPLES

- 3.1 The Association will pursue its aims with full commitment to the principles of social justice, community consultation, participation and promoting access and equity in all its endeavours.

- 3.2 The Association will also function as an autonomous local organisation for the support and development of effective, high quality community services in the Associations regions of operation.

4. ELIGIBILITY FOR MEMBERSHIP

4.1 Membership is open to any:

- a) Organisation;
- b) Local Council;
- c) Peak Body;
- d) Business Representative;
- e) State and Federal Government;
- f) natural person; or
- g) any other individual/group/organisation that the Board deems appropriate, that operates in the community services sector or can benefit the community services sector within the Association's regions of operation.

4.2 The Board may grant honorary membership to existing members of the Association and the eligibility criteria and application process will be determined by the Board from time to time and notified to Members.

5. APPLICATION FOR MEMBERSHIP

5.1 Application for membership of the Association:

- a) must be made in writing in the form set out in **Appendix 1** of this Constitution; and
- b) must be lodged with the Secretary of the Association

5.2 As soon as practicable after receiving a nomination for membership the Secretary must refer the nomination to the Board which is to determine whether to approve or reject the nomination.

5.3 If the Board determines to approve an application for membership:

- a) the Secretary must, as soon as practicable after that determination, notify the applicant of that approval and request the applicant to pay (within a period of one month after receipt by the applicant of the notification of approval) the sum payable under this Constitution by a member as an entrance fee and the first annual subscription fee; and Secretary
- b) on payment by the applicant of the amounts referred to in clause 5.3(a), enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

- 5.4 If the Board determines to decline an application for membership, the Secretary must as soon as practicable after that determination, notify the applicant. In no case will the Board be required to give any reason for the rejection of the application.
- 5.5 The Board then shall determine the appeal. The Board is not required to supply reasons for accepting or rejecting the appeal

6. REGISTER OF MEMBERS

- 6.1 A register of members (whether in written or electronic form) must be established and maintained by the Secretary of the Association. Such a register must specify the name and address of each member of the Association, together with the date on which the membership was granted.
- 6.2 The register must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association, at any reasonable hour. A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied
- 6.3 If a member requests that any information contained in the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- 6.4 A member must not use information obtained from the register to contact or send material to the member, other than for:
- a) the purposes of sending the member 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.
- 6.5 Each member must notify in writing to the Secretary any change in that member's address and contact details within a period of one (1) month following such change.
- 6.6 Provision for noting the date of cessation of membership must also be contained in this register.

7. CESSATION OF MEMBERSHIP

- 7.1 A member ceases to be a member of the Association if that member:

- a) ceases to exist as a legal entity or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth ;
- b) resigns membership;
- c) is expelled from the Association;
- d) fails to pay outstanding membership fees within three (3) months of their due date; or
- e) dies.

8. RESIGNATION OF MEMBERSHIP

- 8.1 A member of the Association may resign from membership of the Association by first giving to the Secretary written notice of at least one month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 8.2 If a member of the Association ceases to be a member the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9. MEMBERSHIP ENTITLEMENTS NOT TRANSFERRABLE

- 9.1 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.

10. FEES AND SUBSCRIPTIONS

- 10.1 A member of the Association must, on admission to membership, pay to the Association a fee as determined by the Board from time to time.
- 10.2 In addition to any amount payable by the member under 10.1, a member of the Association must pay to the Association on the first day of each financial year of the Association an annual membership fee as determined by the Board from time to time.

11. MEMBERS' LIABILITY

- 11.1 The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association

12. DISCIPLINING OF MEMBERS AND BOARD MEMBERS

- 12.1 A complaint may be made to the Board by any person that a member of the Association:

- a) has refused or neglected to comply with a provision or provisions of this constitution, or
- b) has wilfully acted in a manner prejudicial to the interests of the Association.

12.2 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

12.3 If the Board decides to deal with the complaint, the Board:

- a) must cause notice of the complaint to be served on the member concerned, and
- b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
- c) must take into consideration any submissions made by the member in connection with the complaint.

12.4 The Board 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.

12.5 If the Board expels or suspends a member, the Secretary must, within 7 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 Board for having taken that action and of the member's right of appeal under clause 14.

12.6 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 of appeal, unless and until the Association confirms the resolution under *clause 13* whichever is the later.

13. RESOLUTION OF INTERNAL DISPUTES

13.1 Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community justice centre or appropriate mediation service as agreed upon by both parties for mediation in accordance with the *Community Justice Centres Act 1983*.

13.2 If a dispute is not resolved by mediation within three (3) months of the referral to a community justice centre, the dispute is to be referred to arbitration.

13.3 The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

14. RIGHT OF APPEAL OF A DISCIPLINED MEMBER

14.1 A member may appeal to the Association in a general meeting against a resolution of the Board under clause 12, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

- 14.2 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.
- 14.3 On receipt of a notice from a member under subclause (14.1), the Secretary must notify the Board which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- 14.4 At a general meeting of the Association convened under subclause (14.3):
- a) no business other than the question of the appeal is to be transacted, and
 - b) the Board 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.
- 14.5 The appeal is to be determined by a simple majority of votes cast by members of the Association.

15. THE BOARD

- 15.1 Subject to the Act, the Regulation, this Constitution, and any resolution passed by the Association in General Meeting, the Board shall:
- a) control and manage the affairs of the Association;
 - b) exercise all such functions as may be exercised by the Association, other than those functions that are required to be exercised by a General Meeting of Members of the Association; and
 - c) have the power to perform all such acts and do all such things as appear to be necessary or desirable for the proper management of the affairs of the Association.

16. COMPOSITION AND MEMBERSHIP OF BOARD

- 16.1 The Board will consist of a maximum of nine (9) members, each of whom must be elected at an Annual General Meeting of the Association.
- 16.2 The Board is to consist of:
- a) the Office Bearers of the Association (who will be appointed to their positions in accordance with clause 19), and
 - b) at least 4 ordinary Board members, each of whom is to be elected at an Annual General Meeting of the Association under clause 18, and
 - c) an Aboriginal representative that can be part of the nine (9) Board members or an additional member of the Board.
- 16.3 The Office Bearers of the Board shall consist of:
- a) The Chairperson
 - b) The Vice Chairperson
 - c) The Treasurer
 - d) The Secretary

- 16.4 The term of office for a member of the Board is three (3) years. There is no maximum number of consecutive terms for which a Board member may hold office. However, a member can only run for a consecutive term if approved by the Board.
- 16.5 Each member of the Board is, subject to this Constitution, to hold office until immediately before the election of Board members at the Annual General Meeting three (3) years following the date of the member's election and is eligible for re-election.
- 16.6 No Member of the Board will be appointed to any salaried office of the Association or any office paid by fees.

17. CASUAL VACANCY

- 17.1 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the Annual General Meeting next following the date of appointment.
- 17.2 For the purpose of this Constitution, a casual vacancy in the office of a member of the Board will occur if a member:
- a) ceases to exist as a legal entity is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth
 - b) dies
 - c) ceases to be a member of the Association
 - d) resigns office by notice in writing given to the Secretary
 - e) is removed from office under clause 12
 - f) becomes a mentally incapacitated person
 - g) is absent without the knowledge of the Board for three (3) consecutive meetings of the Board
 - h) holds an office of profit in the Association
 - i) fails to declare a direct or indirect interest in any contract or proposed contract with the Association;
 - j) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - k) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

18. ELECTION OF THE BOARD

- 18.1 The election of members of the Board must take place in the following manner:
- a) Any two (2) Members of the Association will be at liberty to nominate any other member to serve as a Member of the Board.
 - b) This nomination must be in writing and must be signed by the Member so nominated and the proposer and seconder.
 - c) All nominations will be lodged with the Secretary at least seven (7) days before the Annual General Meeting in which the election is to take place.
 - d) A list of the candidate's names, in alphabetical order, must be notified to the members at least five (5) days immediately preceding the Annual General Meeting.

- e) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated must be deemed to be elected.
- f) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held at the Annual General Meeting.
- g) Balloting lists shall be prepared, containing the names of the candidates in alphabetical order.
- h) Each member present at the Annual General Meeting will be entitled to vote for any number of candidates not exceeding the number of vacancies. Proxy votes are accepted (*see Clause 26*).
- i) If insufficient nominations are received to fill all vacancies on the Board, the persons nominated will be deemed to be elected and any remaining vacancies will be deemed to be casual vacancies and must be filled according to the procedure outlined in clause 17.
- j) An independent returning officer who is not a member of the Association will oversee the election.

19. OFFICE BEARERS

- 19.1 The Chairperson or, in the Chairperson's absence the Vice Chairperson, is to act as Chairperson at each meeting of the Association.
- 19.2 If the Chairperson and Vice Chairperson are absent from a meeting or unwilling to act, the Members present at the meeting shall elect one of their number to act as Chairperson.
- 19.3 The Board will appoint the positions of Office Bearers at the first meeting of the Board after the Annual General Meeting appointing the members of the Board.
- 19.4 The Secretary must ensure that a record of the business of the Association is kept, which includes:
 - a) A list of all appointments of Office Bearers and members of the Board.
 - b) A record of attendance at meetings of the Association.
 - c) A record of all proceedings at meetings of the Association.
- 19.5 Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next meeting.
- 19.6 It is the duty of the Treasurer to ensure that:
 - a) All monies due to the Association are collected and received and that all payments authorised by the Association are made.
 - b) All monies received by the Association are paid into an account in the Association's name.
 - c) Correct books are kept by the Treasurer showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

20. PUBLIC OFFICER

- 20.1 The Board must ensure that a person is appointed as a Public Officer.
- 20.2 The Public Officer may be an office bearer, Board member or any other person regarded as suitable for the position by the Board.

- 20.3 The Board may, at any time, remove the Public Officer and appoint a new Public Officer, provided the person appointed is 18 years of age or older and is a resident of NSW.
- 20.4 The Public Officer shall be deemed to have vacated his/her position under the following circumstances:
- a) Death
 - b) Resignation
 - c) Removal by the Board
 - d) Bankruptcy or financial insolvency
 - e) Residency outside of NSW.
- 20.5 When a vacancy occurs in the position of Public Officer, the Board must within fourteen (14) days, notify the Department of Fair Trading by the prescribed form and appoint a new Public Officer.
- 20.6 The Public Officer is required to notify the Department of Fair Trading by the prescribed forms, under the following circumstances:
- a) Upon his/her appointment. (Within fourteen (14) days);
 - b) Where there has been a change in his/her residential address. (Within fourteen (14) days);
 - c) Where there has been a change in the Association's Constitution. (Within one (1) month);
 - d) Where there has been a change in the membership of the Board. (Within fourteen (14) days);
Where there has been an Annual General Meeting, for the purpose of reporting on the Association's financial affairs. (Within one (1) month of the Annual General Meeting); and
 - e) Where there has been a change in the Association's name. (Within one (1) month).

21. REMOVAL OF BOARD MEMBERS

- 21.1 The Association in a general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 21.2 If a member of the Board to whom a proposed resolution referred to in clause (21.1) relates makes representations in writing to the Secretary or Chair (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the Chair may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

22. SUB-COMMITTEES

- 22.1 The Board may appoint in writing, as it deems necessary, one or more Sub-Committees to perform delegated functions.
- 22.2 Where a function has been delegated to a Sub-Committee under this clause, such a function must be exercised by the Sub-Committee in accordance with the Terms of Reference issued to it by the Board. A Sub-Committee will not be permitted to exercise the functions of the Boards power of delegation and any function which is a duty imposed on the Board by the Act or any other law.

- 22.3 Any act suffered by a Sub-Committee performing its delegated functions has the same effect as it would have, had it been done or suffered by the Board.
- 22.4 Members of a Sub-Committee are to be such members of the Association and non-members as the Committee thinks fit.
- 22.5 There must be at least one member of the Board on each Sub- Committee.
- 22.6 A Sub-Committee is responsible for its actions to the full Board of the Association. Any proposed meetings or matters involving finances undertaken by the Sub-Committee are to be conducted with the knowledge and approval of the Board and subsequently recorded in the Board's minutes.
- 22.7 A Sub-Committee may appoint its own Chairperson and Secretary for the purpose of its own meetings. Such officers shall not be regarded as Office Bearers of the Board of the Association.
- 22.8 A Sub-Committee may meet and adjourn as it thinks proper.
- 22.9 The Board may, by resolution in writing, revoke wholly or in part any delegation made to a Sub-Committee under this Constitution.
- 22.10 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a Sub-Committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or Sub-Committee.

23. VOTING AND DECISIONS OF THE BOARD

- 23.1 Questions arising at a meeting of the Board or any Sub-Committee appointed by the Board must be determined by a majority of votes of the members of the Board or Sub-Committee present at the meeting.
- 23.2 Voting will take place in the following manner:
- a) A motion is presented to the meeting by a member and is seconded by another member.
 - b) After discussion, a vote is then taken on the motion. Such a vote will be decided upon by a show of hands or a poll, which can be requested by either:
 - The chairperson; *or*
 - At least three (3) members present at the meeting.
 - c) Where a poll has been requested, it shall be taken in such a manner as directed by the Chairperson.
 - d) If in the case of an equality of votes, whether on a show of hands or a poll, the Chairperson at the meeting is entitled to a second, or casting, vote.
 - e) After a vote has been taken, either by a show of hands or through a poll, the Chairperson shall declare that the motion has either been passed or rejected.
 - f) Every person present, who is a member of the Board or Sub-Committee, is entitled to one vote. This is the same irrespective of whether a vote was taken by a poll or show of hands.
- 23.3 A member is not be entitled to vote at a general meeting of the Board where his/her annual subscription fee is more than one month in arrears at the date of the meeting.

- 23.4 Any member of the Association may attend any meeting of the Board or Sub-Committee and may with the leave of the chairperson, be heard at the meeting, provided they have obtained the prior approval of the Board.
- 23.5 Provided there is a quorum, the Board or a Sub-Committee may act despite any vacancy on the committees.

24. MEETINGS

ANNUAL GENERAL MEETINGS

- 24.1 With the exception of the first Annual General Meeting of the Association, the Association must, at least once in each calendar year and within a period of six (6) months after the expiration of the financial year of the Association convene an Annual General Meeting.
- 24.2 At least 21 days notice should be given to members of an Annual General Meeting by the Secretary specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the Annual General Meeting.
- 24.3 The Annual General Meeting will be convened at such a place, date and time that the Board determines.
- 24.4 In the case of the Annual General Meeting, in addition to any other business which may be transacted, the following business must be transacted:
- a) Confirmation of the minutes of the last Annual General Meeting and any recent Special General Meeting.
 - b) Receipt of the Board's report on the activities of the Association over the last financial year.
 - c) Receipt and consideration of a financial statement from the Board which is not misleading and gives a true and accurate record for the last financial year of the Association's:
 - income and expenditure
 - assets and liabilities
 - mortgages, charges and other securities
 - trust properties.
 - d) Elect a qualified, independent auditor who is unrelated to the Board members and is not a Board member him/herself.
 - e) Elect Board members to the Board
 - f) to receive and consider any financial statement or report required to be submitted to members under the Act.
- 24.5 An Annual General Meeting must be specified as being an Annual General Meeting in the notice convening the meeting.

GENERAL MEETINGS OF THE BOARD

- 24.6 The Board must meet at least six (6) times in each twelve (12) month period at such place and time as the Committee may determine. Additional meetings of the Board may be convened by the Chairperson or by any two (2) members of the Board.
- 24.7 The Business Paper of a General Meeting of the Board must be given by the Secretary to each member of the Board at least seven (7) days before the time appointed for the holding of the meeting, (or such other period as may be unanimously agreed upon by the members of the Board). The Business Paper of a meeting must specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Board Members present at the meeting unanimously agree to treat as urgent business.
- 24.8 Four (4) members of the Board of which one are an Office Bearer will constitute a quorum for the transaction of the business of a meeting of the Board. For the purpose of the first meeting of the Board after an Annual General Meeting, the quorum will be four (4) members of the Board with none of those four (4) members being an Office Bearer.
- 24.9 No business shall be transacted by the Board unless a quorum is present. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of a day in the following week. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 24.10 At a meeting of the Board:
- a) the Chair, or in the Chair's absence, the Vice Chair is to preside; or
 - b) if the Chair and the Vice-Chair are absent or unwilling to act, one of the remaining members of the Board chosen by the members present at the meeting is to preside.
- 24.11 A General Meeting of the Board may be held at 2 or more venues using any technology approved by the Board that gives each of the Board's members a reasonable opportunity to participate.
- 24.12 A Committee member who participates in a Board meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

GENERAL MEETINGS, SPECIAL GENERAL MEETINGS AND QUORUM

- 24.13 The Board may, whenever it thinks fit, convene general meeting of the Association.
- 24.14 Except if the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 24.15 If the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matters required under subclause 24.14, the intention to propose the resolution as a Special Resolution.
- 24.16 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting.

24.17 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

24.18 The Board must, when petitioned in writing by not less than 5% of the total number of members, convene a Special General Meeting of the Association. Where a Special General Meeting is convened as the result of a petition, a quorum must comprise of at least seventy five (75) per centum of partitioning members

A requisition of members for a Special General Meeting:

- a) must be in writing and state the purpose or purposes of the meeting;
- b) must be signed by the members making the requisitions;
- c) must be lodged with the Secretary; and
- d) must consist of several documents in a similar form, each signed by one or more of the members making the requisition.

24.19 If the Board fails to convene a Special General Meeting within one (1) month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting. Such meeting will be held no later than three (3) months after that date.

24.20 No item of business is to be transacted at a general meeting or Annual General Meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.

24.21 Five (5) members present (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting or Annual General Meeting.

24.22 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- a) if convened on the requisition of members, is to be dissolved, and
- b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

If at the adjourned meeting, a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

25. DECISION MAKING AND SPECIAL RESOLUTIONS

25.1 On any question arising at a general meeting and Annual General Meeting of the Association a member has one vote only.

- 25.2 In the case of an equality of votes on a question at a general meeting or Annual General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 25.3 A member is not entitled to vote at any general meeting or Annual General Meeting of the Association if all money due and payable by the member to the Association is in arrears of more than one month.
- 25.4 A question arising at a general meeting or Annual General Meeting of the Association is to be determined by:
- a) a show of hands or any appropriate corresponding method that the Board may determine, or
 - b) if on the motion of the Chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- 25.5 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 25.6 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.
- 25.7 A Special Resolution is required to effect the following changes and can only be determined at a Special General Meeting or the Annual General Meeting of the members of the Association.
- a) A change in the Association's Constitution.
 - b) A change in the Association's name.
 - c) An amalgamation with another incorporated association.
 - d) To voluntarily wind up the Association and distribute its property.
 - e) To apply for registration as a Company or Cooperative.
- 25.8 A Special Resolution shall be presented and determined in the following manner:
- a) Notice must be sent to all members of the Association, advising that a Special General Meeting is to be held to consider a Special Resolution.
 - b) This notice must give details of the proposed Special Resolution and give at least twenty one (21) days notice of the meeting.
 - c) At least two thirds of those present and eligible to vote are required to pass the Resolution. Proxy votes not accepted.

26. APPOINTMENT OF PROXIES

26.1 Each member is to be entitled to appoint another member as proxy (except for a meeting requiring a Special Resolution) by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

26.2 The notice appointing the proxy is to be in the form set out in **Appendix 2** to this Constitution.

27. ALTERATION TO CONSTITUTION

27.1 The Constitution may be altered, rescinded or added to only by a Special Resolution of the Association in accordance with clause 25.

27.2 An application for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Board member.

28. DISSOLUTION

28.1 The Association must be dissolved upon of the special resolution of members..

28.2 In a winding up of the Association, any surplus property of the Association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members. A reference to the surplus property of an Association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the Association.

28.3 If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:

- a) gifts of money or property for the principal purpose of the organisation
- b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- c) money received by the organisation because of such gifts and contributions.

29. SERVING OF NOTICES

29.1 For the purpose of this Constitution, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post, facsimile or email to the Member at the member's postal, facsimile or email address shown in the Register of Members.

29.2 For the purposes of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
- b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
- c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent.

30. COMMON SEAL

30.1 The Common Seal of the Association must be kept in the custody of the Public Officer.

30.2 The Common Seal must not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures of either two (2) members of the Board or of one (1) member of the Board and of the Public Officer or Secretary

31. FUNDS

31.1 The funds of the Association shall derive from membership fees, donations, grants and any other sources as the Board determines.

31.2 All money received by the Association shall be deposited as soon as possible, without deduction, to the credit of the Association's bank account. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

31.3 The assets and income of the organisation shall be applied solely in furtherance of its abovementioned objects in the manner that the Board determines and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

31.4 Expenditure shall be authorised by:

- a) At least two nominated members of the Board who are authorised signatories, or
- b) One nominated member of the Board and one nominated employee who are authorised signatories.

31.5 The accounting function may be covered by a service agreement with an outside organisation.

32. FINANCIAL YEAR

32.1 The financial year of the Association is:

- a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
- b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

33. INSURANCES

33.1 The Association shall effect and maintain insurance as it thinks fit.

34. CONFLICTS OF INTEREST

34.1 If:

- a) a member of the Executive Committee or a Sub-Committee has a direct or indirect interest in a matter being considered or about to be considered at the relevant Board meeting; and
- b) the interest appears to raise a conflict with the proper performance of that Board members duties in relation to the consideration of the matter,

the Board member must, as soon as possible after the relevant facts have come to the Board member's knowledge, disclose the nature of the interest at the Board meeting and section 31 of the Act will apply.

35. NOT FOR PROFIT

35.1 Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

36. CUSTODY OF BOOKS AND INSPECTION OF BOOKS

36.1 All records, books and other documents relating to the association must be kept in New South Wales:

- a) at the main premises of the Association, in the custody of the Public Officer or a member of the Association (as the Board determines), or
- b) At the Association's official address, in the custody of the Public Officer.

36.2 The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:

- a) records, books and other financial documents of the Association,
- b) this Constitution,
- c) minutes of all Board meetings and general meetings of the Association.

36.3 A member of the association may obtain a copy of any of the documents referred to in above on payment of a fee of not more than \$1 for each page copied.

36.4 The Board may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

37. POSTAL/ELECTRONIC BALLOTS AND USE OF TECHNOLOGY

37.1 The Association may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal.

37.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

37.3 A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the Association's members a reasonable opportunity to participate.

37.4 A member of an Association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.