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# CONSTITUTION

**(Revised November 2021)**

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# Part 1 INTRODUCTION

## 1. Name

The name of the Association shall be Western Sydney Community Forum Incorporated (referred to in these rules as "the Association").

### *Statement of Intent*

1. Western Sydney Community Forum is a peak regional advocacy body for community based and managed welfare organisations in Western Sydney.
2. The Association was established in 1984 to ensure that the community based non-government sector had a voice to government on issues affecting disadvantaged and stressed communities in Western Sydney.
3. The Association acts:
  - a) as a regional advocate providing a broad regional forum, taking up issues across program areas
  - b) to provide infrastructure support (strengthening the capacity of the sector) to community based organisations eg. policy analysis, information provision, interpreted knowledge, training and development and other services
  - c) to co-ordinate and consult with members
  - d) to liaise with government agencies, consumer, business and other key stakeholders in Western Sydney
4. The Association's overall aim is to work with the members to develop and support a strong community based sector in Western Sydney. The Association is a not for profit community based organisation committed to the following values:
  - a) Provision of services and programs in a social justice framework
  - b) Commitment to a culturally diverse community with special acknowledgement of Aboriginal and Torres Strait Islander heritage and its contribution to our nation
  - c) Non-discrimination on the grounds of sexuality, race, disability, gender, age, marital status as per the NSW Anti Discrimination Act
  - d) Equality of civil, political, social, economic and cultural rights for individuals and communities
  - e) Active participation of people and communities in the development of policies and delivery of services which impact on their lives
5. The Association as a peak organisation aims to:
  - a) Gather, disseminate and respond to information on issues of concern in the Western Sydney region.

- b) Encourage communication and co-operation between all community and welfare services in the Western Sydney region in order to develop a regional community sector identity.
- c) Participate in developing regional strategies for dealing with significant social issues, especially those which have an impact on the provision of community and welfare services in Western Sydney.
- d) Act as a voice for the community sector in Western Sydney in order to maintain and improve the level of services available to the Western Sydney community.

## 2. Definitions

In these rules, unless the context or subject matter clearly indicates otherwise:

"*The Forum*" means the Western Sydney Community Forum;

"*The Association*" means the Western Sydney Community Forum;

"*Executive*" means the Office bearers of the Board (Chair, Vice Chair, Treasurer and Secretary);

"*Board*" means the Board;

"*The Act*" means the Associations Incorporation Act 2009 (NSW);

"*the regulation*" means the Associations Incorporation Regulation 2016;

"*ordinary member*" means a member of the Board who is not an office bearer of the Association, as referred to in rule Part 2;

"*Secretary*" means the person holding office under the rules as Secretary of the Association;

"*Western Sydney*" and "*Western Sydney Region*" means the Local Government Areas of Blacktown, Blue Mountains, Camden, Campbelltown, Canterbury Bankstown, Cumberland, Fairfield, Hawkesbury, Liverpool, Parramatta, Penrith, The Hills and Wollondilly;

"*peak body*" means a representative organisation that provides information, membership support, co-ordination, advocacy and representation, research and policy development and other services for its members and other interested parties;

"*person*" includes a group, service, individual, Government body and other interested bodies;

"*special general meeting*" means a general meeting of the Association other than annual general meeting.

The provisions of the Interpretations Act 1987 (NSW), apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

# Part 2 MEMBERSHIP

## 3. Membership Generally

Unless the context indicates otherwise, a reference to membership includes members and associate members of the Association.

## 4. Eligibility for Membership

1. Subject to these rules, the Association's members and associate members shall comprise of the Association's current membership, together with other persons to whom the Board admits membership.
2. Membership is open to incorporated not-for-profit community based social / welfare organisations located in the Western Sydney region
3. Associate membership is open to:
  - a) Individuals;
  - b) Incorporated not-for-profit community based social / welfare organisations not located in the Western Sydney region; and
  - c) Government bodies and agencies, and other interested bodies located in the Western Sydney region.
4. Associate membership shall entitle associate members to all rights and responsibilities of members except:
  - a) the right to vote at general meetings of the Association;
  - b) the right to be elected to the Board; and
  - c) the right to inspect the Association's register of members.
5. Members and associate members must be willing and able to comply with the Objects of the Association.

## 5. Membership Qualifications

A person or organisation is qualified to be a member of the Association if, but only if:

1. The person is a person referred to in Section 1, Part 2 of the Regulations and has not ceased to be a member of the Association at any time after the incorporation of the Association under the Act; or

2. The person is a natural person who represents a non-incorporated or incorporated organisation based in Western Sydney that:
  - a) has been nominated for membership of the Association; and
  - b) has been approved for membership of the Association by the Board of the Association.

## **6. Nomination for Membership or Associate Membership**

1. A nomination for membership of the Association shall be made in writing by the person or organisation seeking membership and lodged with the Secretary of the Association.
2. As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Board, which is to determine whether to approve or reject the nomination. In no case will the Association be required to give any reason for the rejection of any application.
3. If the Board determines to approve a nomination for membership, the Secretary must, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable as determined under rule 11 by a member as entrance fee and annual subscription.
4. The Public Officer must, on payment by the nominee of the amounts referred to in rule 6.3 within 28 days, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a Member of The Association.

## **7. Cessation of Membership**

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

- a) dies; or disbands (in the case of an organisation)
- b) fails to pay outstanding membership fees within three months of the due date,
- c) resigns that membership; or
- d) is expelled from the Association.

## **8. Membership Entitlements Not Transferable**

A right, privilege or obligation which a person has as a member of the Association:

- a) is not capable of being transferred or transmitted to another person or organisation; and
- b) terminates upon cessation of a person's or organisation's membership.

## **9. Resignation of Membership**

1. A member of the Association is not entitled to resign that membership except in accordance with this rule.
2. A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving to the Secretary written notice of at least one month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
3. Where a member of the Association ceases to be a member pursuant to rule 9.2, and in every other case where a member ceases to hold membership, the Public Officer must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
4. Nothing within these rules prohibits the Board from terminating membership for failure to pay outstanding membership fees within three months of the due date.

## **10. Register of Members**

1. The Public Officer of the Association must establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member. Provision for noting the date of cessation membership shall also be contained in the register.
2. The register of members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member (except any associate member) of the Association at any reasonable hour.
3. Nothing in these rules prevents any person inspecting the register of members of the Board pursuant to section 21(a) of the Act.

## **11. Fees and Subscriptions**

A member of the Association must pay to the Association an annual membership fee as determined by the Board:

- a) before the 1st July in each calendar year in accordance with the financial year, or
- b) where the member becomes a member on or after 1st July in any calendar year:
  - I. upon becoming a member; and
  - II. from that point, before 1st July in each succeeding calendar year.

## **12. Member's Liabilities**

The members of the Association are not liable to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

## **13. Resolution of Internal Disputes**

Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to:

- a) a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983; or
- b) if a Community Justice Centre is unavailable, to a similar authority.

## **14. Disciplining Of Members**

1. A complaint may be made by any member of the Association that some other member of the Association:
  - a) has refused or neglected to comply with a provision or provisions of these rules; or
  - b) has wilfully acted in a manner prejudicial to the interests of the Association.
2. On receiving such a complaint, the Board:
  - a) must cause notice of the complaint to be served on the member concerned; and
  - b) must give the member at least fourteen days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
  - c) must take into consideration any submissions made by the member in connection with the complaint.
3. 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.
4. If the Board expels or suspends a member, an executive member must, within seven 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 rule 13.
5. 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 rule 14, whichever is the later.

## **15. Right of Appeal of Disciplined Member**

1. A member may appeal to the Association at a general meeting against the resolution of the Board under rule 14 within seven days after notice of the resolution is served on the member by lodging with an executive member a notice to that effect.
2. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
3. Upon receipt of a notice from a member under rule 15.1, an executive member must notify the Board which is to convene a general meeting of the Association to be held within twenty-eight days after the date on which the executive member received the notice.
4. At a general meeting of the Association convened under rule 15.3:
  - a) no business other than the question of the appeal is to be transacted; and
  - b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - c) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
5. If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

# Part 3 THE BOARD

## 16. Powers of The Board

The Board is to be called the Board of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in general meeting:

- 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 these rules 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.

## 17. Constitution and Membership

1. The Board is to consist of the office-bearers of the Association and four (4) ordinary members, each being a person who is a member in their own right or a person representing a member organisation, each of whom is to be elected at the annual general meeting of the Association.
2. The office-bearers of the Association are to be :
  - a) the Chair
  - b) the Vice Chair
  - c) the Treasurer, and
  - d) the Secretary
3. Half the Board shall be elected annually at a General Meeting of the Association. Each member shall be elected for a period of two years.
4. Each member of the Board is, subject to these rules, to hold office until the conclusion of the second annual general meeting following the date of the member's election, but is eligible for re-election.
5. Office bearers will be elected by the newly elected Board at the first Board meeting following the Annual General Meeting.
6. At each annual election four members shall be elected.
7. In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting at which the member they are replacing would have been required to stand for re-election.

8. In the first year following the adoption of this constitution a ballot needs to be held at the first meeting of the Board following the Annual General Meeting to identify which four Board members will serve of the Board for twelve months and which four will serve for two years.

## **18. Election of Members**

1. Nominations of candidates for election as members of the Board:
  - a) must be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which maybe endorsed on the form of the nomination), and
  - b) must be delivered to the Secretary of the Association at least seven days before the date fixed for the holding of the annual general meeting at which the election is to take place.
2. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
3. If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
4. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
5. The ballot for the election of members of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

## **19. 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 Board, and
  - b) the names of members of the Board present at a Board meeting or a general meeting, and all proceedings at Board meetings and general meetings.
3. Minutes of proceedings at a meeting must be signed by the Chair of the meeting or by the Chair of the next succeeding meeting.

## **20. 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.

## **21. Casual Vacancies**

1. For the purposes of these rules, a casual vacancy in the office of a member of the Board occurs if the member dies, or
  - a) ceases to be a member of the Association, or
  - b) becomes an insolvent under administration within the meaning of the Corporations Act 2001, or
  - c) resigns office by notice in writing given to the Secretary, or
  - d) is removed from office under rule 22, or
  - e) becomes a mentally incapacitated person, or
  - f) is absent without the consent of the Board from all meetings of the Board held during a period of six months, or
  - g) is convicted or an offence involving fraud or dishonesty for which the maximum penalty on convictions is imprisonment for not less than three months, or
  - h) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001.

## **22. Removal of Member**

1. The Association in general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
2. A member proposed to be removed by resolution as in rule 22.1 may make representations in writing to an executive member ( not exceeding reasonable length) which:
  - a) may at an executive member's discretion be sent to members of the Association; or
  - b) if not, must be read aloud at the meeting considering the resolution to remove the member.

## **23. Meetings and Quorum**

1. The Board will meet every two months. The Board must meet at least six times in each period of twelve months at such place and time as the Board may determine and may incorporate the use of any technology approved by the Board.
2. Additional meetings of the Board may be convened by the Chair or by any member of the Board.
3. Oral or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least forty-eight hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
4. Notice of a meeting given under rule 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 Board members present at the meeting unanimously agree to treat as urgent business.
5. A quorum constitutes more than 50% of the elected Board members
6. If a quorum is not present at the meeting, with the agreement of those present the meeting can proceed on the understanding that all decisions will be required to be formally presented at the next Board meeting where there is a quorum present.
7. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
8. At a meeting of the Board:
  - a) the Chair or, in the Chair's absence, the Vice Chair is to preside, or
  - b) if the Chair and the Vice Chair are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

## **24. Delegation by Board to Sub-Committee**

1. The Board may delegate, in writing, to one or more sub-committees such responsibilities and duties of functions of the Board, other than:
  - a) this power of delegation; and
  - b) a function which is a duty imposed on the Board bylaw.
2. Membership of a sub-committee is determined by the Board and is limited to members of the Association including at least one member of the Board.

3. A sub-committee formed in accordance with rule 1 .1 can exercise its delegated functions and duties, until the delegation is revoked.
4. Despite any delegation under this rule, the Board may continue to exercise any function delegated.
5. The Board may, in writing, revoke in whole or in part, any delegation under this rule.
6. The sub-committee must report and make recommendations to the Board.
7. Sub-committees can only make recommendations on financial matters and must refer such matters to the Board for decision.
8. The Board can overrule a decision made by a sub-committee if it is counter to the aims of the Association or is counter to duties imposed on the Board by legislation.
9. The sub-committee may meet and adjourn as it thinks proper.

## **25. Voting and Decisions**

1. Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
2. Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote. Except where a quorum is not present, the Board or sub-committees may act despite any vacancies of their membership.
3. Anything done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

# Part 4 GENERAL MEETING

## **26. Annual General Meetings - holding of**

1. With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of six months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
2. The Association must hold its first annual general meeting:
  - a) within the period of eighteen months after its incorporation under the Act, and
  - b) within the period of six months after the expiration of the first financial year of the Association.
3. Rules 26.1 and 26.2 have effect subject to any extension or permission granted under section 26(3) of the Act.

## **27. Annual General Meetings - calling of and business at**

1. The annual general meeting of the Association is, subject to the Act and to rule 26, to be convened on such date and at such place and time as the Board thinks fit and may incorporate the use of any technology approved by the Board.
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 members of the Board
  - d) to receive and consider the statement which is required to be submitted to members under section 44 of the Act.
3. An annual general meeting must be specified as such in the notice convening it.

## **28. Special General Meetings - calling of**

1. The Board may, whenever it thinks fit, convene a special general meeting of the Association and may incorporate the use of any technology approved by the Board.
2. The Board must, on the requisition in writing of at least five per cent of the total number of members, convene a special general meeting of the Association.

3. A requisition of members for a special general meeting:
  - a) must be in writing, and
  - b) must state the purpose or purposes of the meeting, and
  - c) must be signed by the members making the requisition, and
  - d) must be lodged with the Secretary, and
  - e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
4. If the Board fails to convene a special general meeting to be held within one 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 three months after that date.
5. A special general meeting convened by a member or members as referred to in clause 28.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

## **29. 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 fourteen 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 twenty-one 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 rule 29.1, 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 rule 27.2.
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.

### **30. Procedure**

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

### **31. Presiding Member**

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

### **32. 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 fourteen 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 rules 32.1 and 32.2, 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.

### **33. Making of Decisions**

1. A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a ballot is demanded, 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.
2. At a general meeting of the Association, a ballot may be demanded by the chairperson or by at least three members present in person or by proxy at the meeting.
3. If a ballot is demanded at a general meeting, the ballot must be taken;
  - a) immediately in the case of a ballot which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
  - b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,
  - c) and the resolution of the ballot on the matter is taken to be the resolution of the meeting on that matter.

### **34. Special Resolution**

1. A special resolution shall be passed in the following manner:
  - a) written notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;
  - b) the notice must give details of the proposed special resolution and give at least twenty-one days notice of the meeting;
  - c) a quorum must be present at the meeting;
  - d) at least three quarters of those present and proxy voters must vote in favour of the resolution;
  - e) in situations where it is not possible or practicable for a resolution to be passed as described above, a request may be sent to the relevant statutory authority for permission to pass the resolution in some other way.

### **35. Voting**

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

- a) All votes must be given personally or by proxy but no member may hold more than five proxies.
- b) 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.
- c) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

### **36. Appointment of Proxies**

Each member is to be entitled to appoint another member as proxy by notice given to the Secretary no later than twenty-four hours before the time of the meeting in respect of which the proxy is appointed.

# Part 5 MISCELLANEOUS

## **37. Insurance**

The Association must effect and maintain insurance under section 38 of the Regulation. In addition to the insurance required under this clause , the Association may effect and maintain other insurance.

## **38. Funds - sources**

The funds of the Association are to be derived from membership fees, government and private grants, and donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines. All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

## **39. 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 two members of the Board or employees of the Association, being members or employees authorised to do so by the Board.
3. The assets and income of the Association shall be applied solely in furtherance of its above mentioned objectives 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.
4. In event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.
5. Further, in the event that the organisation is wound up 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:
  - a) gifts of money or property for the principal purpose of the organisation
  - b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation

- c) money received by the organisation because of such gifts and contributions.

#### **40. Association is non-profit**

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.

#### **41. Distribution of property on winding up of Association**

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.
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.

#### **42. Alteration of objects and rules**

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

#### **43. Common Seal**

The common seal of the Association must be kept in the custody of the Public Officer. The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two members of the Board or of one member of the Board and of the Public Officer.

#### **44. Custody of books**

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 except otherwise provided by these rules.

#### **45. Inspection of books**

1. The records, books and other documents of the Association must be open to inspection, free of charge, by a member of the Association at any reasonable hour.

2. Despite subclause 1, 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.

## **46. Service of notices**

1. For the purpose of these rules, 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 these rules, 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.

## **47. Public Officer**

1. The Board shall ensure that a person is appointed as Public Officer.
2. The first Public Officer shall be the person who completed the application for incorporation of the Association.
3. The Board may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
4. The Public Officer shall be deemed to have vacated their position in the following circumstances:
  - a) death
  - b) resignation
  - c) removal by the Board or at a General Meeting
  - d) bankruptcy or financial insolvency
  - e) mental incapacitation
  - f) residency outside New South Wales

5. When a vacancy occurs in the position of Public Officer the Board shall within fourteen days notify the Department of Fair Trading by the prescribed form and appoint a new Public Officer.
6. The Public Officer is required to notify the Department of Fair Trading by the prescribed form and within the prescribed time limits in the following circumstances:
  - a) appointment;
  - b) a change of residential address;
  - c) a change in the Association's objects or rules;
  - d) a change in the membership of the Board;
  - e) a change of the Association's financial affairs; or
  - f) a change in the Association's name.
7. The Public Officer may be an Office Bearer, Board member, or any other person regarded as suitable for the position by the Board.

#### **48. 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.