

Constitution of the Antipoverty Centre

v1.1 November 2022

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Version control

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PART 1. PRELIMINARY

1. Name and constitution

- 1.1 The name of the association is the Antipoverty Centre.
- 1.2 All other bylaws, rules, procedures and processes of the association are subject to this constitution.

2. Objectives

- 2.1 To defend and advance the rights of people living in poverty and those experiencing harm on the basis of race, disability, criminalisation, gender, visa status or any other form of oppression.
- 2.2 To provide an avenue for people living in poverty to lead social policy and advocacy work and create the conditions that enable opportunities for people living in poverty to take on leadership roles, be given a platform and have their expertise recognised.
- 2.3 To reflect the diversity of people and experiences affected by harmful systems, policies and programs to the greatest extent possible in all policy and advocacy work done by the Antipoverty Centre.
- 2.4 To foster solidarity, encourage informal peer support, strengthen resilience and alleviate the social pressure and isolation that results from living in poverty by building a safe and inclusive community of people with shared experiences.
- 2.5 To use the Antipoverty Centre's platform and resources to amplify the work of other individuals and organisations whose values and objectives align, including by providing material support when possible and appropriate.
- 2.6 To increase understanding among the broader public of the harm being caused to people living in poverty and the underlying causes of these harms.



- 2.7 To shift negative public perceptions of people living in poverty, including by countering misinformation and myths.
- 2.8 To centre poverty in social, economic and environmental policy discussion, especially in institutions and contexts where the voices of people in poverty are minimised or excluded, and to reverse the normalisation of people who do not have direct experience of poverty being given prominence in these discussions.
- 2.9 To expose the structures and systems that exacerbate and rely on poverty for profit, including the state's use of private organisations (both for-profit and non-profit), to continue the stratification of racial, gender, sexual and class oppression.
- 2.10 To influence the positions and priorities of other advocacy, policy and political organisations, and eventually those of government.

3. Definitions

activities means meetings, decisions, discussions, projects and any other activities as determined by the committee in relation to the governance or operation of the association

candidate means a person whose nomination to an elected position has been accepted by the returning officer

committee means the oversight committee

electronic method means any electronic format that can be stored as a permanent record, including text message, email, audio recording, conversation transcript or other format

nominee means a person who intends to nominate or has nominated to an elected position

officeholder means a committee member in the position of convenor, secretary or treasurer

ordinary committee member means a member of the committee who is not an officeholder

returning officer means the person appointed by members to conduct an election

secretary means:

- a. the person or people holding office under this constitution as secretary of the association, or
- b. if no 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

the Act means the *Associations Incorporation Act 2009*

the Regulation means the *Associations Incorporation Regulation 2016*

PART 2. MEMBERSHIP

4. Membership generally

- 4.1 A person is eligible to be a member of the association if:
 - 4.1.1 the person is a natural person,
 - 4.1.2 the person is not a current officeholder or staff member of a political party, or a staff member of a member of parliamentary office,
 - 4.1.3 the person has actively participated in or promoted the association's activities, or activities that align with, reflect or advance the association's objectives, for a minimum of 6 months,
 - 4.1.4 signed a declaration agreeing to uphold the association's principles and values, and
 - 4.1.5 the person has applied and been approved for membership of the association in accordance with **clause 5**.
- 4.2 A person is taken to be a member of the association if:
 - 4.2.1 the person is a natural person, and
 - 4.2.2 the person was:
 - 4.2.2.1 in the case of an unincorporated body that is registered as the association – a member of that unincorporated body immediately before the registration of the association, or
 - 4.2.2.2 in the case of an association that is amalgamated to form the relevant association – a member of that other association immediately before the amalgamation, or
 - 4.2.2.3 in the case of a registrable corporation that is registered as an association – a member of the registrable corporation immediately before that entity was registered as an association.
- 4.3 A person is taken to be a member of the association if the person was 1 of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.



5. Application for membership

- 5.1 An application by a person for membership of the association:
 - 5.1.1 must be made in writing or any electronic method in the form determined by the committee, and
 - 5.1.2 must be lodged (including by electronic means) with the secretary of the association.
- 5.2 As soon as practicable and no more than 7 days after receiving an application for membership, the secretary must refer the application to the members of the association, who are to determine whether to approve or to reject the application under a decision-making process as set out in [Bylaw 3](#). To be approved:
 - 5.2.1 a minimum of 5 members must participate in the decision to approve or reject the application, and
 - 5.2.2 the application will be determined by a ratio of 2 or more votes in favour to 1 vote against granting membership (66% in favour). An abstention, although recorded, does not count as a vote for or against.
- 5.3 As soon as practicable and no more than 7 days after the members make that determination, the secretary must:
 - 5.3.1 notify the applicant in writing (including by email or other electronic means) that the members approved or rejected the application (whichever is applicable), and
 - 5.3.2 enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

6. Cessation of membership

- 6.1 A person ceases to be a member of the association if the person:
 - 6.1.1 dies, or
 - 6.1.2 resigns membership, or
 - 6.1.3 is expelled from the association, or
 - 6.1.4 does not participate in any activities of the association for a period of 12 months or more.



7. Membership entitlements not transferable

- 7.1 A right, privilege or obligation which a person has by reason of being a member of the association:
 - 7.1.1 is not capable of being transferred or transmitted to another person, and
 - 7.1.2 terminates on cessation of the person's membership.

8. Resignation of membership

- 8.1 A member of the association may resign from membership of the association by first giving to the secretary written notice of at least 28 days (or any other period that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 8.2 If a member of the association ceases to be a member under **subclause 8.1**, and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9. Register of members

- 9.1 The secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.
- 9.2 The register of members must be kept in New South Wales:
 - 9.2.1 at the main premises of the association, or
 - 9.2.2 if the association has no premises, at the association's official address.
- 9.3 The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- 9.4 A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 9.5 Information contained on the register about the member (other than the member's name) will not be made available for inspection.
- 9.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:



- 9.6.1 the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
- 9.6.2 any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 9.7 If the register of members is kept in electronic form:
 - 9.7.1 it must be convertible into hard copy, and
 - 9.7.2 the requirements in **subclause 9.2** and **subclause 9.3** apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

10. Fees and subscriptions

- 10.1 There is no fee payable for application or admission to membership of the association.
- 10.2 There is no annual fee payable to maintain membership of the association.

11. Members' liabilities

- 11.1 The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of money owed to the association.

12. Resolution of disputes

- 12.1 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, is to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983* except where **subclause 12.4** applies.
- 12.2 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.
- 12.3 The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.
- 12.4 A complaint of bullying, harassment, assault or other matter affecting the association's ability to operate in a safe and inclusive manner will not be directly referred for mediation. Complaints of this nature will be handled according to best practice procedures with the priority of minimising risk to the safety and wellbeing of all parties.



13. Disciplining of members

- 13.1 A complaint may be made to the committee by any person that a member of the association:
 - 13.1.1 has refused or neglected to comply with a provision or provisions of this constitution,
 - 13.1.2 has caused the safety of any person involved or participating in the association's activities to be compromised, or
 - 13.1.3 has wilfully acted in a manner prejudicial to the interests of the association.
- 13.2 The committee must determine the initial steps to be followed in responding to and handling a complaint within 7 days of receipt of the complaint.
- 13.3 The committee may refuse to deal with a complaint if it determines the complaint to be trivial or vexatious in nature.
- 13.4 If the committee decides to deal with the complaint, the committee:
 - 13.4.1 must cause notice of the complaint to be served on the member concerned in accordance with **clause 43** as soon as practicable and no more than 7 days after the committee's decision, and
 - 13.4.2 must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - 13.4.3 must take into consideration any submissions made by the member in connection with the complaint.
- 13.5 The committee 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.
- 13.6 If the committee 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 committee for having taken that action and of the member's right of appeal under **clause 14**.
- 13.7 The expulsion or suspension does not take effect:
 - 13.7.1 until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or



- 13.7.2 if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under **clause 14**, whichever is the later.

14. Right of appeal of disciplined member

- 14.1 A member may appeal to the association in general meeting against a resolution of the committee under **clause 13**, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 14.2 The notice may, but need not, be accompanied by a statement, in writing or via electronic method, of the grounds on which the member intends to rely for the purposes of the appeal.
- 14.3 On receipt of a notice from a member under **subclause 14.1**, the secretary must notify the committee, 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.
- 14.4 At a general meeting of the association convened under **subclause 14.3**:
- 14.4.1 no business other than the question of the appeal is to be transacted, and
 - 14.4.2 the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - 14.4.3 the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked, and
 - 14.4.4 the ballot is to be conducted using a secure online voting platform.
- 14.5 The appeal is to be determined by a ratio of 2 or more votes in favour to 1 vote against upholding the committee resolution (66% in favour). An abstention, although recorded, does not count as a vote for or against.

PART 3. OVERSIGHT COMMITTEE

15. Responsibilities of the oversight committee

- 15.1 Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee:
- 15.1.1 is to control and manage the affairs of the association, and



- 15.1.2 may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- 15.1.3 has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association, and
- 15.1.4 must consider and respond to any proposal received by a member of the association.

16. Composition and membership of committee

- 16.1 The oversight committee is to consist of:
 - 16.1.1 the officeholders of the association, and
 - 16.1.2 at least 1 ordinary committee member,each of whom is to be elected at the annual general meeting of the association under **clause 17**
- 16.2 The total number of committee members is to be 7.
- 16.3 The officeholders of the association are as follows:
 - 16.3.1 the 2 co-convenors, and
 - 16.3.2 the 2 co-treasurers, and
 - 16.3.3 the 2 co-secretaries.
- 16.4 A member whose primary responsibilities relate to the operations of the association may not be an officeholder.
- 16.5 There is a maximum of 2 consecutive terms for which an officeholder may hold office.
- 16.6 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.
- 16.7 Each member of the committee is to be offered a stipend for their time spent in relation to committee meetings in accordance with **Bylaw 3**.



17. Election of committee members

- 17.1 The members shall appoint via a decision-making process in accordance **with Bylaw 2** at least 1 returning officer to conduct the elections.
- 17.2 The returning officer must be appointed at least 28 days before the date of the election.
- 17.3 The returning officer shall:
 - 17.3.1 arrange for the announcement of the opening of nominations to all members at least 21 days before the election, and
 - 17.3.2 include in the announcement all relevant information about what is required for someone to be a legitimate candidate according to this constitution, the Act and the Regulation, and
 - 17.3.3 provide a nomination form including a request for probity information to all eligible members, and
 - 17.3.4 on the close of nominations:
 - 17.3.4.1 supply all nominee information received to the members of the probity panel, and
 - 17.3.4.2 distribute nominee names and contact information to all voting members, and
 - 17.3.5 arrange for all ballots to be conducted via a secure online voting platform.
- 17.4 A probity panel will be formed comprising incumbent committee members and the returning officer.
- 17.5 Nominees must provide a completed nomination form before the close of nominations for their nomination to be valid.
- 17.6 Nominations will close 14 days before the date of the election.
- 17.7 The nomination form must include:
 - 17.7.1 the name and signature of the nominee, and
 - 17.7.2 the position or positions the nominee is seeking election to, and
 - 17.7.3 confirmation that the nominee is eligible to hold office under this constitution, the Act or the Regulation, and
 - 17.7.4 the name and signature of the member endorsing the nominee.
- 17.8 Nominations for election as officeholders of the association or as ordinary committee members must be:
 - 17.8.1 made in writing or any electronic method, and



- 17.8.2 endorsed by 1 member of the association who is not the nominee, and
 - 17.8.3 accompanied by the consent of the nominee (which may be endorsed on the form of the nomination), and
 - 17.8.4 delivered to the returning officer or secretary of the association at least 14 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 17.9 A person nominated for election as an officeholder or as an ordinary committee member of the association must be a member of the association.
- 17.10 A person may nominate for more than 1 office, however, if elected to more than 1 office they must vacate all but 1 position within 1 day of being notified of the election results. Any casual vacancy resulting from this process will be filled by the next person elected in the same ballot count under whichever is applicable of **subclause 17.20** and **subclause 17.21**.
- 17.11 A person may withdraw their nomination at any time.
- 17.12 The probity panel:
- 17.12.1 will interview all nominees to discuss any information included in their probity form and any information submitted by members in order to identify and manage potential reputational risk, and
 - 17.12.2 may advise a nominee that they may wish to reconsider their nomination based on the interview, which the nominee is not obliged to follow, and
 - 17.12.3 may release probity information to electors in consultation with the nominee, and
 - 17.12.4 if a decision is made to release probity information to electors, will provide the nominee a reasonable opportunity to respond to any questions from members prior to the ballot being conducted.
- 17.13 If insufficient nominations are received to fill all vacancies on the committee, further nominations are to be received at the annual general meeting.
- 17.14 A person nominated during the annual general meeting, if elected under the processes set out in **subclause 17.20** and **subclause 17.21** will be considered provisionally elected until a probity process is completed. The probity panel will have 14 days to conduct this process, provide any relevant information to members and ratify the election outcome via the online decision-making process as set out in **Bylaw 2**.
- 17.15 If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.



- 17.16 All members of the association are entitled to vote in the election with each individual member entitled to 1 vote.
- 17.17 The election of officeholders and ordinary committee members is to be conducted at the annual general meeting by secret ballot via a secure online voting platform.
- 17.18 All ballots will be conducted on a compulsory preferential basis and will include a 'seek other candidate' option.
- 17.19 The order that candidates appear on the ballot shall be determined randomly.
- 17.20 Counting in ballots for single position elections will be conducted using the instant runoff ranked choice voting method including 'seek other candidate' in accordance with **subclause 17.22**.
- 17.21 Counting in ballots for multiple position elections (e.g. for jointly held positions or subcommittee membership) will be conducted on the single transferable vote method using the Scottish variant including 'seek other candidate' in accordance with **subclause 17.22**.
- 17.22 All positions to be determined by ballot will include a 'seek other candidate' option. 'Seek other candidate' will be treated as if it were a candidate, subject to the following provisions:
- 17.22.1 In the case of single position elections where 'seek other candidate' is to be excluded:
 - 17.22.1.1 all votes (whether first preference or distributed to it) received by that option will be distributed in the same way that preferences are usually distributed, and
 - 17.22.1.2 if at the conclusion of distribution of preferences 'seek other candidate' receives the largest total of votes, none of the candidates will be declared elected, and
 - 17.22.1.3 a new ballot process, with nominees sought from the floor, must be conducted and all original candidates will be deemed ineligible to nominate.
 - 17.22.2 In the case of multiple position elections, if at any point in the count 'seek other candidate' is the candidate that would normally be excluded then they will be excluded and preferences distributed.
- 17.23 The election results are to be ratified by members present at the meeting during which the election is held.

18. Convenor

- 18.1 When both co-convenor roles are filled the co-convenors will decide between them the allocation of duties.



- 18.2 The co-convenors will be responsible for:
 - 18.2.1 facilitation of meetings in accordance with **Bylaw 2**, and
 - 18.2.2 upholding safe meeting procedures as described in **Bylaw 2**.
- 18.3 The co-convenors may delegate their duties to other committee members with the agreement of the committee.

19. Secretary

- 19.1 The co-secretaries of the association must, as soon as practicable after being appointed, lodge notice with the association of their address.
- 19.2 When both co-secretary roles are filled the co-secretaries will decide between them the allocation of duties.
- 19.3 The co-secretaries will prepare the agenda and notify all members of all meetings within required timeframes.
- 19.4 It is the duty of the co-secretaries to keep written minutes of:
 - 19.4.1 all appointments of officeholders and members of the committee, and
 - 19.4.2 the names of members present at a committee meeting or a general meeting, and
 - 19.4.3 all proceedings at committee meetings and general meetings.
- 19.5 Minutes of proceedings at a meeting must be distributed to all members of the association within 14 days of the meeting.
- 19.6 Minutes of proceedings at a meeting must be adopted by members who were present at the meeting at the next succeeding meeting.

20. Treasurer

- 20.1 When both co-treasurer roles are filled the co-treasurers will decide between them the allocation of duties.
- 20.2 It is the duty of the co-treasurers of the association to ensure:
 - 20.2.1 that all money due to the association is collected and received and that all payments authorised by the association are made, and
 - 20.2.2 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.



21. Casual vacancies

- 21.1 In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy:
 - 21.1.1 after providing 14 days written notice of the proposed appointment to members of the association, and
 - 21.1.2 having received no objections to the appointment of the member via written or other electronic method.
- 21.2 A member appointed under **subclause 21.1** is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- 21.3 A casual vacancy in the office of a member of the committee occurs if the member:
 - 21.3.1 dies, or
 - 21.3.2 ceases to be a member of the association, or
 - 21.3.3 is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - 21.3.4 resigns office by notice in writing given to the secretary, or
 - 21.3.5 is removed from office under **clause 22**, or
 - 21.3.6 becomes a mentally incapacitated person, or
 - 21.3.7 is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - 21.3.8 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
 - 21.3.9 is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

22. Removal of committee members

- 22.1 The association in a general meeting may by resolution remove any member of the committee from the office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 22.2 If a member of the committee to whom a proposed resolution referred to in **subclause 22.1** makes representations in writing or via electronic method to the co-secretaries or co-convenors (not exceeding a reasonable length) and requests that the representations be



notified to the members of the association, the co-secretaries or co-convenors may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23. Oversight committee meetings and quorum

- 23.1 The oversight committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine.
- 23.2 Additional meetings of the committee may be called by any 2 members of the committee.
- 23.3 Notice of a meeting of the committee must be given by the secretary via at least 2 oral or written communication methods (including but not limited to email, phone call, text message and voicemail) to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- 23.4 Notice of a meeting given under **subclause 23.3** 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 committee members present at the meeting agree to treat as urgent business.
- 23.5 Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- 23.6 No business is to be transacted by the committee 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 until an agreed date on which quorum will be present within 14 days of the original meeting date.
- 23.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 23.8 Committee meetings are open to all members of the association to attend as observers.
- 23.9 At a meeting of the committee:
 - 23.9.1 one of the co-convenors is to facilitate, or
 - 23.9.2 if the co-convenors are absent or unwilling to act, another of the remaining members of the committee is to be chosen to facilitate by the members present at the meeting.
- 23.10 Subject to **subclause 23.5**, the committee may act despite any vacancy on the committee.



- 23.11 Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a subcommittee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or subcommittee.

24. Appointing association members as committee members to constitute quorum

- 24.1 If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, a process is triggered following the rules in **clause 17** to elect a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- 24.2 A member of the committee so elected is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- 24.3 This clause does not apply to the filling of a casual vacancy to which **clause 21** applies.

25. Delegation by committee to subcommittee

- 25.1 The committee may, by instrument in writing, delegate to 1 or more subcommittees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
- 25.1.1 this power of delegation, and
 - 25.1.2 a function which is a duty imposed on the committee by the Act or by any other law.
- 25.2 A function the exercise of which has been delegated to a subcommittee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- 25.3 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.
- 25.4 Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- 25.5 Any act or thing done or suffered by a subcommittee 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.



- 25.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 25.7 A subcommittee may meet and adjourn as it thinks proper.

PART 4. MEETINGS AND DECISIONS

26. Conduct at meetings

- 26.1 Meetings are to be conducted using safe meeting procedures as described in [Bylaw 1](#), and unless explicitly stated that the meeting is confidential, are open to all members. This includes phone-based meetings, and applies to invited guests as well as members.

27. Use of technology at meetings

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

28. Decision making process

- 28.1 Questions arising at a meeting of the committee, a subcommittee appointed by the committee or any other meeting of the association are to be determined by the process set out in [Bylaw 2](#).
- 28.2 Each committee member present at a meeting of the committee (including the person presiding at the meeting) is entitled to the equivalent of 1 vote.
- 28.3 A question arising at a general meeting of the association is to be determined by:
 - 28.3.1 the decision-making process set out in [Bylaw 2](#), or
 - 28.3.2 if on the motion of the co-facilitators or if 5 or more members present at the meeting decide that the question should be determined by a secret ballot – a secret ballot.
- 28.4 If the question is to be determined by the process set out in [Bylaw 2](#), a declaration by the chairperson that a resolution has been carried by consensus or modified consensus 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.

- 28.5 If the question is to be determined by a secret ballot, the ballot is to be conducted in accordance with the directions of the facilitator.

29. Special resolutions

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

30. Voting

- 30.1 On any question arising at a general meeting of the association a member has the equivalent of 1 vote only.
- 30.2 A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.
- 30.3 Proxy voting must not be undertaken at or in respect of a general meeting.
- 30.4 The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under **clause 14**).
- 30.5 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

31. Annual general meeting

- 31.1 The association must hold its first annual general meeting within 18 months after its registration under the Act.
- 31.2 The association must hold its annual general meetings:
- 31.2.1 within 5 months after the close of the association's financial year, or
 - 31.2.2 within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.
- 31.3 The annual general meeting of the association is, subject to the Act and to **subclause 31.1** and **subclause 31.2**, to be convened on the date and at the place and time that the committee thinks fit.
- 31.4 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:



- 31.4.1 to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting, and
 - 31.4.2 to receive from the committee reports on the activities of the association during the last preceding financial year, and
 - 31.4.3 to elect officeholders of the association and ordinary committee members, and
 - 31.4.4 to receive and consider any financial statement or report required to be submitted to members under the Act.
- 31.5 An annual general meeting must be specified as that type of meeting in the notice convening it.
- 31.6 Any proposal submitted to the secretary by any member for inclusion in the annual general meeting agenda must be considered by the meeting.

32. Special general meetings

- 32.1 The committee may, whenever it thinks fit, decide to call a special general meeting of the association.
- 32.2 The committee must, on the requisition of whichever is the greater of at least 5% of the total number of members or 4 members, convene a special general meeting of the association.
- 32.3 A requisition of members for a special general meeting:
- 32.3.1 must be in writing, and
 - 32.3.2 must state the purpose or purposes of the meeting, and
 - 32.3.3 must be signed by the members making the requisition, and
 - 32.3.4 must be lodged with the secretary, and
 - 32.3.5 may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- 32.4 For the purposes of **subclause 32.3**:
- 32.4.1 a requisition may be in electronic form, and
 - 32.4.2 a signature may be transmitted, and a requisition may be lodged, by electronic means.



- 32.5 If the committee fails to convene a special general meeting to be held within 28 days after the date on which a requisition of members for the meeting is lodged with the secretary, any 1 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.
- 32.6 A special general meeting convened by a member or members as referred to in **subclause 32.5** must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

33. Notice

- 33.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 33.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under **subclause 33.1**, the intention to propose the resolution as a special resolution.
- 33.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under **subclause 31.4**.
- 33.4 A member desiring to bring any business before a general meeting may give notice in writing of that business at least 7 days before the meeting date to the secretary who must include that business in the next general meeting notice after receipt of the notice from the member.

34. Quorum for general meetings

- 34.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- 34.2 Whichever is the greater of at least 20% of the total number of members or 5 members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 34.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:



- 34.3.1 if convened on the requisition of members – is to be dissolved, and
- 34.3.2 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.

35. Facilitation

- 35.1 One or both of the co-convenors is to facilitate at each general meeting of the association.
- 35.2 If the co-convenors are absent or unwilling to act, the members present must select 1 of their number to facilitate the meeting.

36. Adjournment

- 36.1 A general meeting at which a quorum is present may, following the decision-making process set out in [Bylaw 3](#), adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 36.2 If a general meeting is adjourned, the secretary must give notice of the adjourned meeting to each member of the association by at least 2 methods of communication which must include at least 1 form of written communication, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

PART 5. OTHER MATTERS

37. Insurance

- 37.1 The association may effect and maintain insurance.

38. Funds

- 38.1 The funds of the association are to be derived from donations, grants and, subject to any resolution passed by the association in general meeting, any other sources that the committee determines.

- 38.2 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.
- 38.3 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 38.4 Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines and in accordance with related bylaws.
- 38.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

39. Association is non-profit

- 39.1 Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

40. Distribution of property on winding up of association

- 40.1 Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- 40.2 In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

41. Change of name, objects and constitution

- 41.1 An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

42. Books

- 42.1 Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:
- 42.1.1 at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or



- 42.1.2 if the association has no premises, at the association's official address, in the custody of the public officer.
- 42.2 The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - 42.2.1 records, books and other financial documents of the association, and
 - 42.2.2 this constitution, and
 - 42.2.3 minutes of all committee meetings and general meetings of the association.
- 42.3 A member of the association may obtain a copy of any of the documents referred to in **subclause 42.2** on payment of a fee of not more than \$1 for each page copied.
- 42.4 Despite **subclause 42.2** and **subclause 42.3**, the committee 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.

43. Service of notices

- 43.1 For the purpose of this constitution, a notice may be served on or given to a person:
 - 43.1.1 by delivering it to the person personally, or
 - 43.1.2 by sending it by pre-paid post to the address of the person, or
 - 43.1.3 by sending it in written form by electronic transmission to an address specified by the person for giving or serving the notice.
- 43.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - 43.2.1 in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - 43.2.2 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
 - 43.2.3 in the case of a notice sent by 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.

44. Financial year

- 44.1 The financial year of the association is:



- 44.1.1 the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- 44.1.2 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.

45. Public Officer

- 45.1 The committee will appoint a person who is resident in New South Wales to be the public officer.
- 45.2 The public officer will not be an officeholder of the association.

46. Interpretation

- 46.1 In this constitution:
 - 46.1.1 a reference to a function includes a reference to a power, authority and duty, and
 - 46.1.2 a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- 46.2 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.

47. Constitutional amendment and bylaws

- 47.1 Amendments to this constitution may be adopted by consensus of members at an annual general meeting or special general meeting.
- 47.2 Following a decision to amend this constitution, the oversight committee may, by consensus, approve strictly necessary consequential amendments and may do any act, matter or thing strictly necessary to give effect to or implement transition to the operation of those changes.
- 47.3 The committee has the power to make or revoke bylaws that clarify arrangements contained within this constitution.