



Constitution

As adopted by the Members at the 2017 Annual General Meeting

Effective date: 9 January 2018

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1. NAME OF THE ASSOCIATION

The name of the association is Sydney Gay & Lesbian Business Association Incorporated (**Association**).

2. DEFINITIONS AND INTERPRETATIONS

2.1 Definitions

In this Constitution unless the context requires otherwise:

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

AGM or **Annual General Meeting** means the Annual General Meeting of the Association required to be held by the Association in each calendar year.

Application means an application for membership of the Association made in accordance with clause 6.3.

Appointed Director means a Director appointed in accordance with **clause 17**.

Authorised Signatory means:

- (a) the Public Officer;
- (b) each Director; and
- (c) any Member who is ordinarily resident in Australia and is appointed by resolution of the Board to be an authorised signatory for the purpose of this definition, until such time as that appointment is revoked by resolution of the Board.

Board or Directors means all or some of the Directors of the Association acting as a board.

Business Day means a day on which banks are open for general banking business in New South Wales other than a Saturday, Sunday or public holiday in New South Wales.

By-Law means a By-Law made under **clause 24**.

Chairperson means the person elected under **clause 20.6**.

Committee means a committee established by the Board under **clause 23**.

Constitution means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

Delegate means the person authorised from time to time to act for and on behalf of an Organisation Member and to represent and vote on behalf of that Member at General Meetings.

Director means a director of the Association.

Elected Director means a Director of the Association elected under **clause 16**.

Excess Funds means those funds described in **clause 4.1(b)** that are over and above a prudent level required for the proper operations and reasonable judicious reserves of the Association.

Expiry Date means date of expiry of a Member's annual membership;

Financial Year means the year commencing 1 July and ending 30 June in any year.

General Meeting means a general meeting of Members.

Individual Member means a natural person who is admitted to the Association under **clause 6.5**.

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.

Life Member means an individual appointed as a Life Member of the Association under **clause 6.8**.

Member means a member of the Association under **clause 6**.

Organisation Member means an incorporated or unincorporated body which is registered by the Association as an Organisation Member under **clause 6.5**.

President means a person appointed as president under **clause 15.2**.

Public Officer means a person appointed as public officer under **clause 22**.

Purposes mean the purposes of the Association in **clause 3.1**.

Register means the Register of Members established under **clause 6.10**.

Renewal Form means the electronic or written form of the process for and requirements of membership renewal as prescribed by the Board or the By Laws from time to time.

Seal means the common seal of the Association (if any).

Secretary means a person appointed as secretary under **clause 15.2**.

Special General Meeting means a General Meeting other than an Annual General Meeting.

Special Resolution has the same meaning as that given to it in the Act.

Treasurer means a person appointed as treasurer under **clause 15.2**.

Vice President means a person appointed as Vice President under **clause 15.2**.

Voting Member means those Members of the Association entitled to vote in General Meeting, including Individual Members, Organisational Members, Life Members and any other Members appointed with voting rights under **clause 6.2(e)**.

2.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person or by proxy, attorney or representative;
- (b) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) **(gender)** words importing any gender include all other genders;
- (d) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) **(successors)** a reference to an organisation includes a reference to its successors;
- (f) **(singular includes plural)** the singular includes the plural and vice versa;
- (g) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (h) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or Territory or the Commonwealth or otherwise;
- (i) **(include)** the words **include, includes, including** and **for example** are not to be interpreted as words of limitation;
- (j) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Territory or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;
- (k) **(writing)** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (l) **(headings)** headings are inserted for convenience and do not affect the interpretation of this Constitution.

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 Lodging with the Secretary

If any document, notice or information is required by this Constitution to be lodged with the Secretary, the requirement may be satisfied by:

- (a) posting the document, notice or information to the Association's registered address;
- (b) delivering the document, notice or information by hand to the Association's registered address during ordinary business hours;
- (c) by emailing the document, notice or information to info@sglba.org.au; or
- (d) by completing and electronically submitting information directly through the Association's website.

2.5 The Act

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (b) The model rules created under the Act are displaced by this Constitution and accordingly do not apply to the Association.

3. PURPOSES

3.1 Purposes

The Purposes of the Association shall be to:

- (a) promote the profile of the Association and its Members within both the LGBTI community and the wider business community;
- (b) promote, manage and conduct activities which facilitate networking and business opportunities for and between Members;
- (c) create opportunities to present products and services to the LGBTI community in a positive environment;
- (d) provide a forum for speakers to address the Association on issues of interest to its Members;
- (e) use and promote the Intellectual Property;
- (f) undertake other actions or activities necessary, incidental or conducive to advance these Purposes; and
- (g) have regard to the public interest in its operations.

3.2 Powers

Solely for furthering the Purposes, the Association, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act 2001* (Cth).

4. INCOME AND PROPERTY OF THE ASSOCIATION

4.1 Sole Purpose

- (a) The income and property of the Association will be applied only towards the promotion of the Purposes.
- (b) Excess Funds will be distributed to charitable works and organisations at the discretion of the Board.

4.2 Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (c) of reasonable rent for premises let by them to the Association.

5. ALTERATION OF CONSTITUTION

No addition, alteration or amendment shall be made to this Constitution unless the same has been approved by Special Resolution.

6. MEMBERSHIP

6.1 Minimum number of Members

The Association must have at least 5 Members.

6.2 Categories of Members

Members of the Association shall fall into one of the following categories:

- (a) Individual Members who, subject to this Constitution, shall have the right to be present, debate and vote at a General Meeting;
- (b) Organisation Members which, subject to this Constitution and the By-Laws, shall be represented by a Delegate, who shall have the right to be present, debate and vote on behalf of the Organisation Member at General Meetings;
- (c) Life Members, who subject to this Constitution, shall have the right to be present, debate and vote at a General Meeting;
- (d) Honorary Members who, subject to this Constitution, shall not have the right to vote at a General Meeting but shall have all other rights and privileges of membership; and
- (e) such other new categories of Members as may be established by the Board.

6.3 Application for membership

- (a) An application for membership in the categories of Individual Members and Organisation Members (**Application**) must:
 - (i) be made electronically on the Association's website, in person at an Association event or in any other manner on-line and using any application form prescribed from time to time by the Board or in the By-Laws;
 - (ii) be completed by the Applicant or its nominated representative;
 - (iii) state that the person applying for membership (**Applicant**) agrees that he or she or the organisation commits to, and will abide by, the Purposes and this Constitution and will support the Association in the encouragement and promotion of the Purposes;
 - (iv) be accompanied by the appropriate fee (or that fee must be tendered by electronic funds transfer to the Association's nominated bank account) as determined to apply to the relevant membership category under **clause 11.1**; and
 - (v) be lodged with the Secretary.
- (b) Despite anything to the contrary in this Constitution, no Application may be considered during the 10 days immediately prior to each Annual General Meeting.

6.4 Form of application

A form prescribed by the Board for the purposes of **clause 6.3** must at least:

- (a) provide for the inclusion of the matters necessary to enable **clause 6.3** to be complied with;
- (b) set out the Purposes;
- (c) indicate the fees payable on lodgement of the Application;
- (d) require the Applicant to undertake to:
 - (i) be bound by this Constitution and the By-Laws of the Association (including By-Laws specific to the relevant category of membership);
 - (ii) pay the fees and subscriptions determined to apply to the relevant membership category under **clause 11.1**; and
 - (iii) support the Association in the encouragement and promotion of the Purposes; and
- (e) require the Applicant to provide at least the following information:
 - (i) the Applicant's full name;
 - (ii) the Applicant's usual residential or business Address;
 - (iii) the Applicant's fixed telephone number and mobile number;

- (iv) the Applicant's occupation, if an individual; and
- (v) the Applicant's email address.

6.5 Admission to membership

- (a) Subject to **clause 6.6**, an Applicant will become a Member only once:
 - (i) the Applicant meets the criteria applicable to the relevant category of membership set out in this Constitution and/or the By-Laws;
 - (ii) the Applicant completes and lodges with the Association an application in the form prescribed by the Association under **clause 6.4** together with any fee prescribed under **clause 11.1**;
 - (iii) the application form referred to in **clause 6.5(a)(i)** is processed by the Association;
 - (iv) the prescribed fee referred to in **clause 6.5(a)(ii)** is credited to the Association's account; and
 - (v) the Board approves the Applicant as a Member and directs the Secretary to record the Applicant's name in the register of Members kept by the Association under **clause 6.6(c)**.
- (b) A Member's membership is valid for one year from the date of application.

6.6 Discretion to accept or reject Application

- (a) The Secretary must cause any Application which complies with the requirements of **clause 6.3** to be placed before the next-occurring meeting of the Board, which must at that meeting consider the Application and resolve to:
 - (i) ratify acceptance of the Application; or
 - (ii) reject the Application if, in the view of the Board, the Applicant does not meet the criteria established by the Board for the relevant category of membership or has persistently and wilfully acted in a manner prejudicial to the interest of the Association (and including in the resolution its reasons for doing so); or
 - (iii) suspend its deliberation and refer the Application back to the Applicant for further explanation or clarification.

The Association shall not be required or compelled to provide to the Applicant any reason for such acceptance or rejection.

- (b) The action permitted by **clause 6.6(a)(iii)** may be taken only once in relation to a particular Application. If that Application is resubmitted with or without further explanation or clarification it must then be dealt with under **clause 6.6(a)(i)** or **(ii)**.
- (c) Where the Board ratifies an Application, the Secretary shall only then record the name of the Applicant in the Register.
- (d) Where the Association rejects an Application, the Association must as soon as practicable:

- (i) notify the Applicant in writing;
- (ii) refund any fees forwarded by the Applicant with the Application; and
- (iii) inform the Applicant of the right of appeal under **clause 9**.

6.7 Members' rights

- (a) An Individual Member (other than one appointed by an Organisation Member in accordance with **clause 6.7(b)(ii)** whose rights will be limited to those determined by the Board from time to time) shall:
 - (i) have the right to attend, debate and vote at a General Meeting;
 - (ii) have the right to hold office;
 - (iii) be liable to pay any annual subscriptions; and
 - (iv) have all the other rights and privileges of membership.
- (b) An Organisation Member shall:
 - (i) have the right to attend, debate and cast a single vote at a General Meeting through its appointed Delegate (regardless of the number of nominees nominated by the Organisation Member in accordance with **clause 6.7(b)(ii)**);
 - (ii) nominate a number of individual nominees who may enjoy some or all of the benefits of Individual Members as determined by the Board from time to time, but will not be entitled to vote at General Meetings either in their own right or on behalf of the Organisation Member;
 - (iii) not have the right to hold office;
 - (iv) be liable to pay any annual subscriptions; and
 - (v) have all the other rights and privileges of membership.

6.8 Life Members

- (a) Any person or organisation may be nominated in writing by not less than three current Members for life membership of the Association. Such nomination shall be lodged with the Secretary who shall cause such nomination to be added to the business of the next occurring AGM.
- (b) On nomination in accordance with **clause 6.8(a)**, by not less than three current members of the Association, any individual may be elected as a Life Member at any AGM by Special Resolution, subject to **clause 6.5**.
- (c) Nominations for Life Membership must meet the requirements of any relevant By-Laws passed by the Board.
- (d) The Board will determine By-Laws setting the requirements of the nomination and the criteria to be met by Life Members from time to time.

- (e) Subject to **clause 6.5**, at the time of adoption of this Constitution, the Life Members of the Association shall be those persons currently recognised by the Association as Life Members.
- (f) A person or an organisation must accept or reject the Association's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.
- (g) A Life Member shall:
 - (i) have the right to attend, debate and vote at a General Meeting;
 - (ii) have the right to hold office;
 - (iii) not be liable to pay any annual subscriptions; and
 - (iv) have all the other rights and privileges of membership:
 - (A) if the Life Member is a natural person, for the life of that person; or
 - (B) if the Life Member is an organisation, until the organisation ceases to exist.

6.9 Honorary Members

- (a) Any person or organisation may be admitted to honorary membership of the Association by a resolution of the Board.
- (b) A person or an organisation must accept or reject the Association's resolution to confer honorary membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be an Honorary Member.
- (c) An Honorary Member shall:
 - (i) have the right to attend General Meetings;
 - (ii) not have the right to debate or vote at a General Meeting;
 - (iii) not have the right to hold office;
 - (iv) not be liable to pay any annual subscriptions; and
 - (v) subject to this **clause 6.9(c)**, have all the other rights and privileges of membership.
- (d) Each honorary membership:
 - (i) shall only be for the current Financial Year; and
 - (ii) may be renewed by a resolution of the Board in the subsequent Financial Year.

6.10 Register of Members

- (a) The Association must keep and maintain a Register of all Members in which shall be entered (as a minimum):
 - (i) the full name, address, category of membership and date of entry to membership of each Member;
 - (ii) the full name, residential address and date of entry to membership of each Director;
 - (iii) where applicable, the date of termination of membership of any Member; and
 - (iv) such information as is required under the Act from time to time.
- (b) The Register must be kept at the Association's registered address.
- (c) A Member must, in the manner required by the Association from time to time, inform the Association of any change of details to the Association within one month of such change.
- (d) Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the physical and email address of any Life Member, Individual Member, Honorary Member or Director shall be available for inspection (but not copying) by Members, free of charge, upon reasonable request (which request the Board may resolve is not reasonable if the Board is of the view that that the request is not made in good faith, for a proper purpose and in the pursuit of the Purposes of the Association).

6.11 General

- (a) No Member whose membership ceases or whose Application is rejected for any reason has any claim against the Association or the Directors for damages or otherwise arising from cessation, termination or rejection of membership.
- (b) A right, privilege or obligation of a Member by reason of their membership of the Association is not capable of being transferred or transmitted to another Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (c) Members must treat all staff, contractors and representatives of the Association and all other Members with respect and courtesy at all times.
- (d) Members must not act in a manner unbecoming of a Member or prejudicial to the Purposes and/or interests of the Association.

6.12 Limited Liability

Members have no liability except as set out in **clause 29**.

6.13 Effect of Membership

- (a) Members acknowledge and agree that:

- (i) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the By-Laws;
 - (ii) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or any duly authorised committee;
 - (iii) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association;
 - (iv) this Constitution is made in pursuit of a common purpose, namely the mutual and collective benefit of the Association and the Members;
 - (v) this Constitution and By-Laws are necessary and reasonable for promoting the Purposes; and
 - (vi) they are entitled to all benefits, advantages, privileges and services associated with their level of membership, and acknowledge that, other than as specified in this Constitution, these may change from time to time and without notice.
- (b) Subject to **clause 11.2(a)**, a Voting Member of the Association has the right:
- (i) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by this Constitution;
 - (ii) to submit items of business for consideration at a General Meeting;
 - (iii) to attend and be heard at General Meetings;
 - (iv) to vote at a General Meeting;
 - (v) to have access to the minutes of the General Meetings and other documents of the Association as provided under **clause 24.3**; and
 - (vi) subject to **clause 6.10(d)**, to inspect the Register of members.

7. RENEWAL AND CESSATION OF MEMBERSHIP

7.1 Renewal

- (a) Subject to **clause 7.6**, each Individual Member, Organisation Member and Honorary Member (a **Member**, for the purposes of this Part) may renew its membership with the Association or in respect of an Honorary Member, must have its membership renewed annually by resolution of the Board.
- (b) Subject to **clause 7.2**, a Member may renew his or her membership by completing all requirements specified in the Renewal Form and providing the annual membership fee prescribed in the Renewal Form in accordance with the method of payment specified in the Renewal Form on or before the Expiry Date.

7.2 Late Renewal

A Member may renew his or her membership in accordance with **clause 7.1(b)** up to and including three months after the Expiry Date but:

- (a) may not, at any time after the Expiry Date unless and until **clause 7.1(b)** has been complied with, exercise any right or privilege granted to a Member whether under this Constitution or otherwise; and
- (b) in the circumstances described in paragraph (a), may not, if a Member complies with **clause 7.1(b)** later than two Business Days prior to any General Meeting, exercise at that General Meeting any right under **clause 12** or **clause 16**.

7.3 Cessation

A person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) failure to renew membership in accordance with **clause 7.1** or **clause 7.2**;
- (d) the termination of their Membership according to this Constitution or the By-Laws, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the By-Laws or any resolutions or determinations made or passed by the Board or any duly authorised committee of the Association;
- (e) if a body corporate, being dissolved or otherwise ceasing to exist; or
- (f) that Member no longer meeting the requirements for Membership according to this Constitution and/or the By-Laws.

7.4 Resignation

- (a) For the purposes of **clause 7.3(a)**, a Member may resign as a member of the Association by giving 30 days written notice to the Board.
- (b) Upon the Board receiving notice of resignation of membership given under **clause 7.4(a)**, an entry in the Register shall be made recording the date on which the Member who or which gave notice ceased to be a Member.

7.5 Cessation for breach

- (a) For the purposes of **clause 7.3(d)**, membership shall not be discontinued without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (b) Where a Member fails, in the Board's view, to adequately explain the breach, that Member's membership shall be discontinued under **clause 7.3(d)** by the Association giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under this **clause 7.5** as soon as practicable.

7.6 Member to re-apply

A person or entity whose membership has been discontinued under **clause 7.3(d)** can only become a Member again if:

- (a) it seeks renewal or re-applies for membership in accordance with this Constitution after a period of 2 years has elapsed since the date of discontinuance; and
- (b) the Board, in its discretion, decides to readmit that person or entity.

7.7 Consequences of cessation

- (a) Subject to **clause 7.7(d)**, a Member who or which ceases to be a Member shall forfeit:
 - (i) all right in and claim upon the Association or the Directors for damages or otherwise, or claim upon its property including the Intellectual Property.
 - (ii) all rights to office on the Board and at General Meetings.
- (b) Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.
- (c) The position of a Delegate shall lapse immediately on cessation of membership of an Organisation Member.
- (d) The Association will refund to a Member who or which ceases to be a Member for any reason a portion of the Member's membership on a pro-rata in respect of the period between the date of cessation and the Expiry Date for that Member.

7.8 Membership may be Reinstated

Notwithstanding any other provision of this Constitution, membership which has been discontinued under this **clause 7** may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

8. DISCIPLINE OF MEMBERS

8.1 Discipline process

Where the Board is advised of an allegation (not being vexatious, trifling or frivolous) or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Board or any duly authorised committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the Purposes and the interests of the Association, or another Member; or
- (c) brought themselves, another Member, the Association into disrepute,

(Trigger Notice) the Board may by resolution agreed to by at least two-thirds of the Directors then in office and stating the grounds concerned and the reasons for the Board's view, determine that the Member should be disciplined and the form that the discipline, if any, should take.

8.2 Provisions Suspension

- (a) Upon receipt of a Trigger Notice the Board may by resolution provisionally suspend the affected Member until such time as the Board makes finding.
- (b) The Board may lift a provisional suspension prior to making a finding.

8.3 Notice of Alleged Breach

- (a) Where a Trigger Notice is received the Association shall serve on the Member not earlier than 28 days and not later than 14 days before the Board meeting at which the matter against the affected Member will be heard (**Disciplinary Hearing**) is to be held, a notice in writing:
 - (i) setting out the alleged breach of the Member and the grounds on which it is based;
 - (ii) stating that the Member may address the Board at the Disciplinary Hearing;
 - (iii) stating the date, place and time of the Disciplinary Hearing;
 - (iv) informing the Member that he, she or it may do one or more of the following:
 - (A) attend the Disciplinary Hearing in person (not through any representative), and
 - (B) give the Board prior to or at that meeting a written statement regarding the alleged breach.

8.4 Determination of Board

- (a) The Board shall ensure that the Disciplinary Hearing accords with the principles of natural justice by ensuring that:
 - (i) the Member has the opportunity to be heard and to call witnesses; and
 - (ii) due consideration is given to any written statement submitted by the Member or a witness,before determining whether the alleged breach occurred.
- (b) If the Board determines that there was a breach under **clause 8.1** it will be determined what penalty (if any) shall be given to the Member.

8.5 Available penalties

The penalties able to be given to the Member by the Board include one or more of the following:

- (a) removing Member from the Board;
- (b) expelling a Member from the Association;
- (c) suspending a Member from membership of the Association or accessing certain privileges of membership for a specified period;

- (d) fining a Member; or
- (e) imposing such other restriction, penalty, action or educative process as the disciplinary committee sees fit.

8.6 Notification of outcome

- (a) As soon as practicable after the Board determines that a Member should be disciplined, and what form the discipline should take, the Secretary must:
 - (i) notify the Member in writing; and
 - (ii) inform the Member of his or her right of appeal under **clause 9**.
- (b) The implementation of any penalty determined by the Board will be suspended until the earlier of:
 - (i) the expiry of the 7 day period referred to in **clause 9.2** without a notice being lodged; and
 - (ii) the notification of the Association's confirmation, if any, of the resolution under **clause 9.3(a)**.

9. APPEAL

9.1 Who may appeal

- (a) In this Part:
 - (i) an Applicant whose Application has been rejected under **clause 6.6(a)(ii)**; and
 - (ii) a Member whom the Board has determined to discipline under **clause 8.1**,is referred to as the "Appellant".
- (b) An appeal may only be lodged by a party directly affected by a decision and where such an appeal is based on the ground that new information or evidence can be presented that was not available at the time of the original decision being appealed against.

9.2 Appeals Process

- (a) The Appellant may, by notice lodged with the Secretary within 7 days of receipt by the Appellant of notice under **clause 6.6(d)(i)** or **8.3** (as the case may be), require the Board to reconsider its decision at a meeting to be held not less than 14 nor more than 28 days after lodging of the notice (**Appeal Hearing**).
- (b) If a notice is lodged under **clause 9.2(a)** which complies with **clause 9.1(b)**, the Board must meet within the time-frame prescribed in that rule, having given the Appellant not less than 7 days' notice of the date, time and place of the Appeal Hearing.
- (c) The Board must give the Appellant or the Appellant's representative, or both, a reasonable opportunity to make oral submissions at the Appeal Hearing.

- (d) If all parties are unable to be present at an Appeal Hearing, they may participate by teleconference or other medium as determined appropriate at the discretion of the Board.
- (e) The Board must consider (whether in the presence of the Appellant or not at the Board's absolute discretion) any oral submissions made by the Appellant or the Appellant's representative, or both, at the meeting, or written representations lodged by the Appellant with the Secretary prior to the Appeal Hearing; and
- (f) the Board must by ordinary resolution at that Appeal Hearing:
 - (i) uphold the appeal and rescind the original decision; or
 - (ii) dismiss the appeal; or
 - (iii) dismiss the appeal and review the penalty within the provisions of **clause 8.5**.
- (g) The decision of the Appeal Hearing shall be final.

9.3 Result of the Appeal Hearing

- (a) The Board must immediately notify the Appellant of its resolution under **clause 9.2(f)**.
- (b) If, in the case of an appeal under **clause 6.5(a)(ii)**:
 - (i) the Board upholds the appeal and rescinds the original decision; and
 - (ii) the Appellant lodges with the Secretary, within 30 days of receiving notice of the Board's resolution, payment of the entrance fee and first annual subscription fee that was prescribed on the Application that the Appellant lodged under **clause 6.5**,

the Appellant becomes, as of the date of that payment, a Member of the Association.
- (c) If, in the case of an appeal under **clause 8.1**:
 - (i) The Board dismisses the appeal, the penalty determined by the Board under **clause 8.6** (or such lesser penalty as the Board may determine at the Appeal Hearing referred to in **clause 9.2**) will commence; or
 - (ii) The Board upholds the appeal, no penalty will be imposed.

10. GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this clause applies to disputes under this Constitution between a Member and:
 - (i) another Member; or
 - (ii) the Association.
- (b) The parties to the dispute must meet (which may, if agreed by the parties, take place by using any technology that allows the parties to clearly and

simultaneously communicate with each other) and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.

- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties may, within 10 days, refer the dispute to Community Justice Centres New South Wales (or such other similar body in circumstances where Community Justice Centres New South Wales is no longer in existence) for resolution.
- (d) The Board may prescribe additional grievance procedures in By-Laws consistent with this **clause 10**.

11. FEES AND SUBSCRIPTIONS

11.1 Fees payable by Members

- (a) The Directors must determine from time to time:
 - (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual membership fee payable by each Member, or any category of Members;
 - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (iv) the payment method and due date for payment.
- (b) Each Member must pay to the Association the amounts determined under this **clause 11** in accordance with **clause 11.1(a)(iv)**.

11.2 Non-Payment of Fees

- (a) Subject to **clause 11.2(b)** but notwithstanding any other clause of this Constitution, the right of a Member to attend and vote at a General Meeting may, at the discretion of the Directors, be suspended while the payment of any subscription or other amount determined under **clause 11.1(a)** is in arrears.
- (b) Where a Member is in arrears for any amount:
 - (i) the Board may enter an arrangement with the Member for the payment of the amount; and
 - (ii) any arrangement must be disclosed on a 'no names' basis to other Voting Members, but does not require their approval.

12. GENERAL MEETINGS

12.1 Business of an Annual General Meeting

In addition to any other business that may be transacted at an Annual General Meeting, the business required to be transacted at an Annual General Meeting is:

- (a) to confirm the minutes of the last Annual General Meeting and of any Special General Meeting held since then;

- (b) to receive and consider the report of the Directors on the activities of the Association during the last preceding Financial Year; and
- (c) the election of Directors in accordance with **clause 16**.

12.2 Annual General Meeting

AGMs of the Association are to be held:

- (a) according to the Act (including that they be held within six months after the end of the Financial Year); and
- (b) otherwise as determined by the Directors (including date and venue).

12.3 Power to convene General Meeting

The Directors may convene a General Meeting when they think fit and must do so if required by the Act.

12.4 Requisition of Special General Meeting

- (a) The Directors must on the requisition in writing which complies with **clause 12.4(e)** of not less than 10% of the Voting Members convene a Special General Meeting.
- (b) Upon receipt of any application under **clause 12.4(a)** the Secretary must convene a General Meeting to take place not less than 28 nor more than 42 days from the date of that receipt.
- (c) If the Secretary fails to convene a Special General Meeting to be held within the time limited under **clause 12.4(b)**, any one or more of the Members who made the requisition under **clause 12.4(a)** may convene a Special General Meeting to be held not later than 3 months after the expiry of that time limit.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.
- (e) Any application under **clause 12.4(a)** must specify the nature of the business required to be transacted and submit any resolutions required to be put to the meeting, giving a proposer and seconder for each resolution.

12.5 Notice of General Meeting

- (a) Notice of a General Meeting of Members must be given:
 - (i) to all Members entitled to attend the General Meeting, the Directors, and the auditor of the Association at the address then current for that Member on the Register; and
 - (ii) in accordance with **clause 27** and the Act.
- (b) At least 45 days prior to the proposed date of the AGM, the Secretary will request from Voting Members notices of motions, which must be received no less than 28 days prior to the AGM.

- (c) At least 21 days' notice of the time and place of a General Meeting must be given, together with:
 - (i) all information required to be included in accordance with the Act;
 - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (iii) where applicable, any notice of motion received from any Voting Member or Director; and
 - (iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

12.6 No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

12.7 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. However, this clause does not apply to a General Meeting convened by:

- (a) Voting Members according to the Act;
- (b) the Directors at the request of Members; or
- (c) a Court.

12.8 Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member entitled to attend the General Meeting; and
- (b) each other person entitled to notice of a General Meeting under this Constitution or the Act,

at least 7 days prior to the date of the General Meeting.

12.9 Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different from the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in 2 or more places, the technology that will be used to hold the meeting in that manner.

12.10 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 12.8**.

12.11 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

12.12 Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

12.13 Right to appoint Delegate

- (a) Each Organisation Member is entitled to appoint, by written notice lodged with the Secretary, an individual as its Delegate to attend and vote on behalf of that Organisation Member at General Meetings and to exercise the powers of the Organisation Member in relation to resolutions to be passed without meetings for so long as that appointment is not revoked by written notice from the Organisation Member lodged with the Secretary. A Director cannot also be appointed as an Organisation Member's Delegate.
- (b) An Organisation Member may appoint more than 1 Delegate but only one Delegate may exercise the Organisation Member's powers at any General Meeting.
- (c) Organisation Members must notify the Secretary of their appointed, authorised Delegate no later than 48 hours prior to the General Meeting unless a standing notice of appointment of a Delegate has been given and has not been revoked by the Organisation.

12.14 Proxy voting

- (a) Proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Board from time to time, has been duly completed and executed and is lodged with the Secretary not less than 7 days before the commencement of the General Meeting concerned.
- (b) A proxy must herself or himself be a Member.
- (c) A Member may not be the proxy of more than one other Member.
- (d) Unless the Association has received notice in writing to the contrary prior to the meeting concerned, a vote by a proxy is valid despite the prior:
 - (i) death or unsoundness of mind of; or
 - (ii) withdrawal of the appointment by,
the Member giving the proxy.

12.15 Postal and electronic voting

- (a) Postal voting or voting by electronic communication may be permitted from time to time in such instances and on such resolutions as the Directors may determine or as specified in the By-Laws.
- (b) When permitted by the Directors, postal or electronic voting shall be conducted in accordance with the Act, including that any particular resolution voted on by postal ballot or electronic communication must only be voted on using that method, and not in conjunction with voting in person at the General Meeting.

13. PROCEEDINGS AT GENERAL MEETING

13.1 Number for a quorum

The number of Voting Members who must be present and eligible to vote for a quorum to exist at a General Meeting is 10 current Voting Members.

13.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present and remains throughout the General meeting.

13.3 Quorum and time – Special General Meetings

If within 30 minutes after the time appointed for a Special General Meeting, or at any other time during the meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the Chairperson determines and the quorum will be 3 Members eligible to vote at the meeting.

13.4 Quorum and time - AGMs

- (a) If within 30 minutes after the time appointed for an AGM, or at any other time during the meeting, a quorum is not present, the AGM stands adjourned to such other day, time and place as the Chairperson determines.
- (b) Where an AGM has been adjourned under **clause 13.4(a)**, such Voting Members as are present on the adjourned date shall constitute a quorum.

13.5 Chairperson to preside over General Meetings

- (a) The Chairperson or the Secretary is entitled to preside as Chairperson at General Meetings.
- (b) If a General Meeting is convened and there is no Chairperson, or the Chairperson is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as Chairperson (in order of entitlement):

- (i) a Director (or other person) chosen by a majority of the Directors present; or
- (ii) the only Director present.

13.6 Conduct of General Meetings

- (a) The Chairperson:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in his opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the *Corporations Act 2001* (Cth), terminate discussion or debate on any matter whenever he consider it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chairperson under this **clause 13.6** is final.

13.7 Adjournment of General Meeting

- (a) The Chairperson may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting, but not for more than 30 days.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the Members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

13.8 Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

13.9 Questions decided by majority

Subject to the requirements of the Act (if any) and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

13.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the Chairperson of the meeting is entitled to exercise a second or casting vote.

13.11 Declaration of results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of the meetings of the Association, is conclusive evidence of the fact.
- (c) Neither the Chairperson nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

13.12 Poll

- (a) If a poll is properly demanded by the Chairperson of the meeting or by at least three Voting Members present in person or by proxy under **clause 12.14**, it must be taken in the manner and at the date and time directed by the Chairperson, and the result of the poll is the resolution of the meeting at which the poll was demanded. On a poll each Voting Member will have the number of votes fixed under **clause 14**.
- (b) A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

13.13 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the Chairperson, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

13.14 Chairperson to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the Chairperson must decide it and the Chairperson's decision made in good faith is final.

13.15 Minutes

- (a) The Secretary must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;

- (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) the names of persons present at all meetings.
- (c) In addition, the minutes of each Annual General Meeting must include:
- (i) the financial statements submitted to the Members in accordance with the Act;
 - (ii) the certificate signed by two Directors certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (iii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
- (d) The minutes of General Meetings shall be available for inspection and copying by the Members.

14. VOTES OF MEMBERS

- (a) Subject to **clause 6.7(b)(i)** at a General Meeting, on a show of hands and on a poll, each Voting Member shall have 1 vote. A Voting Member's vote will be exercised by the Voting Member, by its Delegate (in the case of Organisation Members) or by its proxy.
- (b) No Members other than Voting Members are entitled to vote at General Meetings.

15. COMPOSITION OF THE BOARD

15.1 Composition of the Board

- (a) The Board shall consist of:
 - (i) Up to ten Elected Directors all of whom will be elected under clause 16; and
 - (ii) any additional Appointed Directors appointed under clause 17.
- (b) Only an Individual Member can be nominated for or hold the position of Director.

15.2 Portfolios

The Board may allocate portfolios and/or titles to Directors with specific duties and responsibilities over and above that of other Directors (and change these) from time to time by resolution or By-Laws. As at the date of this Constitution the portfolios are:

- (a) President;
- (b) Vice President;
- (c) Secretary; and
- (d) Treasurer.

15.3 Qualifications

The Board may determine from time to time job descriptions and qualifications for Directors.

15.4 Current Board

The terms of the Directors in office at the date of the adoption of this Constitution shall continue at the General Meeting at which this Constitution is adopted in accordance with **clause 16.4** and **clause 17.3**. Those Directors may be re-elected or re-appointed for a further term, as the case may be, subject always to this Constitution.

15.5 Remuneration of Directors

A Director may not be paid for services as a Director but, with the approval of the Directors and subject to the Act, may be:

- (a) paid by the Associate for services rendered to it other than as a Directors; or
- (b) reimbursed by the Association for their reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from meetings of the Directors, a Committee or the Association.
 - (ii) otherwise engaged on the affairs of the Association.

15.6 Honorarium

The Association may in General Meeting by ordinary resolution determine to pay a Director an ex gratia payment.

16. ELECTED DIRECTORS

16.1 Nomination for Board

Nominations for Elected Director positions shall be called for 42 days prior to the Annual General Meeting.

16.2 Form of Nomination

Nominations must be:

- (a) in writing on the prescribed form (if any);
- (b) signed by any two persons from one or more of the following categories:
 - (i) Individual Members;
 - (ii) Life Members;
 - (iii) Delegates of Organisation Members;
- (c) certified by the nominee expressing their willingness to accept the position for which they are nominated; and

- (d) delivered to the Secretary in accordance with **clause 2.4** not less than 28 days before the date fixed for the holding of the Annual General Meeting.

16.3 Elections

- (a) If the number of nominations received for positions on the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated unopposed shall be declared elected.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, the positions will be deemed casual vacancies under **clause 18.1**.
- (c) 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 order drawn by ballot, for each vacancy on the Board.
- (d) The ballot for the election of Directors shall be conducted at the Annual General Meeting in such usual and proper way as the Board may direct, but:
 - (i) every Voting Member present in person or by proxy may vote, however each Voting Member may not vote for more nominees than there are vacancies that occur at the election;
 - (ii) the "first past the post" system will be used to decide which nominees are elected; and
 - (iii) if, by reason of two nominees receiving the same number of votes they are equally entitled to be elected under the system referred to in **clause 16.3(d)(ii)**, the Chairperson of the meeting will decide which is elected by lot drawn in the presence of the two nominees affected.
- (e) The voting shall be conducted in such manner and by such method as may be determined by the Board from time to time.

16.4 Term of Appointment

- (a) Subject to this Constitution, Elected Directors shall be elected in accordance with this Constitution for a term of 1 year. Subject to provisions in this Constitution relating to earlier retirement or the removal of Directors, Elected Directors shall remain in office from the conclusion of the General Meeting at which the election occurred until the conclusion of the next Annual General Meeting following.
- (b) Following the adoption of this Constitution, no person who has served as an Elected Director for a period of 15 consecutive full terms (15 years) shall be eligible for re-election as a Director until the third Annual General Meeting following the date of conclusion of their last term as a Director.

17. APPOINTED DIRECTORS

17.1 Appointment of Appointed Director

The Elected Directors may, at any time, appoint up to 2 Appointed Directors in accordance with this Constitution.

17.2 Qualifications for Appointed Directors

Appointed Directors should have skills that complement and/or supplement any skill gaps that may exist in the Board, with the aim of ensuring that the Board has all the necessary skills to govern the organization. Appointed Directors do not need to be Individual Members.

17.3 Term of Appointment

- (a) Directors appointed under **clause 17.1** may be appointed by the Elected Directors in accordance with this Constitution for a term of up to 1 year, which shall commence and conclude on dates as determined by the Elected Directors.
- (b) Following the adoption of this Constitution, no person who has served as an Appointed Director for a period of up to 2 consecutive full terms (2 years) shall be eligible for re-appointment as a Director for at least 3 years following the date of conclusion of their last term as a Director.

18. VACANCIES ON THE BOARD

18.1 Casual Vacancies

- (a) The Board may appoint any Individual Member to any casual vacancy that occurs in the position of a Director.
- (b) Any casual vacancy may only be filled for the remainder of the vacating Director's term under this Constitution.

18.2 Grounds for Termination of Director

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

- (a) dies;
- (b) in the case of an Elected Director or a Director appointed to fill a casual vacancy, the Director ceases to be an Individual Member of the Association;
- (c) becomes bankrupt or insolvent under administration or makes any arrangement or composition with their creditors generally;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (e) resigns their office in writing to the Association;
- (f) is absent without the consent of the Board from meetings of the Board held during a period of 3 months;
- (g) is an employee of the Association;
- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
- (i) after reasonable consideration by the Board it determines the Director:

- (i) has acted in a manner unbecoming or prejudicial to the Purposes and/or interests of the Association; or
 - (ii) has brought himself, the Association into disrepute,
- provided the Director is first given the opportunity to make written or oral submissions to the Board before a determination is made;
- (j) is removed in accordance with **clause 18.3**; or
 - (k) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001* (Cth).

18.3 Removal of Director

- (a) A Director may be removed by:
 - (i) an ordinary resolution at a General Meeting; or
 - (ii) subject to **clause 8**, by resolution of the Board agreed to by at least two-thirds of the Directors then in office.
- (b) Where a Director to whom a proposed resolution referred to in **clause 18.3(a)(i)** makes a statement in writing lodged with the Secretary (not exceeding a reasonable length) and requests that the statement be notified to the Members:
 - (i) the Secretary may send a copy of the statement to each Member; or
 - (ii) if not so sent, the Director is entitled to require that the statement be read out at the meeting at which the resolution is considered.

18.4 Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or to convene a General Meeting.

19. POWERS AND DUTIES OF DIRECTORS

19.1 Directors to manage the Association

The Directors are to manage the Association's business and may exercise those of the Association's powers that are not required, by the Act or by this Constitution, to be exercised by the Association in General Meeting.

19.2 Specific powers of Directors

Without limiting **clause 19.1**, the Directors may exercise all the Association's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Association or of any other person.

19.3 Time, etc.

Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may in their absolute discretion extend that time, period or date as they think fit.

19.4 Delegation of powers

- (a) The Directors may, by resolution or by power of attorney or writing under seal, delegate any of their powers to any employee of the Association or any other person as they think fit.
- (b) Any delegation by the Directors of their powers:
 - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - (ii) may be either general or limited in any way provided in the terms of the delegation;
 - (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
 - (iv) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

19.5 Code of Conduct

The Directors must:

- (a) adopt a code of conduct for Directors; and
- (b) periodically review the code of conduct in light of the general principles of good corporate governance.

20. PROCEEDINGS AT DIRECTORS MEETINGS

20.1 Directors meetings

- (a) Subject to **clause 20.1(b)**, the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors must meet at least 6 times in each calendar year.

20.2 Questions decided by majority

Unless otherwise specified in this Constitution, a question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present in person and

entitled to vote. Each Director present has 1 vote on a matter arising for decision by Directors.

20.3 Chairperson's casting vote

The chair of the meeting will have a second or casting vote.

20.4 Quorum

One half of the number of Directors (rounded up to the next whole number) constitutes a quorum.

20.5 Convening meetings

- (a) A Director may at any time require the Secretary to call a meeting of the Board within a specified time and the Secretary must do so by oral or written notice at least 48 hours before the time appointed for the meeting.
- (b) Notice of a meeting of Directors must be given individually to each Director (except a Director on leave of absence approved by the Directors). Notice of a meeting of Directors may be given in person, or by post or by telephone, facsimile or other electronic means.
- (c) A Director may waive notice of a meeting of Directors by giving notice to that effect to the Association in person or by post or by telephone, facsimile or other electronic means.
- (d) A person who attends a meeting of Directors waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the Directors or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at that meeting of Directors.

20.6 Election of Chairperson

- (a) The Elected Directors must at the first Board meeting after the AGM annually elect by majority vote one of their number to the office of chairperson of directors.
- (b) The Director elected to the office of Chairperson of directors under **clause 20.6(a)** will remain Chairperson for 1 year from the date of their election until the first Board meeting after the next AGM and shall chair any Board meeting. A Director elected as chairperson may be re-elected as Chairperson in following years so, long as he or she remains a Director.
- (c) Despite **clause 20.6(b)**, if:
 - (i) there is no person elected as Chairperson; or
 - (ii) the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chairperson is unwilling to act,

the Directors present may elect one of their number to be chair of the meeting.

20.7 Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if the required majority of the Directors who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director required to achieve the required majority signs.

20.8 Validity of acts of Directors

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

20.9 Directors' interests

- (a) A Director is disqualified by holding any place of profit or position of employment in the Association, any Member or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Director is in any way interested will be voided for such reason.
- (b) A director shall declare his or her interest in any:
 - (i) contractual matter;
 - (ii) selection matter;
 - (iii) disciplinary matter; or
 - (iv) financial matter,

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself or herself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself or herself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

- (c) The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director

becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

- (d) A general notice that a Director is a member of any specified firm or company and is to be regarded as interest in all transactions with that firm or company is sufficient declaration under **clause 20.9(c)** as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.
- (e) Any declaration made or any general notice given by a Director in accordance with **clauses 20.9(c)** or **20.9(d)** must be recorded in the minutes.

20.10 Minutes

- (a) The Directors must cause minutes of meetings to be made and kept according to the Act and the *Corporations Act 2001* (Cth) including:
 - (i) appointments of Directors, officers and employees;
 - (ii) the names of Directors (or other persons) present at meetings of the Board or of the Association;
 - (iii) all proceedings of the Board or of General Meetings.
- (b) The minutes of Directors meetings shall not be available for inspection or copying by the Members.
- (c) Minutes made under **clause 20.10(a)** must be signed by the Chairperson of:
 - (i) the meeting concerned; or
 - (ii) the next-following such meeting.

Electronic record keeping saved as a PDF document is acceptable format for the purposes of this clause.

- (d) By motion and at the subsequent Board meeting, the Minutes will be accepted as a true and accurate reflection of the prior Meeting. By way of this motion, the Minutes are deemed as "signed" by the Chairperson.

21. TELECOMMUNICATION MEETINGS OF THE ASSOCIATION

21.1 Telecommunication meeting

- (a) A General Meeting or a Directors' Meeting may be held by means of a telecommunication meeting, provided that:
 - (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable);
 - (ii) the meeting is convened and held in accordance with the Act.

- (b) All provisions of this Constitution relating to a meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this **clause 21**.

21.2 Conduct of telecommunication meeting

The following provisions apply to a telecommunication meeting of the Association:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting; and
- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chairperson;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that person has previously notified the Chairperson of leaving the meeting; and
- (f) a minute of proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chairperson.

22. PUBLIC OFFICER

- (a) There must be a Public Officer who is to be appointed by the Directors under the Act.
- (b) In addition to the manner in which the office of public officer becomes vacant under the Act the Directors may suspend or remove the Public Officer from that office.
- (c) The Public Officer holds office on the terms and conditions and with the powers, duties and authorities, determined by the Act and the Directors. Subject to this Constitution the Public Officer is not entitled to remuneration.

23. COMMITTEES

23.1 Committees

The Board may by written instrument delegate any of their powers or functions to special committees, individual officers and consultants consisting of such persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.

23.2 Powers delegated to Committees

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors. A Committee is responsible to and reports to the Board.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

23.3 Committee meetings

Committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

24. BY-LAWS

24.1 Making and amending By-Laws

- (a) The Directors may from time to time make By-Laws which in their opinion are necessary or desirable for the control, administration and management of the Association's affairs in New South Wales and may amend, repeal and replace those By-Laws.
- (b) Interpretation of the By-Laws is solely the responsibility of the Directors.

24.2 Effect of By-Laws

A By-Law:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution; and
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution.

24.3 Communication of By-Laws

- (a) All new By-Laws and any material amendments, alterations, interpretations or other changes to the By-Laws must be communicated to Members by means of bulletins approved by the Board and prepared and issued by the Secretary. The Secretary shall take reasonable steps to distribute information in the bulletins to all Members.
- (b) All By-Laws must be published on the Association's website.

25. KEEPING AND INSPECTION OF RECORDS

25.1 Records

- (a) The Board shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board and shall produce these as appropriate at each Board meeting or General Meeting.

- (b) Records and minutes may be kept in written or electronic form. If kept in electronic form, the records and minutes must be able to be converted into hard copy.
- (c) The Directors will cause the Association records to be kept for a period of 7 years from their creation.

25.2 Inspection of Records

- (a) Members may on request inspect free of charge:
 - (i) the minutes of general meetings; and
 - (ii) subject to **clause 25.2(b)**, the financial records, books, securities and any other relevant document of the Association.
- (b) The Board may refuse to permit a Member to inspect 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.
- (c) The Board must on request make copies of this Constitution available to Members and applicants for membership free of charge.
- (d) Subject to **clause 25.2(b)**, a Member may make a copy of any of the other records of the Association referred to in this clause and the Association may charge a reasonable fee for provision of a copy of such a record.
- (e) For the purposes of this clause:

"relevant documents" means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

 - (i) its financial statements;
 - (ii) its financial records; and
 - (iii) records and documents relating to transactions, dealings, business or property of the Association.

26. ACCOUNTS

26.1 Records Kept in Accordance with Act

- (a) Books, documents, securities and proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. All such records and the books of account shall be kept in the care and control of the Secretary.
- (b) Members may on request inspect free of charge:
 - (iii) the minutes of General Meetings; and
 - (iv) subject to **clause 25.2(b)**, the financial records, books, securities and any other relevant document of the Association.

- (c) The Board may refuse to permit a Member to inspect 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.
- (d) The Board must on request make copies of these rules available to Members and applicants for membership free of charge.
- (e) Subject to **clause 25.2(b)**, a Member may make a copy of any of the other records of the Association referred to in this clause and the Association may charge a reasonable fee for provision of a copy of such a record.
- (f) For the purposes of this clause:

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

 - (iv) its financial statements;
 - (v) its financial records; and
 - (vi) records and documents relating to transactions, dealings, business or property of the Association.

26.2 Board to Submit Accounts

The Board shall submit to the Annual General Meeting the accounts of the Association in accordance with the Act and will distribute copies of financial statements as required by the Act.

26.3 Transactions

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, in such manner as the Directors determine from time to time.

26.4 Treasurer

The Treasurer must ensure that:

- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- (b) 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.

26.5 Auditor

A properly qualified auditor or auditors shall be appointed by the Directors and Directors and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the *Corporations Act 2001* (Cth).

- (b) Members may remove an auditor from office by resolution made at a General Meeting in accordance with the Act.

27. SERVICE OF DOCUMENTS

27.1 Document includes notice

In this **clause 27**, document includes a notice.

27.2 Methods of service on a Member

The Association may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a fax number or email address nominated by the Member.

27.3 Methods of service on the Association

A Member may give a document to the Association:

- (a) by delivering it to the Association's registered office;
- (b) by sending it by post to the Association's registered office; or
- (c) by sending it to a fax number or electronic address nominated by the Association.

27.4 Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the second Business Day after the date of its posting.

27.5 Electronic transmission

If a document is sent by any form of electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the electronic transmission; and
- (b) have been delivered on the Business Day following its transmission.

28. INDEMNITY

28.1 Indemnity of officers

Every person who is or has been:

- (a) a Director;

- (b) Public Officer; or
- (c) other officer of the Association

is entitled to be indemnified out of the property of the Association against:

- (d) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (e) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity, unless:
 - (i) the Association is forbidden by statute to indemnify the person against the liability or legal costs; or
 - (ii) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.

28.2 Insurance

The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director, or Public Officer against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the Association is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Association paid the premium, be made void by statute.

28.3 Deed

The Association may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 28.1** on the terms the Directors think fit (as long as they are consistent with **clause 28.1**).

29. WINDING UP

29.1 Contributions of Members on winding up

- (a) Each Voting Member must contribute to the Association's property if the Association is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
 - (i) payment of the Association's debts and liabilities contracted before their membership ceased; and
 - (ii) the costs, charges and expenses of winding up, and for the adjustment of the rights of contributories among themselves,

provided that the amount for any Member may not exceed the annual subscription fee current and unpaid by the Member under **clause 11.1** at the time the Association seeks contribution under this clause.

- (c) No other Member must contribute to the Association's property if the Association is wound up.

29.2 Excess property on winding up

- (a) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
 - (i) having purposes similar to those of the Association; and
 - (ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

30. EXECUTION OF DOCUMENTS

- (a) The Association may execute a document either by:
 - (i) using its common seal in accordance with **clause 30(b)**;
 - (ii) any two Authorised Signatories signing the document without using its common seal.
- (b) If the Association has a common seal it shall:
 - (i) be kept in the custody of the Secretary; and
 - (ii) 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 2 Directors.
- (c) A Director may not sign a document where the Director is interested in the contract or arrangement to which the document relates.

31. SOURCE OF FUNDS

- (a) The funds of the Association may be derived from annual membership subscriptions, fees and levies payable by Members, donations, grants, sponsorships and such other sources as the Directors determine.
- (b) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (c) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

32. REGISTERED ADDRESS

The registered address of the Association must be:

- (a) an address where the Public Officer can generally be found and where documents can be served on the Public Officer; and
- (b) in New South Wales.