CONSTITUTION OF ABORIGINAL CHILD, FAMILY AND COMMUNITY CARE STATE SECRETARIAT (NSW) INCORPORATED
Constitution of Aboriginal Child, Family and Community Care State Secretariat (NSW) Incorporated

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Part 1 – Preliminaries

1. Definitions

(1) In this constitution:

*Aboriginal* means a person who:

(a) is a member of the Aboriginal or the Torres Strait Islander races of Australia; and

(b) identifies as an Aboriginal or Torres Strait Islander person; and

(c) is accepted by the Aboriginal or Torres Strait Islander communities as an Aboriginal or Torres Strait Islander person.

*A Category Member* means a member of the association that is an Aboriginal community controlled organisation operating in New South Wales and providing out of home care services in accordance with the aims of the association.

*association* means the Aboriginal Child, Family Community, Care State Secretariat (NSW) Incorporated.

*authorised carer* means:

(a) the principal officer of a designated agency, or

(b) a person who, in accordance with the regulations, is authorised as an authorised carer by a designated agency, or

(c) a person who, in accordance with the regulations, is otherwise authorised as an authorised carer.

*B Category Member* means a member of the association that is an Aboriginal organisation operating in New South Wales, (whether incorporated or not) other than those incorporations entitled to A and/or E Category membership and such organisations being supportive of the aims of the association.

*C Category member* means a member of the association who is an Aboriginal person, and who is not employed by or associated with either A Category members or B Category members, and who is supportive of (by way of work, advocacy or otherwise) the needs and services required to provide care, protect, train and/or develop Aboriginal children and young people.

*Chief Executive Officer* means the chief executive officer of the association appointed by the committee of the association.

*Code of Ethics* means the set of principles approved by the committee and by the members of the Association in general meeting outlining standards of acceptable practice and conduct in relation to social justice, cultural requirements, confidentiality and professional conduct which must be adhered to by the board members, staff, volunteer workers, students and contractors of the association and each member, as amended from time to time.

*Code of Conduct* means the code of conduct for committee members as approved by the committee which sets out the standards an obligations that each committee member must agree to and abide by in their duties as committee members of the association, other than any ordinary legal or regulatory duties placed upon the committee member.
**D Category Member** means a member of the association that is an Aboriginal kinship and/or foster carer that is authorised by a designated agency.

**designated agency** means:

(a) a department of the public service of any state, local or federal government of Australia; or

(b) an organisation that arranges the provision of out of home care, if the organisation is accredited for the time being in accordance with relevant state child welfare legislation.

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

**E Category Member** means a member of the association that is a community controlled Aboriginal multi-function children’s services organisation or an Aboriginal early childhood services organisation, operating in New South Wales and supportive of the aims of the association.

**F Category Member** means a member of the association that is an organisation controlled by non-Aboriginal persons that is supportive of the aims of the association.

**G Category Member** means a member of the association that is a non-Aboriginal person who are supportive of (by way of, their work, advocacy or otherwise) the aims of the association.

**H Category Member** means a member of the association that is a corporation controlled by non-Aboriginal persons that is supportive of the aims of the association.

**I Category Member** means a member of the association that is an individual or an organisation providing services to the disability sector, specifically to Aboriginal children, young people, families and communities that are supportive of the aims of the association.

**member** means a member of the association.

**ordinary committee member** means a member of the committee who is not an office-bearer of the association.

**out of home care services** means the residential care and control of a child or young person at a place other than in their usual home. It entails care by a person other than the birth parents of the child or young person. Care can only be provided by a person who is an authorised carer.

**secretary** means:

(a) the person holding office under this constitution as secretary of the association, or

(b) if no such person holds that office - the public officer of the association.

**special general meeting** means a general meeting of the association other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2010*.

(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 this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2. Aims and vision of the association

(1) The Aboriginal Child Family and Community Care State Secretariat (NSW) Inc. is a peak body which advocates on behalf of Aboriginal children and young people and Aboriginal people with a disability in NSW. The association works to strengthen links between Aboriginal child and family service provider agencies and to support the organisations to provide effective and high quality services for children and young people.

(2) The aims of the association are to:

(a) assist Aboriginal people and communities in achieving self-determination and a safe, secure and caring environment for their children and young people.
(b) assist Aboriginal organisations in providing quality services for Aboriginal children and young people, their families, extended families, carers and communities.
(c) assist Aboriginal organisations to provide quality services for Aboriginal children and young people with a disability, their families, carers and communities.
(d) provide support, information and networking opportunities for Aboriginal agencies providing out of home care and family services, including disability services, for Aboriginal children, young people, families and communities.
(e) advocate and inform government, key organisations and other agencies on issues faced by Aboriginal children and young people, including disability issues.
(f) identify training needs in the Aboriginal out of care home system and disability and to access or arrange relevant and appropriate training.
Part 2 – Membership

3. Membership eligibility and entitlements

(1) The members of the association shall consist of members who have been nominated and approved for membership of the association in accordance with clause 4 and who are:

(a) A Category Members;
(b) B Category Members;
(c) C Category Members;
(d) D Category Members;
(e) E Category Members;
(f) F Category Members;
(g) G Category Members;
(h) H Category Members; or
(i) I Category Members.

(2) A, B and I Category Members shall be entitled to:

(a) receive notice of, attend and vote at general meetings of the association; and
(b) receive information about the association’s activities.

(3) C, D, E, F, G, and H Category members shall be entitled to:

(a) receive notice of, and attend general meetings of the association;
(b) receive information about the association’s activities.

(4) C, D, E, F, G and H Category members shall not be entitled to:

(a) nominate themselves or other members in the listed categories for election to the committee;
(b) vote in any election of committee members;
(c) vote at general meetings or on any resolution of the association.

4. Nomination for membership

(1) A nomination of a person for membership of the association:

(a) must be made by a member of the association in writing in the form set out in Appendix 1 to this constitution, and
(b) must be lodged with the secretary of the association.

(2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.

(3) As soon as practicable after the committee makes that determination, the secretary must:
(a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and

(b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.

(4) The secretary must, on payment by the nominee of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee’s name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

5. Cessation of membership
A member ceases to be a member of the association if the member:

(a) ceases to exist or is wound up as an organisation,

(b) dies,

(c) resigns membership,

(d) is expelled from the association,

(e) has their membership terminated in accordance with clause 8, or

(f) fails to pay the annual membership fee under clause 10(2) within 3 months after the fee is due.

6. 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.

7. Resignation of membership
(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 committee 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.

(2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

8. Termination of membership
(1) A member’s membership may be terminated at the discretion of the committee of the association if:

(a) a member ceases to be financial, or
(b) the committee determines that that the member has acted other than in accordance with the Code of Ethics or this constitution.

9. **Register of members**

(1) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.

(2) The register of members must be kept in New South Wales:

(a) at the main premises of the association, or

(b) if the association has no premises, at the association’s official address.

(3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.

(4) 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.

(5) If a member requests that any information contained on 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) A member must not use information about a person obtained from the register to contact or send material to the person, 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.

10. **Fees and subscriptions**

(1) All members of the association must, on admission to membership, pay to the association a joining fee, the value of which is determined by the committee and reviewed annually.

(2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee, the value of which is determined by the committee and reviewed annually. Different fee values may be payable depending on the category of membership held by a member of the association. Such fees will be payable before 1 July each calendar year.

11. **Members’ liabilities**

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 as required by clause 10.
12. **Resolution of disputes**

(1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.

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

(3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

13. **Disciplining of members**

(1) A complaint may be made to the committee 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.

(2) The committee may refuse to deal with a 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:

   (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 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 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 committee for having taken that action and of the member’s right of appeal under clause 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 12, whichever is the later.
14. 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 13, within 7 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 subclause (1), the secretary must notify the committee 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.

(4) At a general meeting of the association convened under subclause (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.
Part 3 - The committee

15. Powers and duties of the committee

(1) Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

(a) is to control and manage the affairs of the association, and

(b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and

(c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

(2) In exercising the powers set out in subsection (1), the committee will act in accordance with the Code of Conduct for committee members of the association.

16. Eligibility and composition of the committee

(1) Only A Category Members, B Category Members and I Category Members are eligible for election as committee members. Where an individual is nominated on behalf of a Category A member, the candidate being nominated must be an Aboriginal person,

(2) The committee is to consist of:

(a) the office-bearers of the association, and

(b) at least 7 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 17 or appointed by the committee in accordance with clause 17(8).

(3) The total number of committee members is to be less than or equal to 11.

(4) The 7 ordinary committee members may consist of:

(a) up to 5 A Category Members,

(b) up to 2 B Category Members,

(c) up to 2 I Category Members,

(d) up to 2 non-members of the association, appointed on the basis of their specialised knowledge and skills in accordance with clause 17(8).

(5) The office-bearers of the association are as follows:

(a) the president,

(b) the vice-president,

(c) the treasurer,

(d) the secretary.

(6) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
(7) Each elected member of the committee is, subject to this constitution, to hold office until the conclusion of the second annual general meeting following the date of the member’s election, but is eligible for re-election.

(8) Elected Committee members are eligible for re-election at the conclusion of each serving term.

17. Election and appointment of committee members

(1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
   (a) must be made in writing, signed by members of the same membership category of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
   (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

(2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

(3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.

(4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

(6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

(7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

(8) The committee has the discretion to appoint up to 2 non-members of the association on the basis of their specialised knowledge and skills. Such appointments are non-elected positions and will be valid for the period determined by the committee.

18. Secretary

(1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

(2) It is the duty of the secretary to keep minutes of:
   (a) all appointments of office-bearers and members of the committee, and
   (b) the names of members of the committee present at a committee meeting or a general meeting, and
   (c) all proceedings at committee meetings and general meetings.
(3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

19. Treasurer

It is the duty of the treasurer of the association to ensure:

(a) that all money due to the association is collected and received and that all payments authorised by the association are made, and

(b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

20. Casual vacancies

(1) In the event of a casual vacancy occurring in the membership of the committee, the committee 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 conclusion of the annual general meeting next following the date of the appointment.

(2) A casual vacancy in the office of a member of the committee occurs if the member:

(a) dies, or

(b) ceases to be a member of the association, or

(c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or

(d) resigns office by notice in writing given to the secretary, or

(e) is removed from office under clause 21, or

(f) becomes a mentally incapacitated person, or

(g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or

(h) 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

(i) 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 or

(j) a non-member appointed to the committee in accordance with clause 17(8) concludes their appointed term on the committee.

21. Removal of committee members

(1) The association in general meeting may by resolution remove any member of the committee 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.
(2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president 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. Committee meetings and quorum

(1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.

(2) Additional meetings of the committee may be convened by the president or by any member of the committee.

(3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

(5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee. For the purposes of this clause, a quorum may be met where a member appoints a proxy or other representative to attend the meeting in its place.

(6) 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 place and at the same hour of the same day in the following week.

(7) 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.

(8) Committee members may elect to attend a committee meeting in person, via teleconference or via videoconference.

(8) At a meeting of the committee:

(a) the president or, in the president’s absence, the vice-president is to preside, or

(b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

23. Delegation by committee to sub-committee

(1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the
committee thinks fit) the exercise of such of the functions of the committee as are
specified in the instrument, other than:

(a) this power of delegation, and
(b) a function which is a duty imposed on the committee by the Act or by any
other law.

(2) A function the exercise of which has been delegated to a sub-committee under
this clause may, while the delegation remains unrevoked, be exercised from time
to time by the sub-committee in accordance with the terms of the delegation.

(3) A delegation under this clause may be made subject to such conditions or
limitations as to the exercise of any function, or as to time or circumstances, as
may be specified in the instrument of delegation.

(4) Despite any delegation under this clause, the committee may continue to
exercise any function delegated.

(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a
delegation under this clause has the same force and effect as it would have if it
had been done or suffered by the committee.

(6) The committee may, by instrument in writing, revoke wholly or in part any
delegation under this clause.

(7) A sub-committee may meet and adjourn as it thinks proper.

24. Voting and decisions

(1) Other than as set out in sub-section 6, all decisions of the committee will be
made at a meeting of the committee in accordance with this clause.

(2) Questions arising at a meeting of the committee or of any sub-committee
appointed by the committee are to be determined by a majority of the votes of
elected members of the committee or sub-committee present at the meeting.
Non-members appointed to the committee in accordance with clause 17(8) are
not eligible to vote on questions arising before the committee.

(3) Each member present at a meeting of the committee or of any sub-committee
appointed by the committee (including the person presiding at the meeting) is
entitled to one vote but, in the event of an equality of votes on any question, the
person presiding may exercise a second or casting vote.

(4) Subject to clause 22 (5), the committee may act despite any vacancy on the
committee.

(5) Any act or thing done or suffered, or purporting to have been done or suffered, by
the committee or by a sub-committee appointed by the committee, is valid and
effectual despite any defect that may afterwards be discovered in the
appointment or qualification of any member of the committee or sub-committee.

(6) The committee may make decisions on urgent matters outside of committee
meetings on the referral of the Chief Executive Officer who will clearly identify the
urgent matters requiring the attention of the committee. A decision is deemed to
have been made in these circumstances where the majority of committee
members agree. Where no such agreement can be reached, the matter will be
referred to the next meeting of the committee for further discussion.
Part 4 - General meetings

25. Annual general meetings - holding of
(1) The association must hold its first annual general meeting within 18 months after its registration under the Act.

(2) The association must hold its annual general meetings:
   (a) within 6 months after the close of the association’s financial year, or
   (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

26. Annual general meetings - calling of and business at
(1) The annual general meeting of the association is, subject to the Act and to clause 25, to be convened on such date and at such place and time as the committee thinks fit.

(2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
   (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
   (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
   (c) to elect office-bearers of the association and ordinary committee members,
   (d) to receive and consider any financial statement or report required to be submitted to members under the Act.

(3) An annual general meeting must be specified as such in the notice convening it.

27. Special general meetings - calling of
(1) The committee may, whenever it thinks fit, convene a special general meeting of the association.

(2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.

(3) A requisition of members for a special general meeting:
   (a) must state the purpose or purposes of the meeting, and
   (b) must be signed by the members making the requisition, and
   (c) must be lodged with the secretary, and
   (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the committee fails to convene a special general meeting to be held within 1 month after that 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 to be held not later than 3 months after that date.
(5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

28. Notice

(1) 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.

(2) 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 matter required under subclause (1), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).

(4) 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.

29. Quorum for general meetings

(1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

(2) 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. For the purposes of this clause:

   (a) a quorum may be met where a member appoints a proxy or other representative to attend a general meeting in its place in accordance with clause 35; and

   (b) members present refers to members present in person or via teleconference or via videoconference.

(3) 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.

(4) 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.
30. **Presiding member**

(1) The president or, in the president’s absence, the vice-president, is to preside as chairperson at each general meeting of the association.

(2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

31. **Adjournment**

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32. **Making of decisions**

(1) A question arising at a general meeting of the association is to be determined by either:

   (a) a show of hands, 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.

(2) 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.

(3) 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.

33. **Special resolutions**

A special resolution may only be passed by the association in accordance with section 39 of the Act.
34. Voting
(1) On any question arising at a general meeting of the association a member entitled to vote has one vote only.
(2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
(3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
(4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

35. Proxies
(1) Members unable to attend any meeting of the association may appoint a proxy as their representative in accordance with subsection (3). A person appointed as a proxy is not required to be a member of the association.
(2) Members with voting powers may vote either in person or via proxy in accordance with subsection (3). A person appointed as a proxy is not required to be a member of the association.
(3) Members may appoint a proxy by written notice given to the secretary of the association no later than 2 business days prior to a general meeting of the association or in the case of a special resolution, no later than 2 business days prior to a meeting of the association called in accordance with section 29 of the Act.

36. Postal ballots
(1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 14).
(2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.
Part 5 - Miscellaneous

37. Insurance
The association will effect and maintain appropriate insurance.

38. Funds - source
(1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and other funding sources as determined by the committee, in accordance with the aims and objectives of the association, and may include the establishment of subsidiary companies for the purposes of achieving those aims and objectives.

(2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association’s bank or other authorised deposit-taking institution account.

(3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

39. Funds - management
(1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

40. Change of name, objects and constitution
An application to the Director-General 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 committee member.

41. Custody of books etc
Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

42. Inspection of books etc
(1) 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 committee meetings and general meetings of the association.

(2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than $1 for each page copied.

43. Service of notices

(1) For the purpose of this constitution, a notice may be served on or given to a person:
   (a) by delivering it to the person personally, or
   (b) by sending it by pre-paid post to the address of the person, or
   (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose 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 or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

44. Financial year

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.

45. Dissolution

(1) In the event that the association is to be wound up or otherwise ended all outstanding debts and liabilities of the association will be paid.

(2) Where the requirements set out in clause 45(1) are met, any remaining surplus property may not be paid or given to any member of the association, but must be given to a charitable organisation with similar aims to the association as decided upon by a special resolution of the association or in default by the Attorney General of the State of New South Wales.
Appendix 1 Application for membership of association
(Clause 3 (1))

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

[full name of association]

Incorporated (incorporated under the Associations Incorporation Act 2009)

I, ..........................................................................................................................................

[full name of applicant]

of ........................................................................................................................................

[address]

...........................................................................................................................................

[occupation]

hereby apply to become a member of the abovenamed incorporated association. In
the event of my admission as a member, I agree to be bound by the constitution of
the association for the time being in force.

...........................................................................................................................................

Signature of applicant Date

I, ..........................................................................................................................................

[full name]

a member of the association, nominate the applicant for membership of the
association.

...........................................................................................................................................

Signature of proposer Date

I, ..........................................................................................................................................

[full name]

a member of the association, second the nomination of the applicant for membership
of the association.

...........................................................................................................................................

Signature of seconder Date