



Constitution of Advocacy Law Alliance Incorporated

ABN 93 984 383 421

An incorporated association pursuant to the
Associations Incorporation Act 2009 (NSW)

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Part 1 – Preliminary

1 Name of association

The name of the incorporated association is Advocacy Law Alliance Incorporated, following a name change from Disability Advocacy NSW Incorporated, referred to throughout this Constitution as 'the Association'.

2 Definitions

(1) In this constitution:

- (a) **association information** means all communications, correspondence, reports, minutes and other papers and documents relating to any of the affairs or business of the Association
- (b) **board** means the Association's management committee.
- (c) **ordinary Board member** means a member of the Board who is not an office-bearer of the Association.
- (d) **proxy** means a person authorised to vote on behalf of another person and includes a general, special or limited proxy.
- (e) **secretary** means:
 - (i) the person holding office under this constitution as secretary of the Association, or
 - (ii) if no such person holds that office - the public officer of the Association.
- (f) **special general meeting** means a general meeting of the Association other than an annual general meeting.
- (g) **the Act** means the *Associations Incorporation Act 2009*.
- (h) **the Regulation** means the *Associations Incorporation Regulation 2016*.
- (i) **surplus assets** means any assets of the Association that remain after paying all debts and other liabilities of the Association, including the costs of winding up.

(2) In this constitution:

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

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

Part 2 – Charitable purpose

3 Object

- (1) In alliance with people with a disability and other disadvantaged people the Association aims:
 - (a) To relieve disadvantage, discrimination, distress and suffering experienced by people with a disability and other disadvantaged people by providing advocates to directly assist them to access the same rights and benefits reasonably expected by other citizens. (e.g. services, resources, information, education, employment, accommodation, health care, justice - community legal services such as free legal advice, information, education and representation, etc.)

4 Not-for-profit

- (1) The Association is to operate as a non-profit organisation.
- (2) Subject to the Act and any other applicable Act or Regulation, the assets and income of the Association shall be applied solely in the furtherance of the objects of the Association.
- (3) No portion shall be distributed directly or indirectly to the members of the Association except for payments made in good faith for goods and services rendered or expenses properly incurred on behalf of the Association.

Part 3 – Winding up and revocation

5 Surplus Assets not to be distributed to members

- (1) If the Association is wound up, any Surplus Assets must not be distributed to a member or a former member of the Association, unless that member or former member is a charity described in clause below.

6 Distribution of Surplus Assets

- (1) Subject to the Act and any other applicable Act or Regulation, and any court order, if the Association is wound up or dissolved, the assets and property available for distribution after satisfaction of all debts and liabilities must be given or transferred to one or more charities:
 - (a) having objects similar to the purposes of the Association;
 - (b) whose Constitution prohibits the distribution of its income and property to an extent at least as great as that imposed by this Constitution; and
 - (c) which are charitable at law, exempt from income tax and are a DGR under the ITAA 97.
- (2) The Board may determine the identity of the charity or charities for the purpose of this clause at the time of dissolution.
- (3) If the Board fails to determine the identity of the charity or charities under this clause, the Association may apply to the Supreme Court of New South Wales to make the determination.

7 Revocation

- (1) If the Association's deductible gift recipient endorsement is revoked (whether or not the Association is to be wound up), any surplus amounts in the Gift Fund must be transferred to one or more charities that meet the requirements of clause 6.

Part 4 – Membership

8 Membership generally

- (1) A person is eligible to be a member of the Association if:
 - (a) the person is a natural person, and
 - (b) the person has been nominated and approved for membership of the Association in accordance with clause 9.
- (2) A person is taken to be a member of the Association if:
 - (a) the person is a natural person, and
 - (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the Association - a member of that unincorporated body immediately before the registration of the Association, or
 - (ii) in the case of an Association that is amalgamated to form the relevant Association - a member of that other Association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an Association - a member of the registrable corporation immediately before that entity was registered as an Association.
- (3) A person is taken to be a member of the Association if the person was one of the individuals on whose behalf an application for registration of the Association under section 6(1)(a) of the Act was made.

9 Nomination for membership

- (1) A nomination of a person for membership of the Association:
 - (a) must be made by a member of the Association in writing (including email or other electronic means) in the form determined by the Board , and
 - (b) must be lodged with the secretary of the Association.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the Board which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the Board makes that determination, the secretary must:
 - (a) notify the nominee, in writing, that the Board approved or rejected the nomination (whichever is applicable), and
 - (b) if the Board approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the nominee of the amounts referred to in subclause (3)(b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

10 Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Association, or
- (d) fails to pay the annual membership fee under clause 14(2) within 3 months after the fee is due.

11 Membership entitlements not transferable

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

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

12 Resignation of membership

- (1) A member of the Association may resign from membership of the Association by first giving to the secretary written notice of at least one month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

13 Register of members

- (1) The Association must establish and maintain a register of members of the Association (whether in written or electronic form) specifying the name and postal or residential address of each person who is a member of the Association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the Association, or
 - (b) if the Association has no premises, at the Association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (4) A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
- (a) It must be easily convertible into hard copy, and
 - (b) The requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

14 Fees and subscriptions

- (1) A member of the Association must, on admission to membership, pay to the Association a fee of \$1 or, if some other amount is determined by the Board, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the Association must pay to the Association an annual membership fee of \$2 or, if some other amount is determined by the Board, that other amount:
- (a) except as provided by paragraph (b), before 1 July in each calendar year, or
 - (b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.

15 Members' liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 14.

16 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

17 Disciplining of members

- (1) A complaint may be made to the Board by any person that a member of the Association:
- (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Association.

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- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
 - (3) If the Board decides to deal with the complaint, the Board:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
 - (4) The Board may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
 - (5) If the Board expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 18.
 - (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 18, whichever is the later.

18 Right of appeal of disciplined member

- (1) A member may appeal to the Association in general meeting against a resolution of the Board under clause 17, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the Board which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Association.

Part 5 – The Board

19 Powers of the Board

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the Board:

- (a) is to control and manage the affairs of the Association, and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

20 Composition and membership of Board

- (1) The Association must have at least five (5) and no more than ten (10) Board members comprising:
 - (a) the office-bearers of the Association, and
 - (b) up to 6 ordinary Board members, each of whom is to be elected at the annual general meeting of the Association under clause 21.
- (2) The office-bearers of the Association are as follows:
 - (a) the chairperson,
 - (b) the deputy chairperson,
 - (c) the treasurer,
 - (d) the secretary.
- (3) A Board member may hold up to 2 offices (other than the chairperson and deputy chairperson offices).
- (4) Each member of the Board is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (5) There is no maximum number of consecutive terms for which a committee member may hold office.

21 Election of Board members

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary Board members:
 - (a) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary Board members of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary Board member of the Association must be a member of the Association.

22 Secretary

- (1) The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the Board, and
 - (b) the names of members of the Board present at a Board meeting or a general meeting, and
 - (c) all proceedings at Board meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

23 Treasurer

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

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

24 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Board occurs if the member:

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- (a) dies, or
 - (b) ceases to be a member of the Association, or
 - (c) becomes an employee or holds an office of profit in the Association, or
 - (d) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (e) resigns office by notice in writing given to the secretary, or
 - (f) is removed from office under clause 25, or
 - (g) becomes a mentally incapacitated person, or
 - (h) is absent without the consent of the Board from 3 consecutive meetings of the Board, or
 - (i) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (j) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

25 Removal of Board members

- (1) The Association in general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Board to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or chairperson (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the chairperson may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

26 Board meetings and quorum

- (1) The Board must meet at least 3 times in each period of 12 months at such place and time as the Board may determine.
- (2) Additional meetings of the Board may be convened by the chairperson or by any member of the Board.
- (3) Oral, written or electronic notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.

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- (5) Any Four (4) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
 - (6) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
 - (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
 - (8) At a meeting of the Board:
 - (a) the chairperson or, in the chairperson's absence, the deputy chairperson is to preside, or
 - (b) if the chairperson and the deputy chairperson are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

27 Appointment of members to constitute quorum

- (1) If at any time the number of Board members is less than the number required to constitute a quorum for a Board meeting, the existing Board members may appoint a sufficient number of members of the Association as Board members to enable the quorum to be constituted.
- (2) A member of the Board so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 24 applies.

28 Use of technology at Board meetings

- (1) A Board meeting may be held at 2 or more venues using any technology approved by the Board that gives each of the Board's members a reasonable opportunity to participate.
- (2) A Board member who participates in a Board meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

29 Delegation by Board to sub-committee

- (1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

30 Voting and decisions

- (1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (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) Subject to clause 26(5), the Board may act despite any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

Part 6 – General meetings

31 Annual general meetings - holding of

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

32 Annual general meetings - calling of and business at

- (1) The annual general meeting of the Association is, subject to the Act and to clause 31, to be convened on such date and at such place and time as the Board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Board reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and ordinary Board members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.

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

33 Special general meetings

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Board must, on the requisition in writing of at least 5% of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.
- (6) For the purposes of subclause (3):

- (a) a requisition may be in electronic form, and
- (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

34 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 32(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

35 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five (5) members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three (3)) are to constitute a quorum.

36 Presiding member

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson, is to preside as chairperson at each general meeting of the Association.

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

37 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

38 Special resolutions

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

39 Voting

- (1) Each member has one vote.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.
- (4) A member or proxy is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

40 Challenge to member's right to vote

- (1) A member or the chairperson may only challenge a person's right to vote at a general meeting at that meeting.
- (2) If a challenge is made, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

41 How voting is carried out

- (1) Voting must be conducted and decided:
 - (a) on the voices;
 - (b) by a show of hands;
 - (c) by a vote in writing; or
 - (d) another method chosen by the chairperson that is fair and reasonable in the circumstances.

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- (2) Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
 - (3) On the voices or a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
 - (4) The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on the voices or a show of hands.

42 When and how a vote in writing must be held

- (1) A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
 - (a) at least five (5) members present; or
 - (b) the chairperson.
- (2) A vote in writing must be taken when and how the chairperson directs unless it is to elect the chairperson or adjourn the meeting.
- (3) A vote in writing must be held immediately if it is demanded:
 - (a) for the election of a chairperson; or
 - (b) to decide whether to adjourn the meeting.
- (4) A demand for a vote in writing may be withdrawn.

43 Appointment of Proxies

- (1) Each member is to 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 respect of which the proxy is appointed.
- (2) An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
 - (a) the member's name and address;
 - (b) the Association's name;
 - (c) the proxy's name or the name of the office held by the proxy; and
 - (d) the meeting(s) at which the appointment may be used.
- (3) A proxy appointment may state whether the proxy is general or limited or specify the way the proxy must vote on a particular resolution.

44 Postal ballots or electronic ballots

- (1) The Association may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal (other than an appeal under clause 18).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

45 Use of technology at general meetings

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

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

Part 7 – Miscellaneous

46 Insurance

The Association may effect and maintain insurance.

47 Funds - source

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

48 Funds - management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board or employees of the Association, being members or employees authorised to do so by the Board.

49 Change of name, objects and constitution

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

50 Custody of books etc.

Except as otherwise provided by this constitution, all records, books and other documents relating to the Association must be kept in New South Wales:

- (a) for a period of at least 7 years from the date of the transaction or when the document was prepared or obtained;
- (b) at the main premises of the Association, in the custody of the public officer or a member of the Association (as the Board determines), or
- (c) if the Association has no premises, at the Association's official address, in the custody of the public officer.

51 Association inspection of books etc.

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - (a) records, books and other financial documents of the Association,
 - (b) this constitution,
 - (c) minutes of all Board meetings and general meetings of the Association.

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- (2) A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the Board may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association or any one of its members.

52 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
- (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

53 Financial year

The financial year of the Association commences on 1 July and ends on the following 30 June.

54 Payments etc. of Office Bearers and Board Members

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

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

55 Conflicts of interest

- (1) A Board member must disclose to the Board any interest, direct or indirect, in any actual or proposed contract, agreement or arrangement with the Association as soon as practicable after that Board member becomes aware of the interest.

- (2) A Board member must disclose the nature and extent of any actual or perceived material personal interest or conflict of interest in a matter that is being considered at a Board meeting (or that is proposed in a circular resolution):
 - (a) to the other Board members; or
 - (b) if all of the Board members have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.
- (3) The disclosure of a material personal interest or a conflict of interest by a Board member must be recorded in the minutes of the meeting.
- (4) Each Board member who has a material personal interest or a conflict of interest in a matter that is being considered at a Board meeting (or that is proposed in a circular resolution) must not, except as provided under subclause 5:
 - (a) be present at the meeting while the matter is being discussed; or
 - (b) vote on the matter.
- (5) A Board member may still be present and vote if the Board members who do not have a material personal interest or a conflict of interest in the matter pass a resolution, in the absence of the conflicted Board member, that:
 - (a) identifies the Board member, the nature and extent of the Board member's interest in the matter and how it relates to the affairs of the Association; and
 - (b) says that those Board members are satisfied that the interest should not stop the Board member from voting or being present.

Part 8 – Confidentiality

56 Maintain confidentiality

All Board members and members must maintain the confidentiality of Association Information and must not disclose any Association Information to any person unless approved in writing by the chairperson, chief executive officer or by resolution of the Board.

57 Media authorisation and conduct

- (1) No individual Board member of the Association or any individual member of the Association may make media comment, issue media releases, participate in media interviews, or correspond with the media on behalf of the Association without the authorisation of the Board. This clause does not apply to the chairperson or the chief executive officer.
- (2) Without approval, an individual Board member, or individual member of the Association, may not hold out his or her views to be reflective of the views of the Association.
- (3) The Board may issue by-laws or policies and procedures in relation to media authorisation and conduct.