

Constitution

Under the Associations Incorporation Act 2009

Health Consumers NSW Inc.

Date 24 September 2010

Updated at the Health Consumers NSW Special General Meeting held on **21 September 2017**



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Contents

Part 1 - Preliminary	4
Definitions	4
Part 2 - Objectives	5
2. The main objectives of the Association are to:	5
Part 3 - Membership	5
3.1. Categories of Membership.....	5
3.1.1. Voting Member	5
3.1.2. Associate Member	5
3.2. Membership Criteria	6
3.2.1. Voting Member	6
3.2.2. Associate Member	6
3.3. Application for membership	6
3.3.1. General Requirements	6
3.3.2. Voting Membership Requirements.....	6
3.4. Application process.....	7
3.5. Register of members.....	7
3.6. Fees and subscriptions.....	8
3.7. Cessation of membership	8
3.8. Resignation of membership.....	8
3.9. Members' liabilities.....	8
3.10. Resolution of disputes.....	8
3.11. Disciplining and expulsion of members	9
3.12. Right of appeal of disciplined member	9
Part 4 - The Board	10
4.1. Powers of the Board	10
4.2. Composition of the Board.....	10
4.3. Election of Directors.....	10
4.4. Functions of Office Bearers.....	11
4.4.1. Chair	11
4.4.2. Deputy-chair.....	12
4.4.3. Secretary	12

4.4.4. Treasurer	12
4.5. Term of Office	12
4.6 .Casual vacancies and additional directors	12
4.7. Removal of Board members	13
4.8. Board meetings and quorum	13
4.10. Voting and decisions	14
4.11. Remuneration of Directors.....	15
Part 5 - General meetings	15
5.1. Annual general meetings - holding of.....	15
5.2. Annual general meetings - calling of and business at.....	15
5.3. Special general meetings - calling of.....	15
5.4. Notice.....	16
5.5. Quorum for general meetings	16
5.6. Presiding member.....	17
5.7. Adjournment.....	17
5.8. Making of decisions	17
5.9. Special resolutions	17
5.10. Voting.....	17
5.11. Proxy votes not permitted	18
5.12. Postal or electronic ballots.....	18
5.13. Use of technology at general meetings	18
Part 6.....	18
6.1. Insurance.....	18
6.2. Funds - source	18
6.3. Funds - management	18
6.4. Change of name, objects and constitution	19
6.5. Custody of books etc.....	19
6.6. Inspection of books etc.....	19
6.7. Service of notices	19
6.8. Financial year	20
6.9. Confidentiality and Conflicts of Interest	20
6.10. Winding up.....	20

Part 1 - Preliminary

Definitions

1 In this constitution:

Act means the *Associations Incorporation Act 2009 (NSW)* and includes any amendment or re-enactment of it or any legislation passed in substitution for it.

Associate Member is an organisation or individual that meets the requirements of Sections 3.1.2 and 3.2.2 of this Constitution

Association means the incorporated association, Health Consumers NSW Inc.

Annual General Meeting means a general meeting of Members duly convened and held at least once every calendar year.

Director-General means the Director-General of the Department of Services, Technology and Administration.

Director means any person or persons appointed to the position of director of the Association or a number of directors assembled as a board.

Executive Director means an office-bearer of the Association including, but not limited to, any person appointed to the position of chair, deputy chair, treasurer or secretary of the Association.

Member any person or organisation entered in the register of members as a Voting or Associate Member.

Ordinary Director means a director who is not an office-bearer of the Association.

Regulation means the *Associations Incorporation Regulation 2016 (NSW)* and includes any amendment or re-enactment of it or any legislation passed in substitution for it.

secretary means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no such person holds that office - the public officer of the association.

special general meeting means a general meeting of the association other than an annual general meeting.

Voting Member is a not-for-profit organisation that meets the requirements of sections 3.1.1. and 3.2.2 of this constitution.

2 In this constitution:

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

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

Part 2 - Objectives

2. The main objectives of the Association are to:

- a) Provide an independent, informed and representative voice for health consumers in NSW
- b) Provide an independent source of advice and information to the NSW Minister for Health
- c) Influence decision-making to achieve better health and wellbeing outcomes, a better health system and to improve equity and access for all health consumers in NSW
- d) Increase effective health consumer participation in the health system and provide broad based education to health consumers, carers and service providers including health care workers and other health related organisations
- e) Develop the capacity of health consumer representatives to participate in health policy, research, and health system development to improve the health and wellbeing outcomes for health consumers in NSW
- f) Work with all aspects of health, including the social determinants of health, by engaging in activities to raise community awareness of health and wellbeing issues in NSW

Part 3 - Membership

3. The number of voting and associate members (as defined below) which the Association proposes to have registered is limited only by the criteria identified in this Constitution.

3.1. Categories of Membership

There shall be the following categories of membership in the Association:

- (a) Voting Members; and
- (b) Associate Members

3.1.1. Voting Member

A Voting Member shall be a not-for-profit organisation that:

- agrees to accept the aims and objectives of the Association
- meets the eligibility criteria for voting membership in accordance with clause 3.2
- pays its membership fee to the Association where relevant; and
- has applied for membership and been accepted by a majority vote of the Board in accordance with clause 3.3

A Voting Member shall have voting rights in any general meeting of the Association.

3.1.2. Associate Member

An Associate Member shall be an individual or organisation that:

- agrees to respect the aims and objectives of the Association
- pays the membership fee to the Association where relevant, and
- has applied for membership and been accepted by a majority vote of the Board in accordance with clause 3.3

An Associate Member shall have no voting rights in any general meeting of the Association.

3.2. Membership Criteria

3.2.1. Voting Member

- 1 The eligibility criteria for voting membership of the Association are that the applicant:
 - (a) is a not-for-profit organisation;
 - (b) has aims and objectives that include the representation of the opinions of health consumers and sections of the community on health matters;
 - (c) represents in practice health consumer and community opinions on health matters;
 - (d) does not act primarily as the representative of professional, provider, or “for profit” and such like interests;
 - (e) has a membership open to health consumers and/or health consumer organisations who can be elected to the governing body of the organisation; and
 - (f) fully supports the aims and objectives of the Association.
- 2 In making its decision on membership as a Voting Member, the Board shall take into account whether the applicant:
 - (a) is a health-related not-for-profit organisation, which advocates for the interests of health consumers and/or groups of health consumers as a primary activity
 - (b) has aims and objectives congruent with those of the Association
 - (c) operates in NSW; and
 - (d) is an organisation appropriate to serving the purposes of the Association as determined by the Board.

3.2.2. Associate Member

Eligibility for associate membership of the Association is open to all other applicants who are:

- (a) Individuals with an interest in health related issues
- (b) Other bona fide groups of health consumers who are not constituted as a not for profit organisation and who are accepted by the Board
- (c) Not for profit organisations, other than Voting Members’ and
- (d) Other health stakeholder organisations accepted by the Board, eg government agencies, health professional associations, health services, academic institutions, etc

3.3. Application for membership

3.3.1. General Requirements

- 1 All applications for admission as a member must be in such form, either in writing or electronically, as the Board shall from time to time prescribe.
- 2 An application must be supported by documents and information, either in writing or electronically, as the Board shall from time to time prescribe.

3.3.2. Voting Membership Requirements

An applicant for Voting Membership must provide in its initial application a copy of:

- its current objects, rules or constitution;

- its requirements for qualification for its membership; and
- such other evidence as the Board may require in relation to the applicant's Constitution, membership and activities.

3.4. Application process

- 1 All applications for admission as a member must be lodged with the Secretary.
- 2 As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Board which is to determine whether to approve or to reject the nomination.
- 3 In determining the application, the Board must take into account the membership criteria in clause 3.1., 3.2. and 3.3.2.
- 4 As soon as practicable after the Board makes that determination, the Secretary must:
 - (a) notify the Applicant, in writing, that the Board approved or rejected the application (whichever is applicable); and
 - (b) if the Board approved the nomination, request the Applicant to pay the membership fee (where one is determined) in accordance with clause 3.6, within the period of 28 days after receipt by the Applicant of the notification.
- 5 The Applicant becomes a member of the Association on approval by the Board and payment of any membership fee and is entitled to exercise such rights and privileges as provided in the constitution. Failure to pay the membership fees within 60 days of notification will be deemed to be a refusal of the acceptance of membership and the invitation is automatically rescinded.
- 6 On receipt of the membership fee, the Secretary must enter the Applicant's name in the register of members in accordance with clause 3.5.
- 7 Where an application for membership is rejected, the organisation or person may not reapply for membership until one year has elapsed from the date of the Board's decision.
- 8 The Board shall submit to the next occurring General Meeting of the Association the name of any organisation whose application for membership has been refused.

3.5. Register of members

- 1 The Association must establish and maintain a register of members, specifying the name and postal or residential address of each together with the date on which the member became a member.
- 2 The register of members must be kept at the main premises of the Association, in written or electronic form. Members may request to inspect the register, with the exclusion of details of Individual Members, free of charge, at any reasonable hour.
- 3 The Secretary shall keep the names and details of Individual Members on the register strictly confidential, except as required under law.
- 4 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- 5 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event or other material relating to the Association; or
- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

3.6. Fees and subscriptions

- 1 Fees for membership of the Association will be determined and revised from time to time by the Board.
- 2 Membership fees shall be scaled according to the relevant category of Membership listed in clause 3.1.

3.7. Cessation of membership

Membership ceases if the member

- 1 dies;
- 2 resigns, or
- 3 is expelled from the Association, or
- 4 fails to pay the membership fee under clause 3.6 within 3 months after the fee is due

Unless otherwise resolved by the Board, any person ceasing to be a Member:

- (a) will not be entitled to any refund (or part refund) of any membership fee
- (b) will remain liable for and must pay all membership fees and moneys which were due at the date of ceasing to be a Member.

3.8. Resignation of membership

- 1 A member of the Association may resign from membership of the Association by giving written notice. The resignation will be effective from the date of receipt by the Secretary or at a later date as specified in the notice.
- 2 If a member of the Association ceases to be a member, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

3.9. Members' liabilities

The liability of a member 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 their membership as required by clause 3.6.

3.10. Resolution of disputes

- 1 A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.

- 2 If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- 3 The Commercial Arbitration Act 2010 applies to any such dispute referred to arbitration.

3.11. Disciplining and expulsion of members

- 1 A complaint may be made to the Board by any member of the Association that another member has:
 - (a) refused or neglected to comply with a provision(s) of this constitution, or
 - (b) wilfully acted in a manner prejudicial to the interests of the Association.
- 2 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 3 If the Board decides to deal with the complaint, the Board must:
 - (a) cause notice of the complaint to be served on the member concerned, and
 - (b) give the member at 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
 - (c) take into consideration any submissions made by the member in connection with the complaint.
- 4 The Board may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 5 If the Board expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 12.
- 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 3.12, whichever is the later.

3.12. Right of appeal of disciplined member

- 1 A member may appeal to the Association in general meeting against a resolution of the Board under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 2 The notice must be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 3 On receipt of a notice from a member under subclause (1), the secretary must notify the Board which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- 4 At a general meeting of the Association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted; and

- (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the Voting Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 5 The appeal is to be determined by a simple majority of votes cast by Voting Members of the Association.

Part 4 - The Board

4.1. Powers of the Board

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

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

4.2. Composition of the Board

- 1 Subject to the Act, the Directors assembled as a Board shall consist of:
- (a) the Executive Directors of the Association, and
 - (b) at least three (3) nominees of voting member organisations, each of whom is an experienced health consumer, is to be elected at the annual general meeting of the Association
- 2 The total number of directors is 9.
- 3 The office-bearers of the Association are as follows:
- (a) Chair
 - (b) Deputy Chair
 - (c) Treasurer
 - (d) Secretary
- 4 A director may hold up to 2 offices (other than both the Chair and Deputy Chair).
- 5 As the Board deems appropriate, they may invite people to participate in all or part of Board meetings as observers.

4.3. Election of Directors

- 1 Nominations of candidates for election as Directors must be:

- (a) made in writing, signed by their nominating voting member organisation and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (b) delivered to the Secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 2 A Voting Member may only nominate one (1) person for Director of the Association. A voting member may not have more than one (1) of their nominees as a Director at any one time.
 - 3 If insufficient nominations are received to fill minimum vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
 - 4 If insufficient further nominations are received, any vacant positions remaining on the Board up to the minimum number for the full committee, are taken to be casual vacancies.
 - 5 If the number of nominations received is equal to the number of minimum vacancies to be filled, the persons nominated are taken to be elected.
 - 6 If the number of nominations received exceeds the number of maximum vacancies to be filled, a ballot is to be held.
 - 7 The ballot for the election of office-bearers and ordinary directors of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct. Voting member organisations are entitled to cast one (1) vote only and must nominate in writing in advance of the AGM or an EGM, one member representative entitled to cast that vote.
 - 8 A person nominated as a candidate for election as director of the Association must be a health consumer member of a voting member organisation and must not be a permanent employee of that organisation.
 - 9 The chair, deputy chair, treasurer and secretary shall be elected at the first directors' meeting following the Annual General Meeting by the elected directors.
 - 10 All Directors in office as at **21 September 2017** must, unless they retire or are removed earlier, retire from office in accordance with the following schedule, but may seek to be re-nominated and re-elected as Directors:
 - (a) one-third of the Directors who have been longest in office (rounded down, if necessary, to the nearest whole number) must retire at the 2017 Annual General Meeting;
 - (b) one-third of the Directors who have been in office the next longest (rounded down, if necessary, to the nearest whole number) must retire at the 2018 Annual General Meeting; and
 - (c) the remaining Directors who have been in office since **21 September 2017** must retire at the 2019 Annual General Meeting.

4.4. Functions of Office Bearers

4.4.1. Chair

- 1 The chair is to act as chairperson at each Board meeting of the Association.
- 2 If the chair is absent from a meeting or unwilling to act, then the Deputy-Chair shall act as chairperson.

- 3 The chairperson at any meeting may have a personal deliberative vote and may, in addition, have a casting vote if votes are equal.

4.4.2. Deputy-chair

- 1 The Deputy chair must support the Chair in his or her duties.
- 2 If the chair and deputy chair are absent from a meeting or unwilling to act, the members present at the meeting are to elect one of their number to act as chairperson.

4.4.3. Secretary

- 1 The Secretary of the association must, as soon as practicable after being appointed as Secretary, lodge notice with the association of his or her address.
- 2 It is the duty of the Secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the Board present at a Board meeting or a general meeting, and
 - (c) all proceedings at Board meetings and general meetings.
- 3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

4.4.4. Treasurer

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

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

4.5. Term of Office

- 1 Each director is, subject to this constitution, elected for a term of three (3) years, commencing at the start of the Annual General Meeting at which their election is announced and ending at the start of the third Annual General Meeting after their election. **At which time, the Director can seek to be re-nominated and re-elected.**
- 2 There is no maximum number of terms (consecutive or otherwise) that a Director can serve on the Board.
- 3 In certain circumstances, as determined in the Association governance policies, a director may apply for and may be granted a temporary leave of absence from his or her duties as a director. The leave of absence may only be granted for a maximum of 6 months, after which time the Board must review this decision and has the option of declaring that position vacant (as outlined in 4.7).

4.6 .Casual vacancies and additional directors

- 1 In the event of a casual vacancy occurring on the Board, the directors may appoint the nominee of a Voting Member of the Association to fill the vacancy and the Board member so appointed is to hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment. In this event, the director so appointed **shall have full voting rights at Board meetings.**

- 2 A casual vacancy on the Board occurs if the director:
 - (a) dies; or
 - (b) ceases to be a member of the Association; or
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001; or
 - (d) resigns office by notice in writing given to the Executive Officer; or
 - (e) is removed from office under clause 4.7; or
 - (f) becomes a mentally incapacitated person; or
 - (g) is absent without the consent of the Board from 3 consecutive meetings of the Board; or
 - (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 the Corporations Act 2001.

4.7. Removal of Board members

- 1 The Board of the Association may, by resolution, remove any director from office before the expiration of the director's term of office. At which time the Board will declare a casual vacancy and appoint a new person to hold office in accordance with 4.6.1.
- 2 If a member of the Board (to whom a proposed removal referred to in subclause (1) relates) makes representations in writing to the Secretary or Chairperson (not exceeding a reasonable length) and requests that the representations be notified to the voting members of the Association, the Secretary or the Chair may send a copy of the representations to each voting 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 removal is considered.

4.8. Board meetings and quorum

- 1 The Board must meet at least 3 times in each period of 12 months at such place and time as the Board may determine.
- 2 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.
- 3 A Director who participates in a Board meeting using that technology is taken to be present at the meeting and, of the member votes at the meeting, is taken to have voted in person.
- 4 Additional meetings of the Board may be convened by the Chair or by any member of the Board.
- 5 Oral or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- 6 Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the directors present at the meeting unanimously agree to treat as urgent business.

- 7 50%+1 of current directors constitute a quorum for the transaction of the business of a meeting of the Board.
- 8 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.

4.9. Delegation by Board to sub-committee

- 1 The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- 2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 3 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 4 Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- 5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- 6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 7 A sub-committee may meet and adjourn as it thinks proper.

4.10. Voting and decisions

- 1 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- 2 Each director present at a meeting of the Board or of any sub-committee appointed by the Board (including the person chairing the meeting) is entitled to one vote but, in the event of an equality of votes on any question, **the Chair has the casting vote in such circumstances.**
- 3 Subject to clause 4.8.7, the Board may act despite any vacancy on the Board.
- 4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

4.11. Remuneration of Directors

- 1 The directors shall not receive remuneration for their services, but all necessary expenses incurred by them in the business of the Association shall be refunded to them.
- 2 For the purposes of this section, “remuneration” means any money, consideration or benefit, but does not include amounts in payment or reimbursement of out-of-pocket expenses incurred for the benefit of the Association.

Part 5 - General meetings

5.1. Annual general meetings - holding of

- 1 The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- 2 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.

5.2. Annual general meetings - calling of and business at

- 1 The Annual General Meeting of the Association is, subject to the Act and to clause 25, to be convened on such date and at such place and time as the Board thinks fit.
- 2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting
 - (b) to receive from the Board reports on the activities of the association during the last preceding financial year
 - (c) to elect ordinary directors where such vacancies are identified by the Board
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- 3 An annual general meeting must be specified as such in the notice convening it.

5.3. Special general meetings - calling of

- 1 The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- 2 The Board must, on the requisition in writing of at least 10 per cent of the total number of voting members, or a minimum of five (5) members (whichever is the greater), or a minimum of five (5) members, convene a special general meeting of the Association.
- 3 A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and

- (c) must be lodged with the Secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 4 If the Board fails to convene a special general meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
 - 5 A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

5.4. Notice

- 1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- 3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 5.2.2.
- 4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

5.5. Quorum for general meetings

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

5.6. Presiding member

- 1 The Chair, and in the Chair's absence, the deputy Chair, is to preside as chairperson at each general meeting of the Association.
- 2 If the Chair and the Deputy Chair are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

5.7. Adjournment

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

5.8. Making of decisions

- 1 A question arising at a general meeting of the Association is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot.
- 2 If the question is to be determined by 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.
- 3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

5.9. Special resolutions

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

5.10. Voting

- 1 On any question arising at a general meeting of the Association a voting member organisation has one vote only.

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

5.11. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

5.12. Postal or electronic ballots

- 1 The Association may hold a postal or electronic ballot to determine any issue or proposal (other than an appeal under clause 3.12).
- 2 A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

5.13. Use of technology at general meetings

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

Part 6

6.1. Insurance

The Association may effect and maintain insurance.

6.2. Funds - source

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

6.3. Funds - management

- 1 Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the association in such manner as the Board determines.

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

6.4. Change of name, objects and constitution

An application to the Director-General for registration of a change in the Association name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a director.

6.5. Custody of books etc

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

6.6. Inspection of books etc

- 1 The following documents are to be open to inspection, free of charge by a member of the Association at an agreed and reasonable hour:
 - (a) relevant records, books and other financial documents of the association;
 - (b) this constitution;
 - (c) minutes of all board meetings and general meetings of the association;
- 2 A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- 3 Despite subclauses (1) and (2), the board may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

6.7. Service of notices

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

6.8. Financial year

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.

6.9. Confidentiality and Conflicts of Interest

The Board must ensure that there is a written policy relating to identification, reporting and management of confidentiality and conflicts of interest relating to the duties or interests of members of the Board in their role as directors.

The policy will be adopted and reviewed by the Board at such times and in such manner as determined by the Board.

6.10. Winding up

If the Association is wound up:

- a) or its endorsement as a deductible gift recipient is revoked (whichever occurs first) any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:
 - gifts of money or property for the principal purpose of the organisation
 - contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
 - money received by the organisation because of such gifts and contributions
- b) any assets and property owned by the Association must not be paid to members of the Association;
- c) Property owned by the Association shall be given or transferred to some other institution or institutions having objects compatible to the objects of the Association;
- d) The organisation receiving the assets and property must have a constitution that prevents the distribution of its or their income and property among its or their members;
- e) The distribution of the assets and property shall be determined by the majority decision of the Board;
- f) The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

*Constitution updated at the Special General Meeting held on Thursday **21 September 2017**.*