



Community Options Illawarra Inc

*Community Options - Quality Options*

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# **THE CONSTITUTION**

**COMMUNITY OPTIONS ILLAWARRA INC.**

***February 2011***



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## **CONSTITUTION**

### **PART 1 - PRELIMINARY**

#### **1 INTERPRETATION**

##### **1.1 DEFINING IMPORTANT TERMS AND PHRASES.**

1.1.2 In the constitution, except where the context or subject matter indicates otherwise, “Board member” means a member of the Board of Management who is not an office bearer of the Association.

1.1.3 An executive Board member is a Board member who holds an executive position as determined by the Board of Management.

1.1.4 The Chairperson is the person who under the constitution holds the office of Chairperson of the Board of Management

1.1.5 “Secretary” is the person holding office under the constitution as secretary of the Association.

1.1.6 “Special general meeting” means a general meeting of the Association other than the Annual General Meeting.

1.1.7 Financial Year means the twelve months beginning on 1<sup>st</sup> July and ending on 30<sup>th</sup> June.

1.1.8 “The funding body” means the organisation or government department, which provides funding for the Association to carry out the Association’s objectives.

1.1.9 “The Act” means the Associations Incorporation Act, 2010 (NSW).

1.1.10 “The Regulation” means the Associations Incorporation Regulation, 2010 (NSW).

##### **1.2 In the constitution:**

1.2.1 A reference to a function includes a reference to a power, authority and duty.

1.2.2 A reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

1.2.3 The relevant provisions of the Acts Interpretation Act, 1987 (NSW) apply to these rules.



1.2.4 The Association must comply with relevant provisions contained in the Charitable Fundraising Act 1991 (NSW) and regulations applicable to it.

### **1.3 NON- PROFIT CLAUSE**

The assets and income of the Association shall be applied solely to further the Association's objectives and no portion shall be distributed directly or indirectly to the members of the Association except as a bona fide compensation for services rendered or expenses incurred on behalf of the Association.

### **1.4 NAME**

The name of the Association shall be Community Options Illawarra Incorporated, referred to in the constitution as "the Association".

### **1.5 AIM**

1.5.1 To support people of frail age and people with disabilities to remain within the community and maintain their quality of life, and provide support to their carers and families.

### **1.6 OBJECTIVES**

1.6.1 To conform to the requirements of funding bodies and the principles and applications of Commonwealth and State Legislation, which underpin service delivery and support to the target group, which includes people of frail age, people with disabilities and their carers.

1.6.2 To provide case management and information that will allow informed choices and the right of self-determination about the assistance received by the individual and/ or their carer and / or their families within the target group.

1.6.3 To provide flexible alternatives to long-term residential care.

1.6.4 To establish a co-ordination role in the delivery of support services where there are multiple providers.

1.6.5 To liaise with existing services in the area and identify service gaps.

1.6.6 To act as an advocate on behalf of individuals and / or their carers and / or their families with services and government departments.

1.6.7 To provide information to the community to enhance access to services and resources.

1.6.8 To offer and assist educational awareness programs for the general public to promote the objectives of the Association.



- 1.6.9 To consider providing an auspice to new initiatives within the community care sector and with similar objectives to the Association.
- 1.6.10 To relieve helplessness, distress, suffering and misfortune among the target group, their carers and families.

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## **PART II**

### **2 MEMBERSHIP**

#### **2.1 MEMBERSHIP QUALIFICATIONS**

2.1.1 Membership is open to people or organisations who accept the objectives and constitution of the Association, and have applied for membership and people who have an interest in our target groups in the area in which the Association operates and who are available to attend meetings. (Electronic attendance is acceptable).

#### **2.2 APPLICATION FOR MEMBERSHIP**

2.2.1 An application for membership of the Association may be made in writing to the Chairperson and be lodged with the secretary of the Association.

2.2.2 As soon as practicable after receiving an application for membership, the secretary shall refer the application to the Board of Management and determine the acceptance of the application. The Board of Management is not required to give reasons for acceptance or rejection of an application.

2.2.3 Where the Board of Management approves an application for membership, the secretary shall notify the applicant of that approval and request the applicant to pay the entrance fee and annual subscription.

#### **2.3 CESSATION OF MEMBERSHIP**

2.3.1 A person or organisation ceases to be a member of the Association if the person

- (a) dies;
- (b) or the person or organisation resigns membership;
- (c) or the person or organisation is expelled from the Association;
- (d) or does not pay outstanding fees within three months of the due date.

#### **2.4 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

2.4.1 Rights, privileges or obligations, which a person has by being a member of the Association are not capable of being transferred or transmitted to another person, and terminate upon cessation of the person's membership.

#### **2.5 RESIGNATION OF MEMBERSHIP**

A member of the Association may resign from membership of the Association by giving notice (being not less than 1 month) in writing to the secretary of the Board regarding the member's intention to resign. After the expiration of the period of notice, the member ceases to be a member.



## **2.6 REGISTER OF MEMBERS**

- 2.6.1 The secretary of the Association shall establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member and the date on which they ceased to be a member.
- 2.6.2 The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

## **2.7 FEES & SUBSCRIPTIONS**

- 2.7.1 A member of the Association shall, upon admission to membership, pay to the Association a fee of \$5.00 or other amount determined by the Board of Management. Annual membership of the Association is \$5.00 or other amount determined by the Board of Management.

## **2.8 MEMBERS' LIABILITIES**

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

## **2.9 DISCIPLINING OF MEMBERS**

- 2.9.1 Where the Board of Management is of the opinion that a member of the Association -
- (a) has persistently refused or neglected to comply with a provision or provisions of the constitution; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association,

the Board of Management may by resolution -

- (c) expel the member from the Association; or
  - (d) suspend the member from membership of the Association for a specific period.
- 2.9.2 A resolution of the Board of Management under clause (2.9.1) is of no effect unless the Board of Management, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (2.9.3), confirms the resolution in accordance with this rule.
- 2.9.3 Where the Board of Management passes a resolution under clause (2.9.1), the secretary shall, as soon as practicable, provide notice in writing to the member-



- (a) setting out the resolution of the Board of Management and the grounds on which it is based;
- (b) stating that the member may address the Board of Management at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice;
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:
  - (i) attend and speak at the meeting;
  - (ii) submit to the Board of Management at or prior to the date of that meeting written representation relating to the resolution

2.9.4 At a meeting of the Board of Management held as referred to in clause (2.9.2), the Board of Management shall -

- (a) give to the member an opportunity to make oral representations;
- (b) give due consideration to any written representations submitted to the Board of Management by the member at or prior to the meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution.

2.9.5 Where the Board of Management confirms a resolution under clause (2.9.4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's appeal under rule 2.10.1.

2.9.6 A resolution confirmed by the Board of Management under clause (2.9.4) does not take effect;

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right to appeal within that period; or
- (b) where within that period the member exercises the right of appeal.

## **2.10 RIGHT OF APPEAL OF DISCIPLINED MEMBER**

2.10.1 A member may appeal to the Association in a general meeting against a resolution of the Board of Management which is confirmed under rule 2.9.4 within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.

2.10.2 Upon receipt of a notice from a member under clause (2.10.1), the secretary shall notify the Board of Management, which shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.

2.10.3 At a general meeting of the Association convened under clause (2.10.2),

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Board and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and



- (c) the Board members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

2.10.4 If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

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## **PART III**

### **3 THE BOARD OF MANAGEMENT**

#### **3.1 BOARD OF MANAGEMENT DUTIES AND RESPONSIBILITIES**

3.1.1 The Association shall have its affairs controlled and managed by the office bearers and no fewer than eight other members known as the Board of Management.

3.1.2 Board members are required to:

- a) Abide by the rules of the Association
- b) Support the philosophy, aims and policies of the Association and work in accordance with them
- c) Lodge details of employment and home addresses, telephone, facsimile and email contact details at the office immediately following election
- d) Notify the office of any change to addresses and contact details immediately
- e) Attend meetings as required
- f) Provide timely apologies if unable to attend Board meetings
- g) Be available for participation on sub-committees, interview panels and working parties
- h) Support the staff members in their work
- i) Carry out any specific duties and responsibilities of Board members documented in the Policy and Procedures Manual, and
- j) Live in the area of operations of Community Options Illawarra to facilitate attendance at meetings

#### **3.2. CONSTITUTION AND MEMBERSHIP**

3.2.1 Membership of the Board of Management shall, as far as possible, be representative of:

- (a) The office bearers of the Association
- (b) Organisations or individuals working with the Home and Community Care target group
- (c) Representatives of the Ethnic Community, of people with Disabilities, and of people who are aged, if not already previously elected.
- (d) Additional ordinary members to bring the total Board to twelve (12) or that number of members determined at the Annual General Meeting, not being less than eight (8) or more than fourteen (14), each of whom shall be elected at the Annual General Meeting of the Association.

3.2.2 The office-bearers of the Association shall be:

- (a) The Chairperson
- (b) The Vice Chairperson
- (c) The Treasurer
- (d) The Secretary.



3.2.3 Each member of the Board of Management shall be subject to the constitution, hold office until the conclusion of the Annual General Meeting following the date of the Board member's election, but is eligible for re-election.

3.2.4 In the event of a casual vacancy occurring in the membership of the Board of Management, the Board of Management may appoint a member of the Association to fill the vacancy and the Board member so appointed shall hold office, until the conclusion of the next Annual General Meeting following the date of the appointment.

No office bearer shall hold any one Office Bearing position for more than three years.

A maximum term of membership of the Board of Management shall be eight years commencing from the 2009 Annual General Meeting. Two Board members shall retire each year on a rotation with the Board members who have been on the Board of Management the longest retiring from the Board of Management and not seeking re-election without a one year break from the 2011 Annual General Meeting.

### **3.3 ELECTION OF MEMBERS**

3.3.1 a) Nomination of candidates for office bearers of the Association or as ordinary Board members shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate; and  
b) Be delivered to the Secretary at least 14 days before the Annual General Meeting.

3.3.2 If insufficient nominations are received to fill all vacancies on the Board of Management, any vacant positions remaining on the Board of Management shall be deemed to be casual vacancies.

3.3.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

3.3.4 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

3.3.5 The ballot for the election of office-bearers and ordinary members of the Board of Management shall be conducted at the Annual General Meeting in such a manner as the Board of Management may direct.

3.3.6 A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.



## **3.4 CHAIRPERSON**

3.4.1 The Chairperson will:

- a) make sure regular Board meetings are held
- b) encourage other Board members to attend meetings
- c) draw up an agenda for the meetings with the assistance of the Secretary and/or the Chief Executive of the service
- d) prioritise agenda items and if necessary set time limits
- e) lead the meeting through the agenda, keeping discussion relevant and decision making clear and encouraging broad participation
- f) sign the minutes after they have been confirmed as an accurate record of the previous meeting
- g) make sure meetings are run in accordance with Community Options Illawarra Inc constitution
- h) act as a spokesperson for Community Options Illawarra Inc
- i) keep in touch with day-to-day activities in the service through the Chief Executive.

## **3.5 VICE CHAIRPERSON**

In the absence of the Chairperson the Vice Chairperson will conduct the duties of the Chairperson or as the Chairperson may direct or delegate.

## **3.6 SECRETARY**

3.6.1 It is the duty of the secretary to keep minutes of -

- a) all appointments of office-bearers and members of the Board of Management;
- b) the names of members of the Board of Management present at a Board meeting or a general meeting; and
- c) all proceedings at Board meetings and general meetings.

3.6.2 The Secretary will keep a register of Board members and ensure it is current.

3.6.3 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by a Board member in attendance at the meeting at the next succeeding meeting.

3.6.4 Copies of the minutes are distributed to Board members before the next meeting.

3.6.5 Correspondence list including letters received and sent, and bring to the attention of Board of Management meetings any correspondence that requires immediate attention.

3.6.6 Correspondence is properly filed and up-to-date and is available for any Board member to examine.



- 3.6.7 The Board of Management orientation kit will be provided to all new Board members on appointment by the Secretary.
- 3.6.8 Correspondence to the Office of Fair Trading is current including:
- a) Application for change of name
  - b) Special resolutions
  - c) Applications to extend the date of the Annual General Meeting;
- 3.6.9 Office of Fair Trading receives within 1 month after the Annual General Meeting a copy of:
- a) the income and expenditure statements of Community Options Illawarra Inc
  - b) statement of the assets and liabilities of Community Options Illawarra Inc, and
  - c) a statement of any mortgages or any other charges or securities affecting any property of Community Options Illawarra Inc
- 3.6.10 The secretary will take over the duties previously carried out by the Public Officer. These are to notify the Office of Fair Trading by the prescribed form in the following circumstances:-
- a) Appointment (within 14 days);
  - b) A change of the residential address (within 14 days);
  - c) A change of the Association's objects or constitution (within one month);
  - d) A change in the membership of the Board of Management (within 14 days);
  - e) The Association's financial affairs (within one month after the Annual General Meeting);
  - f) A change of the Association's name (within one month).
- 3.6.11 The Secretary will receive formal notices from the Office of Fair Trading
- 3.6.12 The Secretary will ensure all documents or proceedings of Community Options Illawarra Inc for the Office of Fair Trading are authenticated.

## **3.7 TREASURER**

- 3.7.1 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;
  - (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, and
  - (c) that funds are not being mismanaged.

## **3.8 OTHER BOARD MEMBERS**

- 3.8.1 It is duty of Board members to;
- (a) assist the Chairperson, Secretary or Treasurer in undertaking their duties;



- (b) act as a spokesperson when requested by the Board;
- (c) manage and support staff when requested by the Board of Management;
- (d) be a Board member of and/ or chair sub-committees/ task groups as required;
- (e) sign letters or documents on behalf of the Association as required; and
- (f) carry out any other tasks which may arise.

### **3.9 ALL BOARD MEMBERS**

3.9.1 All Board Members are required to declare any conflict of interest in any decisions that are made by the Board of Management and refrain from voting on any issues where there is a declared conflict of interest.

### **3.10 CASUAL VACANCIES**

3.10.1 For the purpose of the constitution, a casual vacancy in the office of a member of the Board of Management occurs if the Board member-

- (a) dies;
- (b) ceases to be a Board member of the Association;
- (c) becomes an insolvent within the meaning of the Companies (New South Wales) Code;
- (d) resigns office by notice in writing given to the secretary;
- (e) is removed from office under rule 2.10.4;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the Board of Management from all meetings of the Board held during a period of 3 months.

### **3.11 REMOVAL OF A BOARD MEMBER**

3.11.1 The Association in a general meeting may by resolution remove any Board member of the Board of Management 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.

### **3.12 MEETINGS AND QUORUM**

3.12.1 The Board of Management shall meet at least 9 times in each period of 12 months at such place and time as the Board of Management may determine. (Electronic attendance is acceptable).

3.12.2 Additional meetings of the Board of Management may be convened by the Chairperson or by any Board member of the Board of Management.

3.12.3 Oral or written notice of a meeting of the Board of Management shall be given by the secretary to each Board member at least 48 hours before the time appointed for the holding of the meeting.



- 3.12.4 Notice of a meeting given under clause (4.2.1) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting.
- 3.12.5 Any four (4) members of the Board of Management constitute a quorum for the transaction of the business of a meeting of the Board of Management.
- 3.12.6 No business shall be transacted by the Board of Management 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 stands adjourned to the same place and at the same hour of the same day in the following week.
- 3.12.7 If, at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 3.12.8 At a meeting of the Board of Management-
- (a) the Chairperson or in the Chairperson's absence, the Vice Chairperson shall preside; or
  - (b) if the Chairperson and the Vice Chairperson are absent or unwilling to act, one of the remaining Board members present at the meeting shall preside.

### **3.13 DELEGATION BY THE BOARD OF MANAGEMENT TO SUB-COMMITTEES OF THE BOARD OF MANAGEMENT**

- 3.13.1 The Board of Management may, delegate to one or more sub-Committees other than
- (a) this power of delegation and
  - (b) a duty imposed on the Board of Management by the Act or by any other law.
- 3.13.2 A function which has been delegated to a sub-Committee may be exercised from time to time by the sub-Committee in accordance with the terms of the delegation.
- 3.13.3 A delegation under this section may be made subject to such conditions or limitations as determined by the Board of Management.
- 3.13.4 The Board of Management may continue to exercise any function delegated.
- 3.13.5 Any act or thing done or suffered by a sub-Committee acting in the exercise of a delegation has the same force and effect as it would have if it had been done or suffered by the Board of Management.
- 3.13.6 The Board of Management may, in writing, revoke wholly or in part any delegation under this rule.
- 3.13.7 A sub-Committee may meet and adjourn as it thinks proper.



### **3.14 VOTING AND DECISIONS**

- 3.14.1 Questions arising at a meeting of the Board of Management or of any sub-Committee appointed by the Board of Management shall be determined by a majority of the votes of members of the Board of Management or sub-Committee present at the meeting.
- 3.14.2 Each Board member present at a meeting of the Board of Management or of any sub-Committee appointed by the Board of Management (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.
- 3.14.3 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board of Management or by a sub-Committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Board member or the Board of Management or sub-Committee.

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## **PART IV**

### **4 GENERAL MEETINGS**

#### **4.1 ANNUAL GENERAL MEETINGS**

4.1.1 The Association shall at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.

4.1.2 The Association shall hold its first annual general meeting -

- (a) within 18 months after its incorporation and
- (b) within 2 months after the expiration of the first financial year of the Association.

4.1.2 The annual general meeting of the Association shall be convened on such date and at such place and time as the Board of Management thinks fit.

4.1.4 As well as confirming the business of the previous Annual General Meeting and any Special General Meetings held since that meeting, the business must include:

- a) The presentation of the Annual Report, which reports on the activities of the Association for the previous financial year;
- b) Election of office bearers and other members of the Board ;
- c) Election of the Auditor;
- d) Confirmation of or variation to the annual membership fee; and
- e) A statement for the last financial year, which gives a fair and true account of the Association's –
  - i) Income and expenditure
  - ii) Assets and liabilities
  - iii) Mortgages, charges and other securities, and
  - iv) Any trust properties.

#### **4.2 SPECIAL GENERAL MEETING**

4.2.1 The Board of Management may, whenever it thinks fit, convene a Special General Meeting of the Association.

4.2.2 The Board of Management shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a Special General Meeting of the Association.

4.2.3 A requisition of members for a Special General Meeting -

- (a) shall state the purpose or purposes of the meeting;
- (b) shall be signed by the members making the requisitions;
- (c) shall 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.



- 4.2.4 If the Board of Management fails to convene a Special Meeting within 1 month after the date on which a requisition for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a Special Meeting to be held not later than 3 months after the date.
- 4.2.5 A Special General Meeting convened by a Board member or members shall be convened in the same manner as general meetings and any Board member who incurs an expense is entitled to be reimbursed by the Association for any expense incurred.

## **4.3 NOTICE**

- 4.3.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall provide notice in writing, at least 14 days before the date fixed for the holding of the general meeting to each Board member of the Association at the Board member's address appearing in the register of members, specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 4.3.2 Where the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 21 days before the date fixed for holding of the general meeting, send notice to each Board member in the manner provided in clause 4.2.3 specifying the intention to propose the resolution as a special resolution.
- 4.3.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business, which maybe transacted as in clause 4.1.4.
- 4.3.4 A Board member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting.

## **4.4 PROCEDURE**

- 4.4.1 No item of business shall be transacted at a general meeting unless a quorum of members is present during the time meeting is considering that item.
- 4.4.2 Four members present in person constitute a quorum for the transaction of the business of a general meeting.
- 4.4.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and at the same place.



- 4.4.4 If at the adjournment meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 4) shall constitute a quorum.

## **4.5 ADJOURNMENT**

- 4.5.1 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 4.5.2 Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each Board member of the Association stating the place, date and time of meeting and the nature of the business to be transacted at the meeting.

## **4.6 MAKING OF DECISIONS**

- 4.6.1 In the absence of evidence to the contrary, a decision has been carried by a declaration by the Chairperson on a show of hands or an entry of the result in the “minutes” book is a correct result of the show of hands as either carried or carried unanimously.
- 4.6.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than 4 members present in person or by proxy at the meeting.
- 4.7.3 Where a poll is demanded at a general meeting, the poll shall be taken -
- (a) immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment; or
  - (b) in any case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

## **4.7 SPECIAL RESOLUTION**

- 4.7.1 A special resolution is passed only if at least 75% of the votes are cast in favour of that resolution.
- 4.7.2 If it is not possible or practical for a special resolution to be passed in the way described in 4.7.1, a request can be made to the Office of Fair Trading asking the office to prescribe another method of passing the special resolution.



#### **4.8 VOTING**

- 4.8.1 Upon any question arising at a general meeting of the Association a member has one vote only.
- 4.8.2 All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- 4.8.3 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.
- 4.8.4 A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the annual subscription payable in respect of the then current year.

#### **4.9 APPOINTMENT OF PROXIES**

- 4.9.1 Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in which the proxy is appointed.
- 4.9.2 The notice appointing the proxy shall be in the form set out in Appendix 2 in this constitution.

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## **PART V**

### **5 MISCELLANEOUS**

#### **5.1 INSURANCE**

5.1.1 The Association shall effect and maintain insurance pursuant to section 44 of the Act.

5.1.2 In addition to the insurance required under clause (5.1.1), the Association may effect and maintain other insurance.

#### **5.2 SOURCE of FUNDS**

5.2.1 The funds of the Association shall be derived from entrance fees and annual subscriptions of members, donations and subject to any resolution passed by the Association in a general meeting, or other sources as the Board of Management determines.

5.2.2. All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

5.2.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

#### **5.3 ESTABLISHMENT AND OPERATION OF A GIFT FUND**

##### **5.3.1. Maintaining Gift Fund**

The Association will maintain for the principal purpose of the Association a fund (Gift Fund):

- a) to which gifts of money or property for that purpose are to be made;
- b) to which any money received by the Trust because of those gifts is to be credited; and
- c) that does not receive any other money or property.

Certain kinds of money and property will not go to the gift fund. This includes:

- d) income from sponsorship
- e) income from commercial activities, and
- f) proceeds from raffles, auctions or fundraising dinners.

##### **5.3.2. Limits on use of Gift Fund**

The Association will use the following only for the principal purpose of the Association:

- a) gifts made to the Gift Fund;
- b) any money received because of those gifts.



### **5.3.3. Winding up**

At the first occurrence of:

- a) the winding up of the Gift Fund; or
- b) the Association ceasing to be a Deductible Gift Recipient as defined in the ITAA97

any surplus assets of the Gift Fund will be transferred to one or more Deductible Gift Recipients as approved by the Australian Taxation Office under the ITAA97 as the Association decides.

### **5.3.4. Bank Account**

The Association will maintain a separate bank account for the Gift Fund.

## **5.4 MANAGEMENT of FUNDS**

5.4.1 Subject to any resolution passed by the Association in a general meeting, the funds of the Association shall be used in pursuance of the objectives of the Association in such a manner as the Board of Management determines.

5.4.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members or employees authorised to do so by the Board of Management.

## **5.5 ALTERATIONS OF OBJECTIVES AND RULES**

5.5.1 The statement of objectives and the constitution may be altered, rescinded or added to only by a special resolution of the Association.

## **5.6 CUSTODY OF BOOKS**

5.6.1 Except as otherwise provided by the constitution, the secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

## **5.7 INSPECTION OF BOOKS**

5.7.1 The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

## **5.8 SERVICE OF NOTICES**

5.8.1 A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post or by electronic mail to the member at the member's address shown in the register of members.



- 5.8.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document shall, unless the contrary is proved, be deemed to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

## **5.9 HONOUR ROLE**

- 5.9.1 Volunteer members of the Association serving on the Board of Management will have recognition for:
- Greater than 5 years and less than 8 years – gift
  - 8 years and over – gift and name placed in Honour Roll

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## **PART VI**

### **6 ADDITIONAL RULES APPLICABLE TO CHARITIES**

#### **6.1 APPLICATION**

6.1.1 This part applies where the Association is registered under or is exempted from registration by or under the Charitable Fundraising Act, 1991.

#### **6.2 PAYMENT OF OFFICE BEARERS AND MEMBERS**

6.2.1 A member of the Board of Management shall not be appointed to a salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any Board member except -

- (a) re-payment of out of pocket expenses;
- (b) interest at a rate not exceeding interest at the rate from the time being which is or would be charged by the Association's bankers for money lent to the Association; and
- (c) reasonable and proper rent for premises let to the Association.

#### **6.3 VACATION OF OFFICE**

6.3.1 Without limiting the operations of rule 3.11.1, the office of a Board member of the Board of Management shall become vacant if -

- (a) the Board member holds an office of profit in the Association;
- (b) the Board member is directly or indirectly interested in any contract or proposed contract with the Association.

#### **6.4 NOTIFICATION OF PROPOSED ALTERATION OF THE CONSTITUTION**

6.4.1 A proposed alteration of the constitution or of the statement of objectives of the Association shall be notified to the Minister administering the Charitable Fundraising Act, 1991, in the manner required by the regulations under the Act.

#### **6.5 COMPLIANCE WITH CHARITABLE FUNDRAISING ACT, 1991.**

6.5.1 The Association shall comply with such of the provisions of the Charitable Fundraising Act, 1991, and the regulations applicable to it.

#### **6.6 ACCORDANCE WITH GRANTING OF "PUBLIC BENEVOLENT STATUS"**

6.6.1 The assets and income of the Association shall be applied solely in furtherance of its abovementioned objectives and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation



## **6.7 DISSOLUTION**

- 6.7.1 The Association shall be dissolved by a special resolution passed by a majority of three quarters of members present at a Special General Meeting convened for that purpose.
- 6.7.2 Upon the resolution being passed, all assets and unspent funds from funding bodies of the Association shall, after payment of all expenses and liabilities, be returned to the funding bodies.
- 6.7.3 The Association shall pass a special resolution nominating an incorporated Association in which it is to vest its surplus property in the event of the winding up or the cancellation of the incorporation of the Association.
- 6.7.4 The incorporated Association nominated to receive surplus funds or assets shall be a non-profit organisation (other than a school or college, statutory body or an instrumentality of the State) having as its objectives as charitable, benevolent or philanthropic purposes.

**Approved by Members at a Special General Meeting 23 February 2011**



**Appendix 1**

**Application for membership of the Association**

.....  
Incorporated (incorporated under the *Associations Incorporation Act 2010*)

I, .....  
(full name of applicant)

of .....  
(address)

.....hereby apply to become  
(occupation)

a member of the above named 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.

Reason for application (*attach additional pages if insufficient room*): .....

.....

(Signature of applicant)

Date:.....

I, .....  
(full name)

a Board member of the Association, nominate the applicant for the membership of the Association.

..... (Signature of proposer)      Date.....

I, .....  
(full name)

a Board member of the Association, nominate the applicant for the membership of the Association.

..... (Signature of seconder)      Date.....



**Appendix 2**

**Form of appointment of proxy**

I, .....  
(full name)

of .....  
(address)

being a member of .....  
(name of incorporated association).

hereby appoint

.....  
(full name of proxy)

of.....  
(address)

being a member of the incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be) to be held on

.....  
and at any adjournment of that meeting.

\*My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

.....  
(Signature of member appointed proxy)  
(\* To be inserted if desired.)

Date.....