



**CONSTITUTION
OF
Sydney's Animals For Everyone
Rehoming**

An Incorporated Association
ABN 68 545 973 832

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Preliminary

Definitions and interpretation

1. Definitions

In this constitution:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth)

The Act refers to the *Associations Incorporated Act 2009* (The Act)

The Association means the **association** referred to in clause 4

elected chairperson means a person elected by the committee members to be the **association's** chairperson under clause 45.

The Five Freedoms are an internationally recognised set of recommendations for Animal Welfare, as follows:

- i. **Freedom from hunger and thirst** by ready access to fresh water and a diet to maintain full health and vigour,
- ii. **Freedom from discomfort** by providing an appropriate environment and including shelter and a comfortable resting area,
- iii. **Freedom from pain, injury or disease** by prevention or rapid diagnosis and treatment
- iv. **Freedom to express (most) normal behaviour** by providing sufficient space, proper facilities and association of the animal's own kind (if applicable) and
- v. **Freedom from fear and distress** by ensuring conditions and treatment which avoid mental suffering.

General meeting means a meeting of members and includes the annual **general meeting**, under clause 24.

Initial member means a person who is named in the application for registration of the **association**, with their consent, as a proposed member of the **association**

Member present means, in connection with a **general meeting**, a **member present** in person, by representative or by proxy at the venue or venues for the meeting

Registered charity means a charity that is registered under the **ACNC Act**

resolution means a decision which has been passed via vote of members or committee members

Special resolution means a resolution:

- i. of which notice has been given under clause 25.5, and
- ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution, and

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. Reading this constitution with the Associations Incorporated Act

- 2.1 The replaceable rules set out in **The Act** do not apply to the **association**.
- 2.2 While the **association** is a **registered charity**, the **ACNC Act** and **The Act** will override any clauses in this constitution which are inconsistent with those Acts.
- 2.3 If the **association** is not a **registered charity** (even if it remains a charity), **The Act** overrides any clause in this constitution which is inconsistent with that Act.

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- 2.4 A word or expression that is defined in **The Act**, or used in that **Act** and covering the same subject, has the same meaning as in this constitution.

3. Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

4. Name of the association

The name of the **association** is *Sydney's Animals For Everyone Rehoming* (the **association**).

5. Type of association

The **association** is a not-for-profit **incorporated association** which is established to be, and to continue as, a charity.

6. Definitions

In this constitution, words and phrases have the meaning set out in clause 1.

Charitable purposes and powers

7. Objectives

The **association's** object is to pursue the following charitable purposes:

- (a) to promote the proper and fair treatment of animals,
- (b) to reduce and prevent cruelty to animals,
- (c) to help lost, homeless, unwanted and abandoned animals by providing them, at a minimum, the **Five Freedoms**,
- (d) to educate the public on and promote responsible animal ownership,
- (e) to raise and manage Funding for the Association to fulfil its objects and accept tax deductible donations,
- (f) participate in other acts which the Association sees conducive or incidental to fulfilling its objects.

8. Powers

Subject to clause 9, the **association** has the following powers, which may only be used to carry out its purpose(s) set out in clause 7:

- (a) the powers of an individual, and
- (b) all the powers of an **incorporated association** under **The Act**.

9. Not-for-profit

- 9.1 The **association** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 9.2.
- 9.2 Clause 9.1 does not stop the **association** from doing the following things, provided they are done in good faith:
- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **association**, or

- (b) making a payment to a member in carrying out the **association's** charitable purpose(s).

10. Amending the constitution

- 10.1 Subject to clause 10.2, the members may amend this constitution by passing a **special resolution**.
- 10.2 The members must not pass a **special resolution** that amends this constitution if passing it causes the **association** to no longer be a charity.
- 10.3 The Australian Charity and Not-for-profit Commission (ACNC) and the Australian Tax Office (ATO) must be notified of any change to the constitution passed as per clause 10.1.

Members

11. Membership and register of members

- 11.1 The members of the **association** are:
 - (a) **initial members**, who will become members on the date in which this constitution becomes effective, and
 - (b) any other person that the office bearers allow to be a member, in accordance with this constitution.
- 11.2 The **association** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
 - (a) for each current member:
 - i. name
 - ii. address
 - iii. any alternative address nominated by the member for the service of notices,
 - iv. telephone number/s,
 - v. email address and
 - vi. date the member was entered on to the register.
 - (b) for each person who stopped being a member in the last 7 years:
 - i. name
 - ii. address
 - iii. any alternative address nominated by the member for the service of notices,
 - iv. telephone number/s.
 - v. email address and
 - vi. dates the membership started and ended.
- 11.3 The **association** must give current members access to the register of members, a reason must be supplied before access is granted.
- 11.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

12. Who can be a member

- 12.1 A person who supports the purposes of the **association** is eligible to apply to be a member of the **association** under clause 13.
- 12.2 In this clause, 'person' means an individual or incorporated body.

13. How to apply to become a member

A person (as defined in clause 12.2) may apply to become a member of the **association** by writing to the secretary stating that they:

- (a) want to become a member
- (b) support the purpose(s) of the **association**, and
- (c) Have completed and provided the membership application to the committee members (via the secretary or directly to the committee),
- (d) Have sent or previously paid the annual membership fee (as defined in clause 14), if applicable.

14. Membership fee

- 14.1 The membership fee is the amount of money, which will be determined by the committee, required to attain a membership of the **association**. The fee must be provided with or prior to the application for membership. There will be a different fee for each category of memberships (as set out in clause 15), these will be determined by the committee.
- 14.2 The membership fee must be paid on or prior to the 30th June each year. If the fee is not received by this date, the membership is upheld for 1 month before attempts are made to contact the member. If after 3 months after the due date, the member has not contacted the association, the membership will be revoked (as per clause 19 (f)),
- 14.3 The membership fee must be paid by the member or proposed member only,
- 14.4 Honorary Life Members are not required to pay the annual membership fee,
- 14.5 Initial members will be required to pay the membership fee at the date determined by the committee.

15. Types of Memberships

All members must fit into to one of the following types of memberships

- (a) Honorary Life Member – awarded to a member who has contributed considerably to the **association's** objects or to animal welfare in general. The award is to be determined by the board but can be nominated by any member,
- (b) Life Member – a member who pays a one-off fee (in accordance with clause 14) for a life membership, Life Members are not required to pay the annual fee.
- (c) Standard Member – a member who pays an annual fee (in accordance with clause 14) for a standard or concession membership, and is over the age of 18.
- (d) Junior Member – a member who has paid the fee (in accordance with clause 14) for a Junior member, and is under the age of 18.

16. The Committee decide whether to approve membership

- 16.1 The committee must consider an application for membership within a reasonable time after the secretary receives the application.
- 16.2 If the committee approve an application, the secretary must as soon as possible:
 - (a) enter the new member on the register of members, and

- (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 17).
- 16.3 If the committee reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected. The reason/s for the rejection must communicated to the applicant with the notice.
- 16.4 For the avoidance of doubt, the committee may approve an application even if the application does not state the matters listed in clauses 13(a) or 13(b). In that case, by applying to be a member, the applicant agrees to those two matters.

17. When a person becomes a member

Other than **initial members**, an applicant will become a member when they are entered on the register of members.

18. Failure to comply and uphold the objects in this Constitution

If it is determined by the committee that a member has breached a clause of this constitution or knowingly engaged in conduct which is contrary to the objects of this constitution, the committee are to follow the dispute resolution process in clause 20.

19. When a person stops being a member

A person immediately stops being a member if they:

- (a) die
- (b) are wound up or otherwise dissolved or deregistered (for an incorporated member)
- (c) resign, by writing to the secretary
- (d) are expelled under clause 20,
- (e) have not provided the association with the annual membership fee prior to or within 3 months after the scheduled date (as listed in clause 14), or
- (f) have not responded within two months to a written request from the secretary that they confirm in writing that they want to remain a member.
- (g) Is convicted of an offence under the *Prevention of Cruelty to Animals Act 1986*.

Dispute resolution and disciplinary procedures

20. Dispute resolution

- 20.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or committee member and:
 - (a) one or more members
 - (b) one or more office bearers, or
 - (c) the **association**.
- 20.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 21, until the disciplinary procedure is completed.
- 20.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 20.4 If those involved in the dispute do not resolve it under clause 20.3, they must within 10 days:
 - (a) tell the committee members about the dispute in writing
 - (b) agree or request that a mediator be appointed, and
 - (c) attempt in good faith to settle the dispute by mediation.
- 20.5 The mediator must:

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- (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
 - i. for disputes between members, a person chosen by the committee members, or
 - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the **association** has its registered office.
- 20.6 A mediator chosen by the committee members under clause 20.5(b)(i):
- (a) may be a member or former member of the **association**
 - (b) must not have a personal interest in the dispute, and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 20.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard
 - (b) allow those involved a reasonable chance to review any written statements
 - (c) ensure that those involved are given natural justice, and
 - (d) not make a decision on the dispute.
- ### 21. Disciplining members
- 21.1 In accordance with this clause, the committee members may resolve to warn, suspend or expel a member from the **association** if the office bearers consider that:
- (a) the member has breached this constitution, or
 - (b) the member's behaviour is causing, has caused, or is likely to cause harm to the **association**.
- 21.2 At least 14 days before the committee members' meeting at which a resolution under clause 21.1 will be considered, the secretary must notify the member in writing:
- (a) that the committee members are considering a resolution to warn, suspend or expel the member,
 - (b) that this resolution will be considered at a committee member meeting and the date of that meeting,
 - (c) what the member is said to have done or not done,
 - (d) the nature of the resolution that has been proposed, and
 - (e) that the member may provide an explanation to the committee members, and details of how to do so.
- 21.3 Before the committee members pass any resolution under clause 21.1, the member must be given a chance to explain or defend themselves by:
- (a) sending the committee members a written explanation before that committee members' meeting, and/or
 - (b) speaking at the meeting.
- 21.4 After considering any explanation under clause 21.3, the committee members may:
- (a) take no further action
 - (b) warn the member
 - (c) suspend the member's rights as a member for a period of no more than 12 months
 - (d) expel the member
 - (e) refer the decision to an unbiased, independent person on conditions that the committee members consider appropriate (however, the person can only

- make a decision that the committee members could have made under this clause), or
- (f) require the matter to be determined at a **general meeting**.
- 21.5 The committee members cannot fine a member.
 - 21.6 The secretary must give written notice to the member of the decision under clause 21.4 as soon as possible.
 - 21.7 Disciplinary procedures must be completed as soon as reasonably practical.
 - 21.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.
 - 21.9 Members who have been disciplined have the right to appeal decisions made by the committee. The member must inform the secretary in writing within 21 days of the decision being handed down and the appeal will be subject to clause 21.4 (f).

General meetings of members

22. General meetings called by the committee

- 22.1 The committee members may call a **general meeting**.
- 22.2 The committee members must provide the members 14 days notice of the meeting and should include the following with the notice:
 - (a) Agenda of the general meeting
 - (b) Minutes from previous general meeting or annual general meeting
 - (c) a review of the **association's** activities by the President
 - (d) a review of the **association's** finances by the Treasurer
 - (e) any auditor's report
 - (f) the election of committee members, and
 - (g) the appointment and payment of auditors, if any.
- 22.3 The notice must include the start and finish times of the meeting,
- 22.4 If members with at least 5% of the votes that may be cast at a **general meeting** make a written request to the **association** for a **general meeting** to be held, the office bearers must:
 - (a) within 21 days of the members' request, give all members notice of a **general meeting** (as per clause 22.2), and
 - (b) hold the **general meeting** within 2 months of the members' request.
- 22.5 The percentage of votes that members have (in clause 22.3) is to be worked out as at midnight before the members request the meeting.
- 22.6 The members who make the request for a **general meeting** must:
 - (a) state in the request any resolution to be proposed at the meeting
 - (b) sign the request, and
 - (c) give the request to the **association**.
- 22.7 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

23. General meetings called by members

- 23.1 If the committee members do not call the meeting within 14 days of being requested under clause 22.42, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.
- 23.2 To call and hold a meeting under clause 23.1 the members must:

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- (a) as far as possible, follow the procedures for **general meetings** set out in this constitution
 - (b) call the meeting using the list of members on the **association's** member register, which the **association** must provide to the members making the request at no cost, and
 - (c) hold the **general meeting** within three months after the request was given to the **association**.
- 23.3 The **association** must pay the members who request the **general meeting** any reasonable expenses they incur because the office bearers did not call and hold the meeting.

24. Annual general meeting

- 24.1 A **general meeting**, called the annual **general meeting**, must be held:
- (a) within 18 months after registration of the **association**, and
 - (b) after the first annual **general meeting**, at least once in every calendar year.
- 24.2 Before the Annual General Meeting, the committee members must follow the instructions as per clause 22.2 and 22.3.
- 24.3 The President, Treasurer and auditor's reports must be summarised verbally and limited to a maximum of 10 minutes per report to allow enough time for members to seek clarification and ask questions and/or make comments about the management of the association,
- 24.4 The chairperson of the annual **general meeting** must allow reasonable opportunity at the meeting for members to ask questions as per clause 24.3.

25. Notice of general meetings

- 25.1 Notice of a **general meeting** must be given, as per clause 22.2 and 22.3, to:
- (a) each member entitled to vote at the meeting
 - (b) each committee member, and
 - (c) the auditor (if any).
- 25.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.
- 25.3 Subject to clause 25.4, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand, or
 - (b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 25.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a committee member,
 - (b) appoint a committee member in order to replace a committee member who was removed, or
 - (c) remove an auditor.
- 25.5 Notice of a **general meeting** must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
 - (b) the general nature of the meeting's business

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- (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
 - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - i. the proxy does not need to be a member of the **association**
 - ii. the proxy form must be delivered to the **association** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - iii. the proxy form must be delivered to the **association** at least 48 hours before the meeting.
- 25.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

26. Quorum at general meetings

- 26.1 For a **general meeting** to be held, at least 10 members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).
- 26.2 No business may be conducted at a **general meeting** if a quorum is not present.
- 26.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week
 - (b) if the time is not specified – the same time, and
 - (c) if the place is not specified – the same place.
- 26.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

27. Adjournment of meetings

- 27.1 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.
- 27.2 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.
- 27.3 Except as provided in clauses 26.2 and 26.3, 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.

28. Auditor's right to attend meetings

- 28.1 The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

- 28.2 The **association** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **association** is entitled to receive.

29. Representatives of members

- 29.1 An incorporated member may appoint as a representative:
- (a) one individual to represent the member at meetings and to sign circular resolutions under clause 36, and
 - (b) the same individual or another individual, for the purpose of being appointed or elected as a committee member.
- 29.2 The appointment of a representative by a member must:
- (a) be in writing
 - (b) include the name of the representative
 - (c) be signed on behalf of the member, and
 - (d) be given to the **association** or, for representation at a meeting, be given to the chairperson before the meeting starts.
- 29.3 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.
- 29.4 The appointment may be standing (ongoing).

30. Using technology to hold meetings

- 30.1 The **association** may hold a **general meeting** at two or more venues using any technology that gives the members, as a whole a reasonable opportunity to participate, including to hear and be heard.
- 30.2 Anyone using this technology is taken to be present in person at the meeting and included in the quorum.

31. Chairperson for general meetings

- 31.1 The **elected chairperson** is entitled to chair **general meetings**.
- 31.2 The members present who are entitled to vote at a **general meeting** may choose a committee member or member to be the chairperson for that meeting if:
- (a) there is no **elected chairperson**, or
 - (b) the **elected chairperson** is not present within 30 minutes after the starting time set for the meeting, or
 - (c) the **elected chairperson** is present but says they do not wish to act as chairperson of the meeting.

32. Role of the chairperson

- 32.1 The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 32.2 As set out in clause 24.4.
- 32.3 The chairperson does not have a casting vote.

33. Adjournment of Annual General Meetings

- 33.1 If a quorum is present, an **annual general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.
- 33.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

34. Members' resolutions and statements

- 34.1 Members with at least 5% of the votes that may be cast on a resolution may give:
- (a) written notice to the **association** of a resolution they propose to move at a **general meeting** (members' resolution), and/or
 - (b) a written request to the **association** that the **association** give all its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 34.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 34.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 34.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 34.5 The percentage of votes that members have (as described in clause 34.1) is to be worked out as at midnight before the request or notice is given to the **association**.
- 34.6 If the **association** has been given notice of a members' resolution under clause 34.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 34.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

35. The Association must give notice of proposed resolution or distribute statement

- 35.1 If the **association** has been given a notice or request under clause 34:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **association's** cost, or
 - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **association** in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the members may pass a resolution that the **association** will pay these expenses.
- 35.2 The **association** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1,000 words long
 - (b) the office bearers consider it may be defamatory
 - (c) clause 35.1(b) applies, and the members who proposed the resolution or made the request have not paid the **association** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
 - (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

36. Circular resolutions of members

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- 36.1 Subject to clause 36.3, the committee members may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).
- 36.2 The committee members must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- 36.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a committee member or remove a committee member,
 - (b) for passing a **special resolution**, or
 - (c) where the **Corporations Act** or this constitution requires a meeting to be held.
- 36.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 36.5 or clause 36.6.
- 36.5 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (b) a separate copy of that document, as long as the wording is the same in each copy.
- 36.6 The **association** may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings

37. How many votes a member has

Each member has one vote.

38. Time as member prior to voting rights

- 38.1 Members must hold their membership for 12 months before they gain voting rights (except if clause 38.2 is applicable).
- 38.2 Only **Initial Members** will have voting rights immediately.

39. Challenge to member's right to vote

- 39.1 A member or the chairperson may only challenge a person's right to vote at a **general meeting**, at that meeting.
- 39.2 If a challenge is made under clause 39.1, a sub-committee must be formed (as per clause 52) to determine whether the member is entitled to vote or not.
- 39.3 The resolution may need to be held until this is determined and/or the meeting adjourned (as per clause 27).

40. How voting is carried out

- 40.1 Voting must be conducted and decided by:
- (a) a show of hands
 - (b) a vote in writing, or

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- (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 40.2 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.
- 40.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 40.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

41. When and how a vote in writing must be held

- 41.1 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 **members present**
 - (b) **members present** with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
 - (c) the chairperson.
- 41.2 A vote in writing must be taken when and how the chairperson directs, unless clause 41.3 applies.
- 41.3 A vote in writing must be held immediately if it is demanded under clause 41.1:
 - (a) for the election of a chairperson under clause 32.2, or
 - (b) to decide whether to adjourn the meeting.
- 41.4 A demand for a vote in writing may be withdrawn.

42. Appointment of proxy

- 42.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 42.2 A proxy does not need to be a member.
- 42.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
 - (a) speak at the meeting
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
 - (c) join in to demand a vote in writing under clause 41.1.
- 42.4 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.
- 42.5 A proxy appointment may be standing (ongoing).
- 42.6 Proxy forms must be received by the **association** at the address stated in the notice under clause 25.5(d) or at the **association's** registered address at least 48 hours before a meeting.
- 42.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 42.8 Unless the **association** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:

- (a) dies
 - (b) is mentally incapacitated
 - (c) revokes the proxy's appointment, or
 - (d) revokes the authority of a representative or agent who appointed the proxy.
- 42.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

43. Voting by proxy

- 43.1 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote,
 - (b) if the way they must vote is specified on the proxy form, must vote that way, and
 - (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

The Committee

44. Number of committee members

The **association** must have at least five and no more than seven committee members.

45. Election of committee members and appointment of office bearers

- 45.1 The initial committee members of the **association** will be elected at the first general meeting by the members.
- 45.2 From the first Annual General Meeting onwards, all committee members shall be nominated and elected by the members annually at the Annual General Meeting.
- 45.3 Nominations of candidates for election as committee 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 3 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 45.4 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 45.5 If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- 45.6 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 45.7 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 45.8 The ballot for the election of committee members of the committee is to be conducted as per clause 40, at the annual general meeting.

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- 45.9 A person nominated as a candidate for election as a committee member of the association must be a member of the association.
- 45.10 A associate member may not be nominated for election as an office bearer or committee member.
- 45.11 Each of the committee members must be appointed by a separate resolution, unless:
- (a) Clauses 45.4, 45.5 or 45.6 are in effect, or
 - (b) the members present have first passed a resolution that the appointments may be voted on together, and
 - (c) no votes were cast against that resolution.
- 45.12 A person is eligible for election as an office bearer or committee member of the **association** if they:
- (a) are a member of the **association** for 1 year, or a representative of a member of the **association** for 1 year (appointed under clause 29)
 - (b) are nominated by two members or representatives of members entitled to vote (as per clause 45.3),
 - (c) give the **association** their signed consent to act as an committee member of the **association** (as per clause 45.3), and
 - (d) are not ineligible to be an office bearer or committee member under the **The Act** or the **ACNC Act**.
- 45.13 If the number of committee members is reduced to fewer than five or is less than the number required for a quorum, the continuing committee members may act for the purpose of increasing the number of committee members to five (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

46. Composition of Committee

46.1 The office-bearers of the association are as follows:

- (a) the president,
- (b) the vice-president,
- (c) the treasurer,
- (d) the secretary (who may or may not be a member of the committee).

46.2 The committee members shall determine which committee members take up the office bearing positions as set out in clause 46.1.

47. Election of chairperson

The committee members must elect an office bearer as the **association's elected chairperson**.

48. Term of office

48.1 At each annual **general meeting**:

- (a) any committee member appointed by the committee to fill a casual vacancy (as per clause 50) or as an additional office bearers must retire, and
- (b) if there are more nominations (including current committee members as per clause 48.2) than places on the committee, all committee members are to step down and may be re-elected onto the incoming committee.

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- 48.2 Incumbent committee members do not require a formal nomination should they be required to step down as set out in clause 48.1 (b).
- 48.3 A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- 48.4 There is no maximum number of consecutive terms for which a committee member may hold office.
- 48.5 Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

49. When a committee member stops being a committee member

A committee member stops being an office bearer if they:

- (a) give written notice of resignation as a committee member to the **association**,
- (b) die,
- (c) are removed as a committee member by a resolution of the members,
- (d) stop being a member of the **association** (as per clause 19),
- (e) are a representative of a member, and that member stops being a member (as per clause 19),
- (f) are a representative of a member, and the member notifies the **association** that the representative is no longer a representative,
- (g) are absent for 3 consecutive committee member meetings without approval from the office bearers, or
- (h) become ineligible to be a committee member of the **association** under the **Corporations Act** or the **ACNC Act**.

50. Casual Vacancies

- 50.1 If a committee member becomes subject to clause 49, a **General Meeting** is to be called to elect the member of the association to fill the casual vacancy.
- 50.2 Should the vacancy occur within the 21 days notice of the **Annual General Meeting**, and the minimum number of committee members as per clause 44 is present, the committee shall wait until the **Annual General Meeting** to elect the new committee member.
- 50.3 Should the vacancy cause the committee's number of members to fall beneath minimum number required as per clause 44, the remaining committee members may elect a casual committee member to ensure they can call a **General Meeting** for the official election/s.

Powers of committee members

51. Powers of committee members

- 51.1 The committee members are responsible for managing and directing the activities of the **association** to achieve the purposes set out in clause 9.
- 51.2 The committee members may use all the powers of the **association** except for powers that, under **The Act** or this constitution, may only be used by members.

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- 51.3 The committee members must decide on the responsible financial management of the **association** including:
- (a) any suitable written delegations of power under clause 51, and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 51.4 The committee members cannot remove a committee member or auditor. Committee members and auditors may only be removed by a members' resolution at a **general meeting**.

52. Delegation of committee members' powers

- 52.1 The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association, an employee or any other person that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
- (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by **The Act** or by any other law.
- 52.2 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.
- 52.3 A delegation under this clause 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.
- 52.4 Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- 52.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- 52.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 52.7 A sub-committee may meet and adjourn as it thinks proper.
- 52.8 The delegation must be recorded in the **association's** minute book.

53. Execution of documents

The **association** may execute a document without using a common seal if the document is signed by:

- (a) two committee members of the **association**, or
- (b) a committee member and the secretary.

Duties of committee members

54. Duties of committee members

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The committee member must comply with their duties as a committee member under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a committee members of the **association**,
- (b) to act in good faith in the best interests of the **association** and to further the charitable purposes of the **association** set out in clause 9,
- (c) not to misuse their position as a committee member,
- (d) not to misuse information they gain in their role as a committee member,
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 55,
- (f) to ensure that the financial affairs of the **association** are managed responsibly, and
- (g) not to allow the **association** to operate while it is insolvent.

55. Conflicts of interest

- 55.1 A committee member must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of committee members (or that is proposed in a circular resolution):
- (a) to the other committee members, or
 - (b) if all of the committee 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.
- 55.2 The disclosure of a conflict of interest by a committee member must be recorded in the minutes of the meeting.
- 55.3 Each committee member who has a material personal interest in a matter that is being considered at a meeting of office bearers (or that is proposed in a circular resolution) must not, except as provided under clauses 55.4:
- (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter.
- 55.4 A committee member may still be present and vote if:
- (a) their interest arises because they are a member of the **association**, and the other members have the same interest
 - (b) their interest relates to an insurance contract that insures, or would insure, the committee members against liabilities that the committee member incurs as a committee member of the **association** (see clause 73)
 - (c) their interest relates to a payment by the **association** under clause 72 (indemnity), or any contract relating to an indemnity that is allowed under **The Act**
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the committee member to vote on the matter, or
 - (e) the committee members who do not have a material personal interest in the matter pass a resolution that:

- (i) identifies the committee member, the nature and extent of the committee member's interest in the matter and how it relates to the affairs of the **association**, and
- (ii) says that those committee members are satisfied that the interest should not stop the committee member from voting or being present.

Committee meetings

56. When the committee members meet

- 56.1 The committee members will meet, at a minimum, once each calendar, as determined by the committee.
- 56.2 If the committee deems a meeting be required in addition to clause 56.1, the committee must follow clause 57.

57. Calling committee meetings

- 57.1 A committee member may call a committee meeting by giving reasonable notice to all the other committee members.
- 57.2 A committee member may give notice in writing or by any other means of communication that has previously been agreed to by all the committee members.

58. Chairperson for committee meetings

- 58.1 The **elected chairperson** is entitled to chair committee members' meetings.
- 58.2 The committee members at a committee meeting may choose a committee member to be the chairperson for that meeting if the **elected chairperson** is:
 - (a) not present within 30 minutes after the starting time set for the meeting, or
 - (b) present but does not want to act as chairperson of the meeting.

59. Quorum at committee meetings

- 59.1 Unless the committee members determine otherwise, the quorum for a committee meeting is a majority (more than 50%) of committee members.
- 59.2 A quorum must be present for the whole committee meeting.

60. Using technology to hold committee meetings

- 60.1 The committee members may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all the committee members.
- 60.2 The committee members' agreement may be a standing (ongoing) one.
- 60.3 Committee members' may only withdraw their consent within a reasonable period before the meeting.

61. Passing committee members' resolutions

- 61.1 Committee members' resolutions must be passed by a majority of the votes cast by committee members present and entitled to vote on the resolution.
- 61.2 Each committee member has one vote.

62. Circular resolutions of committee members

- 62.1 The committee members may pass a circular resolution without a committee members' meeting being held.
- 62.2 A circular resolution is passed if all the committee members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 62.4.
- 62.3 Committee members may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 62.4 The **association** may send a circular resolution by email to the committee members and the committee members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 62.5 A circular resolution is passed when the last committee member signs or otherwise agrees to the resolution in the manner set out in clause 62.3 or clause 62.4.

Secretary

63. Appointment and role of secretary

- 63.1 The **association** must have at least one secretary, who may also be a committee member.
- 63.2 A secretary must be appointed by the committee members (after giving the **association** their signed consent to act as secretary of the **association**) and may be removed by the committee members.
- 63.3 The committee members must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- 63.4 The role of the secretary includes:
 - (a) maintaining a register of the **association's** members, and
 - (b) maintaining the minutes and other records of **general meetings** (including notices of meetings), committee meetings and circular resolutions.

Minutes and records

64. Minutes and records

- 64.1 The **association** must, within one month, make and keep the following records:
 - (a) minutes of proceedings and resolutions of **general meetings**
 - (b) minutes of circular resolutions of members
 - (c) a copy of a notice of each **general meeting**, and
 - (d) a copy of a members' statement distributed to members under clause 25.
- 64.2 The **association** must, within one month, make and keep the following records:
 - (a) minutes of proceedings and resolutions of committee meetings (including meetings of any sub-committees), and
 - (b) minutes of circular resolutions of committee members.
- 64.3 To allow members to inspect the **association's** records:
 - (a) the **association** must give a member access to the records set out in clause 64.1, and

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- (b) the committee members must allow a member to inspect other records of the **association**, including records referred to in clause 64.2 and clause 65.1, if requested.
- 64.4 The committee members must ensure that minutes of a **general meeting** or a committee meeting are signed within 14 days after the meeting by:
 - (a) the chairperson of the meeting, or
 - (b) the chairperson of the next meeting.
- 64.5 The committee members must ensure that minutes of the passing of a circular resolution (of members or office bearers) are signed by committee members within 14 days after the resolution is passed.

65. Financial and related records

- 65.1 The **association** must make and keep written financial records that:
 - (a) correctly record and explain its transactions and financial position and performance, and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 65.2 The **association** must also keep written records that correctly record its operations.
- 65.3 The **association** must retain its records for at least 7 years.
- 65.4 The committee members must take reasonable steps to ensure that the **association's** records are kept safe.

By-laws

66. By-laws

- 66.1 The committee members may propose a resolution to make by-laws to give effect to this constitution.
- 66.2 The resolution must be taken to a General Meeting and voted upon by the members before it can be included as part of this constitution.
- 66.3 Members and committee members must comply with by-laws as if they were part of this constitution.

Notice

67. What is notice

- 67.1 Anything written to or from the **association** under any clause in this constitution is written notice and is subject to clauses 68 to 70, unless specified otherwise.
- 67.2 Clauses 68 to 70 do not apply to a notice of proxy under clause 42.6.

68. Notice to the association

Written notice or any communication under this constitution may be given to the **association**, the committee or the secretary by:

- (a) delivering it to the **association's** registered office,
- (b) posting it to the **association's** registered office or to another address chosen by the **association** for notice to be provided,
- (c) sending it to an email address or other electronic address notified by the **association** to the members as the **association's** email address or other electronic address, or

- (d) sending it to the fax number notified by the **association** to the members as the **association's** fax number.

69. Notice to members

- 69.1 Written notice or any communication under this constitution may be given to a member:
- (a) in person
 - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
 - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
 - (d) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 69.2 If the **association** does not have an address for the member, the **association** is not required to give notice in person.

70. When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered,
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs,
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under clause 69.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

71. Association's financial year

The **association's** financial year is from 1st July to 30th June, unless the committee members pass a resolution to change the financial year.

Indemnity, insurance and access

72. Indemnity

- 72.1 The **association** indemnifies each committee member of the **association** out of the assets of the **association**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as a committee member of the **association**.
- 72.2 In this clause, 'officer' means a committee member or secretary and includes a committee member or secretary after they have ceased to hold that office.
- 72.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the **association** is not precluded by law (including **The Act**) from doing so, and

- (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 72.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **association**.

73. Insurance

To the extent permitted by law (including **The Act**), and if the committee members consider it appropriate, the **association** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **association** against any liability incurred by the person as an officer of the **association**.

74. Committee members' access to documents

- 74.1 A committee member has a right of access to the all records of the **association** at all reasonable times.

Winding up

75. Surplus assets not to be distributed to members

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 76.1. Surplus assets include, but are not limited to the following:

- (a) Gifts of money or property for the principle purpose of the **association**,
- (b) Contributions made in relation to an eligible fundraising event held for the principle purpose of the **association**, and
- (c) Money received by the **association**, such as gifts or contributions.

76. Distribution of surplus assets

- 76.1 Subject to **The Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **association** is wound up or its endorsement as deductible gift recipient is revoked (whichever occurs first), must be distributed to one or more charities:
- (a) with charitable purpose(s) similar to, or inclusive of, the purposes in clause 9,
 - (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **association**, and
 - (c) to which income tax deductible gifts can be made.
- 76.2 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **association** may apply to the Supreme Court to make this decision.