
Constitution of an Incorporated Association

of Women in Aid and Development Inc.

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Part 1 - Preliminary

1. Definitions

1.1 In this Constitution, unless the context otherwise requires:

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

Association has the meaning given in clause 2.1.

Board means the committee of members of the Association that is established under clause 18 in accordance with section 28 of the Act.

Board Member means a member of the Board under clause 18.

Chair means the chair or president for the time being of the Association.

Constitution means this constitution.

Foundation Member means each of the persons listed in Schedule 1.

General Member means a natural person who:

- (a) is aged 18 years or over;
- (b) agrees to support the Objects of the Association and act in accordance with this Constitution;
- (c) pays the membership fee to the Association in accordance with clause 7;
- (d) has applied for membership and been accepted by a majority vote of the Board in accordance with clause 8; and
- (e) meets any additional criteria established for membership in the Association as may be adopted by the Board from time to time.

General Voting Member means a natural person who:

- (a) is aged 18 years or over;
- (b) agrees to support the Objects of the Association and acts in accordance with this Constitution;
- (c) meets the eligibility criteria for voting membership in accordance with clause 8.3;
- (d) pays the membership fee to the Association in accordance with clause 7;
- (e) has applied for membership and been accepted by a majority vote of the Board in accordance with clause 8; and
- (f) meets any additional criteria established for membership in the Association as may be adopted by the Board from time to time.

Individual Members means a Member who is not an Organisational Member.

Interest includes any direct or indirect financial or commercial interest of a Board Member arising from any existing or proposed arrangement, contract, litigation or other proceedings between the Association on the one hand and the committee member on the other.

Large Organisational Member means an Organisational Member which has an annual revenue of an amount determined by the Board from time to time, with reference to the definitions used by (a) the Australian Council for International Development (**ACFID**) in relation to large ACFID members; and (b) the Australian Charities and Non-profits Commission (ACNC) in relation to large charities.

Life Member means a Member who satisfies the criteria in clause 8.6, and who has been offered and has accepted life membership of the Association in accordance with clause 8.7.

Medium Organisational Member means an Organisational Member which has an annual revenue of an amount determined by the Board from time to time, with reference to the definitions used by (a) the Australian Council for International Development (**ACFID**) in relation to medium ACFID members; and (b) the Australian Charities and Non-profits Commission (ACNC) in relation to medium charities.

Member means a member of the Association under clause 4, including the classes of membership referred to clause 5.

Model Constitution means the model constitution set out in Schedule 1 of the Regulation which would, but for this Constitution, apply to the Association under section 25 of the Act.

Objects means the objects of the Association set out in clause 3.1.

Officers means:

- (a) Chair;
- (b) Secretary;
- (c) Treasurer; and
- (d) any other role or office determined by the Board from time to time.

Organisational Member means an organisation or association that:

- (a) agrees to support the Objects of the Association and act in accordance with this Constitution;
- (b) pays the membership fee to the Association in accordance with clause 7;
- (c) has applied for membership and been accepted by a majority vote of the Board in accordance with clause 8; and
- (d) meets any additional criteria established for membership in the Association as may be adopted by the Board from time to time.

Public Officer means the public officer appointed by the Association in accordance with s 34 of the Act.

Regulation means the *Associations Incorporation Regulation 2016* (NSW).

Sector has the meaning given in clause **Error! Reference source not found.**

Secretary means:

- (a) the person holding office under this Constitution as secretary of the Association; or
- (b) if no person holds that office, the Public Officer of the Association.

Small Organisational Member means an Organisational Member which has an annual revenue of an amount determined by the Board from time to time, with reference to the definitions used by (a) the Australian Council for International Development (**ACFID**) in relation to small ACFID members; and (b) the Australian Charities and Non-profits Commission (ACNC) in relation to small charities..

Treasurer means the treasurer for the time being of the Association.

Voting Member means a Member of the Association, other than a General Member.

1.1 In this Constitution:

- (a) unless the context otherwise requires, a reference to:
 - (i) a reference to a function includes a reference to a power, authority and duty;
 - (i) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
 - (ii) the singular includes the plural and conversely;
 - (iii) a gender includes every gender;
 - (iv) the Act, any section, regulation or schedule of the Act or any other legislation is a reference to that law as amended, consolidated, supplemented or replaced;
 - (v) **in writing** or **written** includes printing, lithography, photography and other means of representing or reproducing words in a visible form;
 - (vi) any person includes a reference to any individual, company, body corporate, association, partnership, firm, joint venture, trust or government agency; and
 - (vii) **including** or **includes** means **including but not limited to** or **including without limitation**;
- (b) 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;
- (c) headings are for convenience only and must be ignored in interpreting this Constitution; and
- (d) if a period occurs from, after, until or before a day of an act or event, it excludes that day.

Model Constitution not to apply

- 1.2 The Model Constitution is displaced by this Constitution and does not apply to the Association to the extent that they would otherwise apply under section 25 of the Act.

Constitution subject to the Act

- 1.3 This Constitution is subject to the Act and if there is any conflict or inconsistency between a clause of this Constitution and the Act, (excluding the Model Constitution which is displaced by this Constitution), the Act prevails to the extent of the conflict or inconsistency.

2. Name of Association

- 2.1 The name of the association is Women in Aid and Development Association Inc.(**Association**) trading as Women in Aid & Development.
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3. Objects of Association

- 3.1 The Objects for which the Association is established and maintained are to share the skills, knowledge and experience of women in the aid and development sector (**Sector**) to incite, inspire and support all women to pursue and succeed in leadership roles.
- 3.2 Without limiting clause 3.1, the Objects of the Association will be carried out by undertaking any of the following activities:
- (a) establishing and maintaining a professional network for women who work, or aspire to work, in the Sector;
 - (b) supporting women to grow and develop their careers, and inspiring them to achieve leadership roles, in the Sector;
 - (c) helping improve the skills and knowledge of women working in the aid & development sector to enable them to overcome sector barriers to gender equality
 - (d) helping women to inform themselves on best practice standards in organisational leadership;
 - (e) helping Members of the Association to build skills to prepare and communicate effectively with decision makers when applying for leadership roles in the Sector;
 - (f) supporting Sector collaboration between peers and stakeholders with similar objectives;
 - (g) mobilising resources to support the Association's development, including by raising funds by admission fees, annual subscriptions and levies payable by Members, by inviting and encouraging members of the public to make gifts of money and property, and by seeking grants and philanthropic donations for the purposes of the Association and for other non-profit organisations with similar goals; and
 - (h) co-operating and working in partnership with others with similar purposes; and
 - (i) doing all such other things that are incidental or ancillary to any activities in this clause 3.2.

Part 2 - Membership

4. Membership Generally

- 4.1 A person is eligible to be a Member of the Association if:
- (a) the person is a natural person, and
 - (b) the person has applied and been approved for membership of the Association in accordance with clause 8.

- 4.2 A person is taken to be a Member of the Association if:
- (a) the person is a natural person; and
 - (b) the person was a Member of the Association immediately before the registration of the Association.
- 4.3 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.
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5. Categories of Members

- 5.1 The Members of the Association shall consist of:
- (a) General Members;
 - (b) General Voting Members;
 - (c) Organisational Members;
 - (d) Foundation Members;
 - (e) Life Members; and
 - (f) any other class of Members determined by the Board from time to time.
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6. Voting Rights

- 6.1 Subject to this Constitution, the rights, privileges and obligations for each class of Members shall be:
- (a) General Members shall have the right to receive notice of and attend a general meeting of the Association but shall have no voting rights and no right to accept any elected office within the Association;
 - (b) General Voting Members shall have the right to receive notice of, attend, take part in all discussions and vote on any resolution or matter at a general meeting of the Association and shall have the right to accept any elected office within the Association;
 - (c) Organisational Members shall have the right to receive notice of, attend, take part in all discussions and vote on any resolution or matter at a general meeting of the Association, but shall have no right to accept any elected office within the Association. For the avoidance of doubt, each Organisational Member shall have only one vote on any given resolution, which will be cast by a nominated individual from the organisation (as determined by the Organisation Member as it sees fit); and
 - (d) Foundation Members and Life Members shall have the right to receive notice of, attend, take part in all discussions and vote on any resolution or matter at a general meeting of the Association and shall have the right to accept any elected office within the Association.

7. Membership fees and subscriptions

7.1 Subject to clause 7.2, a Member of the Association must pay to the Association an annual membership fee of:

- (a) for Individual Members:
 - (i) \$70 for General Voting Members; and
 - (ii) \$50 for other Individual Members; and
- (b) for Organisational Members:
 - (i) \$100 for Small Organisational Members;
 - (ii) \$250 for Medium Organisational Members; and
 - (iii) \$500 for Large Organisational Members,

or, if some other amount is determined by the Board, that other amount.

7.2 A Life Member is not required to pay any annual fee to the Association.

7.3 The annual membership fee payable under clause 7.1 must be paid to the Association:

- (a) except as provided by clause 7.3(b), before the first day of the financial year of the Association in each calendar year; or
 - (b) if the Member becomes a Member on or after the first day of the financial year of the Association in any calendar year, on becoming a Member and before the first day of the financial year of the Association in each succeeding calendar year.
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8. Application for membership

8.1 An application by a person for membership of the Association:

- (a) must be made in writing (including by email or other electronic means) in the form determined by the Board, and
- (b) must be lodged (including by electronic means) with the Secretary of the Association.

8.2 As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Board, which is to determine whether to approve or to reject the application.

8.3 The Board must only approve an application for membership as a General Voting Member if the individual has received an invitation from the Board to apply for membership as a General Voting Member of the Association.

8.4 As soon as practicable after the Board makes that a determination under clause 8.2, the Secretary must:

- (a) notify the applicant in writing (including by email or other electronic means) that the Board approved or rejected the application (whichever is applicable), and

- (b) if the Board approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under clause 7 by a Member as admission fee and annual membership fee.
- 8.5 The Secretary must, on payment by the applicant of the amounts referred to in clause 8.4(b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of Members and, on the name being so entered, the applicant becomes a Member of the Association.
- 8.6 The Board may by Special Resolution determine to award a Member who has made an outstanding contribution to the Association over a substantial period with life membership of the Association. To be eligible for life membership, a Member must:
- (a) be nominated for life membership in writing by a member of the Board;
 - (b) be an Individual Member;
 - (c) have been an active and financial member of the Association or an active volunteer for the Association for a period of at least five years; and
 - (d) be of good character.
- 8.7 Upon receipt of a written offer of life membership from the Board, a Member must accept or reject the Association's determination to confer life membership in writing. Upon written acceptance, the Member's entry on the register of Members shall be as a Life Member.

9. Cessation of membership

- 9.1 A Member of the Association ceases to be a Member of the Association if the person:
- (a) dies, becomes mentally incapacitated, or is declared bankrupt;
 - (b) resigns their membership in accordance with clause 11.1;
 - (c) is expelled from the Association; or
 - (d) fails to pay the annual membership fee under clause 7.2 within 3 months after the fee is due.

10. Membership entitlements not transferable

- 10.1 A right, privilege or obligation which a person has by reason of being a Member of the Association:
- (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates on cessation of membership of the person in the Association (except as otherwise provided in this Constitution).

11. Resignation of membership

- 11.1 A Member of the Association may resign from membership of the Association by giving written notice of at least 1 month (or any other period that the Board may determine) of their

intention to resign to the Secretary. On the expiration of the period of notice, the Member ceases to be a Member.

- 11.2 If a Member of the Association ceases to be a Member under clause 11.1, 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.

12. Register of Members

- 12.1 The Secretary must establish and maintain a register of Members of the Association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a Member of the Association together with the date on which the person became a Member and date on which the person ceases to be a Member.
- 12.2 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.
- 12.3 The register of Members must be open for inspection, free of charge, by any Member of the Association at any reasonable hour.
- 12.4 A Member of the Association may obtain a copy of any part of the register of Members on payment of a fee of not more than \$1 for each page copied.
- 12.5 If a Member requests that any information contained on the register of Members about that Member (other than the Member's name) is not made available for inspection, then that information must not be made available for inspection.
- 12.6 A Member must not use information about a person obtained from the register of Members 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.
- 12.7 If the register of Members is kept in electronic form:
- (a) it must be convertible into hard copy; and
 - (b) the requirements in clauses 12.2 and 12.3 apply as if a reference to the register of Members is a reference to a current hard copy of the register of Members.

13. Members' liabilities

- 13.1 The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by clause 7.

14. Resolution of disputes

- 14.1 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*.
- 14.2 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.
- 14.3 The *Commercial Arbitration Act 2010* (NSW) applies to a dispute referred to arbitration.
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15. Disciplining of Members

- 15.1 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.
- 15.2 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 15.3 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;
 - (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.
- 15.4 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.
- 15.5 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 16.1.
- 15.6 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 16.4,
- whichever is the later.

16. Right of appeal of disciplined Member

- 16.1 A Member may appeal to the Association in general meeting against a resolution of the Board under clause 15.4, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 16.2 A notice under clause 16.1 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.
- 16.3 On receipt of a notice from a Member under clause 16.1, 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.
- 16.4 At a general meeting of the Association convened under 16.3:
- (a) no business other than the question of the appeal is to be transacted;
 - (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.
- 16.5 The appeal is to be determined by a simple majority of votes cast by Members of the Association.

Part 3 - The Board

17. Powers of the Board

Subject to the Act, the Regulation, this Constitution and 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 the functions that 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 the acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.
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18. Composition and membership of Board

- 18.1 The number of Board Members must be at least 5 and, unless otherwise determined at the annual meeting of the Association, no more than 7.
- 18.2 The Board is to consist of:
- (a) the Officers of the Association; and
 - (b) at least one Voting Member,

each of whom is aged at least 18 years and is elected at an annual general meeting of the Association, and at least of 3 of whom ordinarily reside in Australia.

- 18.3 A Board Member may hold up to 2 offices.
- 18.4 Each Board Member is, subject to this Constitution, to hold office until immediately before the election of Board Members at the third annual general meeting following the date of their election, and is eligible for re-election.
- 18.5 The maximum number of consecutive terms for which a Board Member may hold office is 3 terms.

19. Election of Board Members

- 19.1 Nominations of candidates for election as Board Members:
- (a) must be made in writing, signed by 2 Members 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 at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 19.2 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.
- 19.3 If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- 19.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 19.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 19.6 The ballot for the election of Board Members is to be conducted at the annual general meeting in any usual and proper manner that the Board directs.
- 19.7 A person nominated as a candidate for election as a Board Member must be a General Voting Member or a Founding Member.

20. Secretary

- 20.1 The Secretary must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- 20.2 It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
- (a) all appointments of Board Members;
 - (b) the names of the Board Members present at a Board meeting or a general meeting; and
 - (c) all proceedings at Board meetings and general meetings.

- 20.3 Minutes of proceedings at a meeting must be signed (including by electronic signature) by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
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21. Treasurer

- 21.1 It is the duty of the Treasurer to 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.
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22. Casual Vacancies

- 22.1 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a Member of the Association to fill the vacancy and the Member so appointed is to hold office, subject to this Constitution, until the annual general meeting next following the date of the appointment.
- 22.2 A casual vacancy in the office of a Member of the Board occurs if the Member:
- (a) dies;
 - (b) ceases to be a Member of the Association;
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
 - (d) resigns office by notice in writing given to the Secretary;
 - (e) is removed from office under clause 23;
 - (f) becomes a mentally incapacitated person;
 - (g) is absent without the consent of the Board from 3 consecutive meetings of the Board;
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cth).
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23. Removal of Board Members

- 23.1 The Association in general meeting may by resolution remove any Board Member 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.
- 23.2 If a Board Member to whom a proposed resolution referred to in clause 23.1 relates makes representations in writing to the Secretary or Chair (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Association, the Secretary

or the Chair may send a copy of the representations to each Member of the Association or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

24. Register of Board Members

- 24.1 The Secretary must establish and maintain a register of Board Members of the Association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a Board Member of the Association together with the date on which the person became a Board Member and date on which the person ceased to be a Board Member.
- 24.2 The register of Board 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.

25. Board meetings and quorum

- 25.1 The Board must meet at least 4 times in each calendar year at the place and time that the Board may determine.
- 25.2 Additional meetings of the Board may be convened by the President or by any Board Member.
- 25.3 Oral or written notice (including by email or other electronic means) of a meeting of the Board must be given by the Secretary to each Board Member at least 48 hours (or any other period that may be unanimously agreed on by the Board Members) before the time appointed for the holding of the meeting.
- 25.4 Notice of a meeting given under clause 25.3 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.
- 25.5 Any 3 Board Members constitute a quorum for the transaction of the business of a meeting of the Board.
- 25.6 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.
- 25.7 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.
- 25.8 At a meeting of the Board:
- (a) the Chair is to preside, or
 - (b) if the Chair is absent or unwilling to act, one of the remaining Board Members chosen by the Board Members present at the meeting is to preside.

26. Use of technology at Board meetings

- 26.1 A Board meeting may be held at 2 or more venues using any technology approved by the Board that gives each of the Board Members a reasonable opportunity to participate.
- 26.2 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.
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27. Disclosure of Interests

- 27.1 If:
- (a) a Board Member has a direct or indirect Interest in a matter being considered or about to be considered at a Board meeting; and
 - (b) the Interest appears to raise a conflict with the proper performance of the Board Member's duties in relation to the consideration of the matter,
- the Board Member must, as soon as possible after the relevant facts have come to the Board Member's knowledge, disclose the nature of the Interest at a Board meeting.
- 27.2 Particulars of any disclosure made under this clause 28 must be recorded by the Board in a book kept for that purpose and that book must be open at all reasonable hours to inspection by any Member of the Association on payment of a fee determined by the Board (but not exceeding any maximum fee that may be prescribed by any applicable law).
- 27.3 The book must be kept at the principal place of administration of the Association.
- 27.4 After a Board Member has disclosed the nature of an Interest in any matter, the Board Member must not, unless the Board otherwise determines:
- (a) be present during any deliberation of the Board with respect to the matter; or
 - (b) take part in any decision of the Board with respect to the matter.
- 27.5 For the purposes of the making of a determination by the Board under clause 27.4, a Board Member who has a direct or indirect Interest in a matter to which the disclosure relates must not:
- (a) be present during any deliberation of the Board for the purpose of making the determination; or
 - (b) take part in the making by the Board of the determination.
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28. Delegation by Board to sub-committee

- 28.1 The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of one or more Members of the Association that the Board thinks fit) the exercise of any of the functions of the Board that 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.

- 28.2 A function the exercise of which has been delegated to a sub-committee under clause 28.1 may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 28.3 A delegation under clause 28.1 may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- 28.4 Despite any delegation under clause 28.1, the Board may continue to exercise any function delegated.
- 28.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under clause 28.1 has the same force and effect as it would have if it had been done or suffered by the Board.
- 28.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under clause 28.1.
- 28.7 A sub-committee may meet and adjourn as it thinks proper.
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29. Voting and decisions

- 29.1 Questions arising at a meeting of the Board or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of the Committee Members or sub-committee Members present at the meeting.
- 29.2 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.
- 29.3 Subject to clause 25.5, the Board may act despite any vacancy on the Board.
- 29.4 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 4 - General Meetings

30. Annual general meetings

- 30.1 The Association must hold its first annual general meeting within 18 months after its registration under the Act. Thereafter, the Association must hold its annual general meetings:
- (a) within 6 months after the close of the Association's financial year; or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.
- 30.2 The annual general meeting of the Association is, subject to the Act and to clause 30.1, to be convened on the date and at the place and time that the Board thinks fit.

- 30.3 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 Board Members (including Officers); and
 - (d) to receive and consider any financial statement or report required to be submitted to Members under the Act.
- 30.4 An annual general meeting must be specified as that type of meeting in the notice convening it.
-

31. Special general meetings

- 31.1 The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- 31.2 The Board must, on the requisition of at least 5% of the total number of Members, convene a special general meeting of the Association.
- 31.3 A requisition of Members for a special general meeting:
- (a) must be in writing (including in electronic form);
 - (b) must state the purpose or purposes of the meeting;
 - (c) must be signed by the Members making the requisition (including an electronic or transmitted signature);
 - (d) must be lodged with the Secretary (including in electronic form); and
 - (e) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 31.4 If the Board fails to convene a special general meeting to be held within 1 month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 31.5 A special general meeting convened by a Member or Members as referred to in clause 31.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.
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32. Special resolutions

- 32.1 A special resolution must be passed by a general meeting of the Association to effect the following changes:
- (a) a change of the Association's name;
 - (b) a change of the Association's Constitution;

- (c) a change of the Association's Objects;
 - (d) an amalgamation with another Incorporated Association; or
 - (e) to voluntarily wind up the Association and distribute its property.
- 32.2 A special resolution must be passed in accordance with section 39 of the Act and this clause 32.
- 32.3 Subject to clauses 32.1 and 32.2, a resolution of the Association is passed as a special resolution if it is supported by at least three-quarters (3/4) of the votes cast by Members of the Association in person and who, under this Constitution, are eligible to vote on the proposed resolution.

33. Notice

- 33.1 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.
- 33.2 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 clause 33.1, the intention to propose the resolution as a special resolution.
- 33.3 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 30.3.
- 33.4 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.

34. Quorum for general meetings

- 34.1 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.
- 34.2 A quorum is constituted by 5 Members present (being Members entitled under this Constitution to vote at a general meeting) in person or by proxy or attorney.
- 34.3 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 Member, 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.

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

- 35.1 The Chair is to preside as chairperson at each general meeting of the Association.
- 35.2 If the Chair is absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.
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36. Adjournment of general meeting

- 36.1 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.
- 36.2 If a general meeting is adjourned for more than one month, 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.
- 36.3 Except as provided in clauses 36.1 and 36.2, 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.
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37. Postal or electronic ballots

- 37.1 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 16.4).
- 37.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.
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38. Use of technology

- 38.1 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.
- 38.2 A Member of the 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.
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39. Resolution determined by majority

- 39.1 At a general meeting:
- (a) all proposed resolutions submitted to the meeting will be decided by a simple majority of votes except where a greater majority is required by this Constitution or the Act;
 - (b) if necessary the chairperson of the meeting will have a casting vote in addition to the votes to which the chair may be entitled as a Member; and

- (c) in the first instance, voting will be on a show of hands. A declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution; and
- (d) a poll may be demanded on any proposed resolution before the close of the meeting by the chairperson of the meeting or any Member (or their proxy or attorney). The chair must decide in each case the manner in which a poll will be taken.

40. Voting

- 40.1 On any question arising at a general meeting of the Association a Member has one vote only.
- 40.2 A Member is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member to the Association has been paid.
- 40.3 A Member is not entitled to vote at any general meeting of the Association if the Member is under 18 years of age.

41. Attorney of Member

- 41.1 Any Member may appoint an attorney to act on its behalf at any or all general meetings or all general meetings during a specified period. Before the first meeting at which the attorney acts on the Member's behalf, the relevant power of attorney must be lodged (including by electronic means) with the Secretary of the Association. At the first meeting and at any subsequent meeting to which the power of attorney may relate, the attorney must hand to the chairperson of the meeting a properly executed declaration of non-revocation of the power of attorney.

42. Proxies

- 42.1 The instrument appointing a proxy must be in writing signed by the appointor or by the appointor's attorney properly authorised in writing.
- 42.2 Any Member who cannot attend the meeting in person may authorise a person as his proxy to attend the meeting on his behalf and vote on any resolution (other than a resolution under clause 32.1 which requires approval of a special resolution of the Association).
- 42.3 The instrument appointing a proxy and the original power of attorney (if any) under which it is signed or a certified copy of the power of attorney must be lodged with the Secretary (including by electronic form) at least 48 hours before the time for holding the meeting.
- 42.4 An instrument appointing a proxy will only be valid for 12 months from the date of its execution unless it states that it is valid for all meetings until revoked, except that any instrument may be used at any adjournment of the meeting for which it was originally intended.
- 42.5 Unless the Secretary has received written notice of the matter before the start or resumption of the general meeting at which a proxy or an attorney votes, a vote cast by the proxy or attorney will be valid even if, before the proxy or attorney voted, the Member:

- (a) dies;
 - (b) is mentally incapacitated;
 - (c) revokes the proxy's or attorney's appointment; or
 - (d) revokes the authority under which the proxy or attorney was appointed by a third party.
- 42.6 Every instrument of proxy must specify the Member's name and address, the Association's name, the proxy's name or the name of the office held by the proxy and the meetings at which the proxy may be used.
- 42.7 The instrument of proxy may be worded so that a proxy is directed to vote either for or against each of the resolutions to be proposed. Any instrument of proxy deposited in accordance with this Constitution in which the name of the appointee is not filled will be deemed to be given in favour of the chair of the meeting to which it relates.

Part 5 - Miscellaneous

43. Insurance

The Association may effect and maintain insurance.

44. Funds

- 44.1 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, any other sources that the Board determines.
- 44.2 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.
- 44.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 44.4 Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used solely in pursuance of the Objects in the manner that the Board determines.
- 44.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.
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45. Association is non-profit

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

46. Winding up

- 46.1 Subject to the Act and the Regulations, in a winding up of the Association, any surplus property of the Association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual Members.
- 46.2 In this clause 46, a reference to the surplus property of the Association is a reference to the property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.
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47. Books and records

- 47.1 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) at the main premises of the Association, in the custody of the Public Officer or a Member of the Association (as the Board determines); or
 - (b) if the Association has no premises, at the Association's official address, in the custody of the Public Officer.
- 47.2 The following documents must be open to inspection, free of charge, by a Member of the Association at any reasonable hour:
- (a) records, books and other financial documents of the Association,
 - (b) this Constitution,
 - (c) minutes of all Board meetings and general meetings of the Association.
- 47.3 A Member of the Association may obtain a copy of any of the documents referred to in clause 47.2 on payment of a fee of not more than \$1 for each page copied.
- 47.4 Despite clauses 47.2 and 47.3, 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.
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48. Notices

- 48.1 For the purpose of this Constitution, a notice may be served on or given to a person:
- (a) personally, by post, by email or electronically to the relevant address or electronic address of the person, or as advised by the person; or
 - (b) otherwise by any other method permitted by the Act.
- 48.2 In the case of a person whose registered address is outside Australia, a notice sent by post must be sent by pre-paid airmail in an envelope.
- 48.3 Any notice sent by post will be deemed to have been served on the day following the day on which the notice is posted unless sent by airmail to an address outside the country in which it was posted, in which case it will be deemed to have been served on the fifth day following the day on which it is posted.

- 48.4 A notice sent by email or other electronic means will be deemed to have been served on the same day that it is sent.
- 48.5 To prove service by post, it is sufficient to prove that the notice with required postage was properly addressed and posted. A certificate in writing signed by any Board Member of the Association that the notice was properly addressed and posted will be conclusive evidence of those matters.
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49. Change of name, Objects and Constitution

- 49.1 An application for registration of a change in the Association's name, Objects or Constitution in accordance with section 10 of the Act is to be made by the Public Officer or a Board Member.
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50. Financial year

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

Execution

Adopted by the Foundation Members of the Association

Signed by Christine Franks

in the presence of:

Signature of witness

Signature of Christine Franks

Name of witness (please print)

Signed by Michelle Pearce

in the presence of:

Signature of witness

Signature of Michelle Pearce

Name of witness (please print)

Signed by Emma Bull

in the presence of:

Signature of witness

Signature of Emma Bull

Name of witness (please print)

Signed by Rebecca MacFarling

in the presence of:

Signature of witness

Signature of Rebecca MacFarling

Name of witness (please print)

Signed by Jacinta Harford

in the presence of:

Signature of witness

Signature of Jacinta Harford

Name of witness (please print)

Signed by Jessie Rudd

in the presence of:

Signature of witness

Signature of Jessie Rudd

Name of witness (please print)

Signed by Lauren Bradley

in the presence of:

Signature of witness

Signature of Lauren Bradley

Name of witness (please print)

Schedule 1

Foundation Members

1. Christine Franks
2. Michelle Pearce
3. Emma Bull
4. Rebecca MacFarling
5. Jacinta Harford
6. Jessie Rudd
7. Lauren Bradley