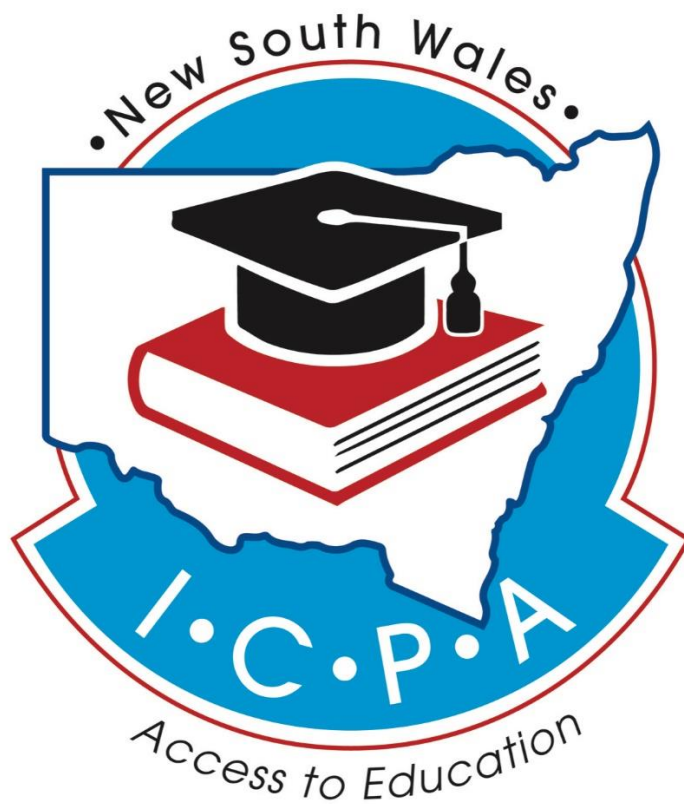


The Isolated
Children's Parents'
Association
of New South Wales Incorporated



CONSTITUTION

March 2024

CONTENTS

PART 1	PRELIMINARY	3
1.	Name	3
2.	Objects	3
3.	Policy	4
4.	Definitions	5
5.	Interpretation	6
PART 2	MEMBERSHIP	6
6.	Qualification	6
7.	Life Membership	7
8.	Branches	7
9.	Register of Members	7
10.	Cessation of Membership	8
11.	Membership Entitlements not Transferable	8
12.	Resignation	8
13.	Members' Liability	9
14.	Resolution of Disputes	9
15.	Disciplining of Members	9
16.	Right of Appeal of Disciplined Member	10
17.	Fees and Subscriptions	11
PART 3	MANAGEMENT	12
18.	The Council	12
19.	Election of Council	13
20.	Casual Vacancies	14
21.	Removal of Council Member	14
22.	Meetings and Quorums	15
23.	Presiding Member	16
24.	Adjournment	16
25.	Use of Technology at Council Meetings	16
26.	Delegation by Council to Sub-committee	16
PART 4	MEETINGS	17
27.	Annual General Meeting	17
28.	Special General Meeting	18
PART 5	ANNUAL CONFERENCE	19
29.	Purpose	19
30.	Branch Representation	19
31.	Membership Entitlement	19

32.	Quorum	19
33.	Business	19
34.	Agenda Motions	19
35.	Chair	20
PART 6	VOTING – General Meetings and Conference	20
36.	Method	20
37.	Results	21
38.	Rights	21
39.	Proxy Votes Not Permitted	21
40.	Postal ballots	21
PART 7	MISCELLANEOUS	22
41.	Minutes and Records	22
42.	Insurance	22
43.	Funds	22
44.	Association is Non-Profit	22
45.	Trustees	23
46.	By-laws	23
47.	Service of Notice	23
48.	Custody of Books	24
49.	Inspection of Books	24
50.	Alteration of Constitution and Objects	25
51.	Dissolution	25
52.	Distribution of Property on Winding up of Association	25
53.	Financial year	25

PART 1 PRELIMINARY

1. Name

This Association shall be called ‘The Isolated Children’s Parents’ Association of New South Wales Incorporated’, hereinafter referred to as ‘the Association’.

2. Objects

The objects of the Association are:

- a) To promote awareness and understanding of the problems and needs of geographically or otherwise isolated students and schools.
- b) To seek assistance for geographically isolated students to gain access to appropriate schooling or specialist services so that the individual educational needs of the student are met.

- c) To advance educational and associated services that are or should be provided for students in and from isolated areas.
- d) To seek assistance for the continuance of recognised residential facilities that provides boarding places for students from isolated areas.
- e) To seek living-away-from-home allowances for those children who must live away from home in order to receive a continuing education.
- f) To lobby appropriate authorities to expand existing specialist services or establish new ones that will improve the educational, social or cultural life of isolated students.
- g) To do all such things as may, in the opinion of the Association, promote cordial relations between the Association and kindred associations or persons, interested in any aspect of education.
- h) To become a member of, support, co-operate or amalgamate with, any kindred association whose objects are altogether or in part similar to the Association.
- i) To do all such lawful things as the Association may think incidental or conducive to the attainment of the objects of the Association in whole or in part.
- j) To solely apply the property and income of the Association towards the promotion of the objects of the Association, and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members except in good faith in the promotion of these objects.

3. Policy

- a) The policy of the Association shall be related to education and other issues that have an influence on educational opportunities for geographically isolated children in New South Wales.
 - (i) The Association's policy shall be established by and at Annual General Meetings and Annual Conferences, held in accordance with clauses 27 and 29 of this Constitution.
 - (ii) All members must abide by this policy.
 - (iii) Interim policy decisions made by State Council shall be presented for ratification or rejection at the next Annual General Meeting or Annual Conference.
 - (iv) Interim policy decisions rejected at an Annual General Meeting or Annual Conference can only be re-introduced at a subsequent Annual General Meeting or Annual Conference.
- b) Amendments to policy shall require:
 - (i) At least twelve (12) weeks' notice in writing to the Association's Secretary of any proposed alteration.
 - (ii) Notification in writing to all Branches by the Association's Secretary of any proposed alteration, at least eight (8) weeks prior to the Annual General Meeting or Annual Conference.

- (iii) Ratification by a majority of at least three quarters of the delegates eligible to vote at an Annual General Meeting or Annual Conference.
- (iv) The Association's policy objectives may be amended by a simple majority of the votes cast at an Annual General Meeting or Annual Conference. In the case of an equality of votes, the Chairman shall have a second or casting vote.

4. Definitions

1. In this constitution:

- a) **Isolated Child:** An isolated child is one who, for geographic or other reasons, has no reasonable daily access to an appropriate school.
- b) **Ordinary Council member** means a member of State Council (hereinafter referred to as the Council) who is not an office bearer of the Association.
- c) **Secretary** means:
 - (i) The person holding office under this constitution as Secretary of the Association, who may also act as the Public Officer of the Association within the meaning of the Act or
 - (ii) If no person holds that office - the Public Officer of the Association.
- d) **Lone Members Officer** means the person elected to the position on Council whose job is to maintain contact and communication between Lone Members and Council.
- e) **Membership Officer** means the person who maintains the register of financial members and keep Branches informed of new and renewing members
- f) **Special general meeting** means a general meeting of the Association other than a General Meeting or an Annual General Meeting
- g) **The Act** means the *Associations Incorporation Act 2009*.
- h) **The Regulation** means the *Associations Incorporation Regulation 2016*.
- i) **Member Present** means a financial member who is taken to be present, either in person or electronically.
- j) A **Branch of the Association** is a body with at least five (5) memberships, whose members join together in accordance with the Association's Constitution, to facilitate the administration of the Association and the attainment of its aims.

k) **State Council** is a properly constituted body elected from financial members within New South Wales, provided there are at least three (3) branches, which is to:

- (i) Have general control and management of the administration, affairs, property and funds of the Association and
- (ii) Have general control of branches within New South Wales.

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.

5. Interpretation

Classes of Members

The members of the Association shall consist of Ordinary Members and Life Members.

- a) Ordinary members may be an individual, family (one or both parents, husband/wife/partner/couple) or an organisation or school.
- b) Life Member – the Association at any Annual General Meeting may confer Life Membership on any person or persons. The election of Life Members shall be done according to By-laws drawn up by the Council under this Constitution.
- c) A Lone Member is an ordinary member for whom it is impractical to become a member of a registered branch. Lone Members are to have the same rights and privileges under this Constitution as Ordinary Members.

PART 2 MEMBERSHIP

6. Qualification

6.1. Membership shall be open to any person/body corporate who wish to further the interests of the Association, and members shall have no restrictions placed on them by virtue of religious or political beliefs, sex, age or race.

6.2. An ordinary membership of the Association relates to an ordinary member as interpreted in Section 5, who have joined a registered branch of the Association or who have joined as a lone member and who have paid the appropriate subscription.

6.3. Membership is not valid until the Branch Treasurer or State Lone Member Officer has forwarded the appropriate Federal membership subscription to the

Association's Treasurer or the membership subscription has been distributed to Branch, State and Federal Treasurers by the authorised receiving officer.

6.4. The Membership Officer or Treasurer must, on payment by the applicant/s of the required subscription, enter or cause to be entered the applicant/s's name in the register of members and, on the name being so entered, the applicant/s become/s a member of the Association.

7. Life Membership

Life Membership of the Association may be conferred on an individual at any Annual General Meeting of the Association for exceptional or meritorious service to the education of geographically isolated children.

- a) Awarding of Life Membership shall be subject to any By-laws drawn up by State Council under this Constitution.
- b) Life Membership applies exclusively to the individual so honoured and does not extend to any other member of his or her family.

8. Branches

Members may form themselves into Branches for the purposes of better administration and attainment of the Association's objectives. The minimum number of members required to form a Branch is five (5).

- a) Each Branch shall elect annually an Executive who will take on the duties of President, Vice-President (if deemed necessary by the members), Secretary and Treasurer and the conduct of the Branch shall be in accordance with this Constitution.
- b) Where there are insufficient members to form a Branch of the Association, individual members shall be regarded as Lone Members of the Association; this categorisation as Lone Members in no way derogates from their rights and obligations as members of the Association.

9. Register of Members

- a) The Membership Officer of the Association shall establish (or cause to be established), and maintain a register of members of the Association (whether in written or electronic form) specifying the name, postal, residential and email address (if available) together with the date on which the person became a member.
- b) The register of members must be kept:
 - (i) At the main premises of the Association, or
 - (ii) If the Association has no premises, at the Association's Public Officer's official address.
- c) The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.

- d) A member of the Association may obtain a copy of any part of the register after payment of a fee of not more than \$1 for each page copied.
- e) 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.
- f) The register of members must not be used for any other purpose than to contact or send material to any member, other than for:
 - (i) 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
 - (ii) Any other purpose necessary to comply with a requirement of the Act or the Regulation
- g) If the register of members is kept in electronic form:
 - (iii) It must be convertible into hard copy, and
 - (iv) The requirements in subclauses (i) and (ii) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.
- h) The Secretary shall establish and maintain a register of Branches (whether in written or electronic form) recording the Office Bearers of each together with date of formation of each branch.

10. Cessation of Membership

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

- a) Dies;
- b) Resigns that membership;
- c) Is expelled from the Association; or
- d) Fails to pay the annual membership fee under clause 17 a) within three (3) months after the fee is due.

11. Membership Entitlements not Transferable

A right, privilege or obligation which a person has by reason of being a member of the Association:

- a) Is not capable of being transferred or transmitted to another person, and
- b) Terminates upon cessation of the person's membership.

12. Resignation

A member of the Association is not entitled to resign that membership except in accordance with this section.

- a) A member of the Association may resign from membership of the Association by first giving to the Secretary written notice of at least one (1) month (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.

- b) If a member of the Association ceases to be a member under clause 12 a) 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.

13. Members' Liability

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 17 of this Constitution.

14. Resolution of Disputes

- a) 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
 - (i) Are to be resolved internally in the first instance or
 - (ii) Are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983* if internal resolution is not attained.
- b) If a dispute is not resolved by mediation within three (3) months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- c) Each party shall cover their own costs during the mediation (or arbitration) process unless other conditions are imposed by the Community Justice Centre or following arbitration.

15. Disciplining of Members

- a) A member may be expelled from membership of the Association by the Council if, in the opinion of the Council, after affording that member an opportunity of offering the Council an explanation of his/her conduct either verbally or in writing as the Council may decide, the conduct of the member is such as to be detrimental to the best interests of the Association, provided that:
 - (i) Such expulsion shall not be effective unless it is confirmed by a majority of members present at a Special General Meeting of the members convened to consider the expulsion.
 - (ii) Such Special General Meeting is held within a period of one (1) month from the date of the decision of the Council to expel the member.
 - (iii) At such Special General Meeting, the member whose expulsion is under consideration shall be allowed to offer an explanation of his/her conduct verbally or in writing at the option of such member.

- (iv) It shall be in the power of the Council to exclude such member from participation in the affairs of the Association until such Special General Meeting shall be held.
- b) A complaint may be made to the Council by any person that a member of the Association:
 - (i) Has refused or neglected to comply with a provision or provisions of this constitution, or
 - (ii) Has wilfully acted in a manner prejudicial to the interests of the Association.
- c) The Council may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- d) If the Council decides to deal with the complaint, the Council:
 - (i) Must cause notice of the complaint to be served on the member concerned, and
 - (ii) Must give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the Council in connection with the complaint, and
 - (iii) Must take into consideration any submissions made by the member in connection with the complaint.
- e) The Council 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.
- f) If the Council expels or suspends a member, the Secretary must, within seven (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 Council for having taken that action and of the member's right of appeal under clause 16.
- g) The expulsion or suspension does not take effect:
 - (i) Until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (ii) If within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 15 e),whichever is the later.

16. Right of Appeal of Disciplined Member

- a) A member may appeal to the Association at a Special General Meeting against a resolution of the Council under clause 16, within seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- b) 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

- c) At a Special General Meeting of the Association convened under clause 28 b):
 - (i) No business other than the question of the appeal is to be transacted, and
 - (ii) The Council and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (iii) The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- d) The appeal is to be determined by a simple majority of votes cast by members of the Association.

17. Fees and Subscriptions

- a) The Association's Annual Subscription for members shall be determined at Annual General Meetings and one (1) subscription shall cover an individual, family (one or both parents, husband/wife/partner/couple) or an organisation or school; when both members of a family are present at an Annual General Meeting, General Meeting, Special General Meeting or Branch Meeting, they shall be entitled to one (1) vote each.
- b) Each Branch shall be entitled to set an Annual Branch Subscription to cover costs associated with administering the business of the Branch, which shall include State and Federal Membership subscriptions.
- c) Membership is not valid until the Branch Treasurer or Lone Members Officer has forwarded the appropriate membership subscription to the Association's State and Federal Authorised Receiving Officers (State Treasurer and Federal Membership Officer) or the membership subscription has been distributed to Branch, State and Federal Treasurers by the authorised receiving officer.
- d) The annual subscription may be paid using the following methods:
 - (i) To the appropriate Branch Treasurer who shall forward the prescribed subscription to the Association's State and Federal Authorised Receiving Officers, except for a lone member, who shall forward the annual subscription directly to the State Council Lone Members Officer who shall then forward the subscription to the Association's State and Federal Authorised Receiving Officers ; OR
 - (ii) By electronic means through the ICPA website via the online gateway.
- e) The annual subscription shall be payable in advance.
 - (i) Subscriptions paid online are due 12 months from the previous payment.
 - (ii) Subscriptions paid manually are due on the 1st day of January.

PART 3 MANAGEMENT

18. The Council

- a) Subject to the Act, the Regulation, this Constitution and any Resolution passed by the Association in General Meeting, the general control and management of the administration of the Association shall be by an elected Council of Office Bearers, consisting of:
- (i) The President;
 - (ii) Two (2) Vice Presidents;
 - (iii) Secretary;
 - (iv) Treasurer;
 - (v) Assistant Secretary;
 - (vi) Publicity Officer;
 - (vii) Lone Members Officer and
 - (viii) Minimum of four (4) and a maximum of six (6) Committee Members.

each of whom shall be elected at the Annual General Meeting of the Association pursuant to clause 27.

- b) Subject to a) above, the Council shall have the general control and management of the affairs, property and funds of the Association;
- c) 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 the members of the Association.
- d) Has power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Association; and
- e) Shall have the authority to interpret the meaning of this Constitution and any matter relating to the Association on which this Constitution is silent.
- f) The Immediate Past President shall be an ex-officio member of the Council and be entitled to one (1) vote at Council Meetings and the annual Conference.
- g) Each member of the Council shall, subject to this Constitution, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- h) In the event of a casual vacancy occurring in the membership of the Council, the Council may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of appointment.
- i) The elected Council shall have the power to co-opt four (4) members with special qualifications who shall have full voting rights at meetings of Council.
- j) No member of the Council shall be appointed to any salaried office of the Association or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of Council except:

- (i) Repayment of out-of-pocket expenses including travel expenses;

19. Election of Council

a) Nomination for candidates for election as Office Bearers of the Association or as ordinary members of Council:

- (i) Shall be in writing, signed by two (2) members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
- (ii) Shall be delivered to the Secretary of the Association no later than the time designated for the commencement of the Annual General Meeting.

b) If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated shall be deemed to be elected and any vacant positions remaining on the Council shall be deemed to be casual vacancies.

c) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

The ballots for the election of Office Bearers and Ordinary Members of the Council shall be conducted at the Annual General Meeting in accordance with the By-laws drawn up by Council.

e) A candidate may nominate for both, a position as an Office Bearer and Ordinary Member of Council, however, if elected as an Office Bearer, the candidate's name shall be withdrawn from the ballot for Ordinary Members of Council.

f) President

- (i) Is a role consisting of three (3) years
- (ii) Acts as Chairperson
- (iii) Ensures meetings are convened properly
- (iv) Ensures correct functioning of all office bearers
- (v) Represents the Association

g) Secretary

- (i) 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.
- (ii) It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
 - A. All appointments of office-bearers and members of the Council, and
 - B. The names of members of the Council present at a Council meeting or a general meeting, and
 - C. All proceedings at Council meetings and general meetings.

- (iii) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
 - (iv) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (g)(iii)
 - h) Treasurer
- It is the duty of the Treasurer of the Association to ensure:
- (i) That all money due to the Association is collected and received and that all payments authorised by the Association are made, and
 - (ii) 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.
- i) Additional roles and responsibilities shall be outlined in the By-laws of the Association.

20. Casual Vacancies

A casual vacancy in the office of a member of the Council occurs if the member:

- a) Dies
- b) Ceases to be a member of the Association;
- c) Is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
Resigns office by notice in writing given to the secretary, or
- e) Is removed from office under clause 21, or
- f) Becomes a mentally incapacitated person, or
- g) Is absent without the consent of the committee from three (3) consecutive meetings of the committee, or
- h) Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months, or
- i) Is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

21. Removal of Council Member

- a) The Association in a properly constituted General Meeting may, by resolution by a two-thirds majority of members present, remove any member of the Council 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.
- b) Where a member of the Council, to whom a proposed resolution referred to in subclause a) relates, makes representations in writing to the Secretary or President and requests that the representations be notified to the members of

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

22. Meetings and Quorums

- a) The Council shall meet at least three (3) times in each period of twelve (12) months at such place and time the Council may determine.
- b) Additional meetings of the Council may be convened by the President and Special Meetings by the Secretary on the request in writing of not less than three (3) members of council, which request shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted.
- c) Oral or written notice (including by email or other electronic means, if the Council so determines) of a meeting of the council shall be given by the Secretary to each member of the Council at least seven (7) days (or such other period as may be unanimously agreed upon by the members of the Council) before the time appointed for the holding of the meeting.
- d) Notice of a special meeting shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Council members present at the meeting unanimously agree to treat as urgent business.
- e) 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 (21) days before the date fixed for the holding of the General Meeting, cause notice to be given to each member specifying the intention to propose the resolution as a special resolution.

Note. A special resolution must be passed in accordance with section 39 of the Act.

- f) At every meeting of the Council, six (6) elected members shall constitute a quorum.
- g) No business shall be transacted by the Council unless a quorum is present.
 - (i) At a meeting of the Council: The President or, in the President's absence, either of the Vice Presidents shall preside;
or
 - (ii) If the President and the Vice Presidents are absent or unwilling to act as such, either one of the remaining members of the Council, as may be chosen by the members present at the meeting, shall preside.
- h) Questions arising at any meeting of the Council shall be decided by a majority of votes of those present and a determination by the majority of the members of the Council.
- j) In the case of an equality of votes the President of the meeting shall have a second or casting vote.
- k) The continuing members of the Council may act notwithstanding any vacancy in the Council, but if and so long as their number is reduced below the number

fixed by or pursuant to the Constitution as the quorum, the continuing member or member may act for the purposes of increasing the number of members of the Council from amongst the members of the Association, which they are hereby empowered to do, or of summoning a General Meeting of the Association, but for no other purpose.

23. Presiding Member

- a) The President or, in the President's absence, a Vice President, is to preside as chairperson at each General Meeting of the Association.
- b) If the President and the Vice Presidents are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

24. Adjournment

- a) 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.
- b) If a General Meeting is adjourned for fourteen (14) days or more, the Secretary must give written or oral notice (including by email or other electronic means, if the Council so determines) 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.
- c) Except as provided in subclauses a) and b), 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.

25. Use of Technology at Council Meetings

- a) A Council meeting may be held at two (2) or more venues using any technology approved by the Council that gives each of the Council's members a reasonable opportunity to participate.
- b) A Council member who participates in a Council 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.

26. Delegation by Council to Sub-committee

- a) The committee may, by instrument in writing, delegate to one 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:
 - (i) This power of delegation, and

- (ii) A function which is a duty imposed on the committee by the Act or by any other law.
- b) 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.
- c) 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.
- d) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- f) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- g) A sub-committee may meet and adjourn as it thinks proper.

PART 4 MEETINGS

27. Annual General Meeting

- a) The Association shall, at least once each calendar year and within the period of six (6) months after the expiration of each financial year, convene an Annual General Meeting of its members - specified as such in the notice convening it.
- b) The Annual General Meeting of the Association shall, subject to the Act and subclause a) above, be convened at such place and time and form as the Council decides.
- c) The Secretary must, at least two (2) months before the date fixed for the Annual General Meeting, give notice to each member of the Association specifying the place, date and time and form of the meeting;
- d) The Business to be transacted at an Annual General Meeting shall include the following: -
 - (i) To confirm the minutes of the last preceding Annual General Meeting.
 - (ii) To receive from the Council reports upon the administrative activities of the Association during the last preceding financial year;
 - (iii) To receive and consider the statement which is required to be submitted to members pursuant to Section 26 (6) of the Act and the Auditor's Report relevant thereto;
 - (iv) To elect an Auditor who shall examine all accounts, vouchers, receipts, books et cetera and furnish a report thereon to the

members at the Annual General Meeting. Audits shall be conducted at regular intervals of not more than twelve (12) months. The Auditor shall not be a member, or closely related to a member, of Council;

- (v) To appoint the returning officer to conduct the ballot for Trustees and Office Bearers;
- (vi) To elect Office Bearers of the Association and Ordinary Members of the Council and Trustees by secret ballot;
- (vii) To consider any proposed amendments to this Constitution, of which due and proper notice has been given;
- (viii) To consider any proposed amendments to the Objects of the Association, of which due and proper notice has been given.

28. Special General Meeting

- a) The Council may at any time convene a Special General Meeting.
- b) Special General Meetings shall be convened also by the Secretary upon the written request of not less than five (5) per cent of the total number of members and shall be held within a period of one (1) month from the date of receipt of the request.
- c) A requisition of members for a Special General Meeting:
 - (i) Must be in writing, and
 - (ii) Must state the purpose or purposes of the meeting, and
 - (iii) Must be signed by the members making the requisition, and
 - (iv) Must be lodged with the Secretary, and
 - (v) May consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- d) If the Council fails to convene a Special General Meeting to be held within one (1) month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.
- e) 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 Council.
- f) For the purposes of subclause c):
 - (i) A requisition may be in electronic form, and
 - (ii) A signature may be transmitted, and a requisition may be lodged, by electronic means.
- g) At Annual and Special General Meetings of members a quorum shall consist of five (5) members present (being members entitled under this Constitution to vote at a General Meeting); and
- h) No item of business shall be transacted at a Special General Meeting unless a quorum is present during the time the meeting is considering that item.

- i) The President or, in the President's absence, a Vice President, shall preside as Chairman at each Special General Meeting of the Association.
- j) If the President and Vice Presidents are absent from the meeting, or are unwilling to act, the members present shall elect one (1) of their number to preside as chairman of the meeting.

PART 5 ANNUAL CONFERENCE

29. Purpose

The Annual Conference of the Association (which shall be held in conjunction with the Annual General Meeting where practical) shall be the means whereby the members of the Association, by electing delegates from each Branch to come together to present, debate and resolve motions relating to the Association's objectives, shall endorse courses of action for Council to execute on members behalf.

30. Branch Representation

Each Branch in the Association may be represented at Annual Conference by not more than two (2) delegates (duly nominated and elected at a Branch meeting) who are financial members of the Association either one of whom may be replaced by a duly nominated and registered alternate delegate.

31. Membership Entitlement

Every member of the Association is entitled to be present at Annual Conference and speak on motions brought forward for discussion.

32. Quorum

Delegates from a minimum of five (5) Branches (not being members of the Council) shall constitute a quorum for the purpose of holding an Annual Conference.

33. Business

The business to be conducted at Annual Conference shall be: -

- a) The presentation of the President's Annual Report;
- b) The presentation of papers by Guest Speakers;
- c) The consideration and resolution of Motions from Association Branches and Lone Members, and
- d) Such other business as the Council or Association in General Meeting may deem to be relevant.

34. Agenda Motions

- a) Motions from Branches are to be in the hands of the Association Secretary six (6) weeks (or such other time as the council may from time to time decide) prior to Annual Conference.

- b) Motions from Lone Members shall be forwarded by the Lone Members Officer to the Secretary in accordance with a) above and shall be presented at Conference by the Lone Member representatives appointed in accordance with clause 38 b) (iii) below.
- c) Motions that are received late by the Association Secretary shall be considered by Council prior to the Conference and presented on a separate agenda paper at the discretion of the Council (Supplementary Agenda).
- d) Motions from the floor of the Conference shall only relate to issues which have arisen during Conference, or to issues which have arisen after the closing date for supplementary motions. Floor motions will only be considered for resolution with the consent of the Conference Delegates, after the proposed motion has been read out by the Chair of the Conference.
- e) Recommittal of motions carried at the same Conference shall only occur if the motion for recommittal is carried by a two-thirds majority of voting delegates present at the Conference.

35. Chair

- a) The President or in the President's absence, a Vice President, shall preside as Chairman at each Annual Conference of the Association.
- b) If the President and the Vice Presidents are absent from the Annual Conference or unwilling to act; the delegates present shall elect one of their number to preside as Chairman at the conference.

PART 6 VOTING – General Meetings and Conference

36. Method

- a) At any General Meeting or Conference a resolution put to the vote shall be decided on a show of hands or majority of votes cast unless a poll is (before or on the declaration of the result of the show of hands or majority of votes cast) demanded by the Chairman or by at least three (3) member/delegates present.
- b) Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands or majority of votes cast been carried, or carried unanimously or by a particular majority, or lost and an entry made to that effect in the book containing the Minutes of the proceedings of the Association shall each be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in the favour of or against that resolution.
- c) The demand for a poll may be withdrawn.
- d) Where a poll is demanded at a General Meeting or Conference, the poll shall be taken: -
 - (i) Immediately, in the case of a poll which relates to the election for the Chairman of the meeting or to the question of an adjournment;or

- (ii) In any other case, in such manner and at such a time before the close of the meeting or conference as the Chairman directs and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting or conference on that matter.

37. Results

- a) At General Meetings every question, matter or resolution shall be decided by a majority of votes, except in the case of amendments to the Constitution or its Objects, which require a two-thirds majority.
- b) At Annual Conference every question, matter or resolutions shall be decided by a majority of votes of the voting delegates present.
- c) In the case of an equality of votes, whether on a show of hands, majority of votes cast or on a poll, the Chairman shall be entitled to a second or casting vote.

38. Rights

- a) At a General Meeting of the Association each member present and voting shall have a vote.
- b) At Annual Conference voting is limited to: -
 - (i) Those delegates duly elected by Branches under clause 30; and where only one (1) delegate is present from a Branch that delegate may exercise two (2) votes.
 - (ii) Members of Council; and when a member of Council is a duly nominated branch delegate that Council member shall be entitled to exercise only one (1) vote; and
 - (iii) Two (2) members appointed by Council to represent Lone Members. Should either appointee be a member of Council that person is entitled to exercise one (1) vote on behalf of Lone members and one (1) vote as per (ii) above.
 - (iv) Federal Councillors, who reside in NSW and are members under clause 17 of this constitution, shall be entitled to exercise one (1) vote.
 - (v) NSW Life Members shall be entitled to exercise one (1) vote.

39. Proxy Votes Not Permitted

Proxy voting must not be undertaken at or in respect of any Meeting or Conference of the Association.

Note. Schedule 1 to the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

40. Postal ballots

Postal ballots will not be held by the Association.

PART 7 MISCELLANEOUS

41. Minutes and Records

The Council shall cause Minutes to be recorded of: -

- a) All appointments of Office Bearers and members of the Council;
- b) The names of members of the Council present at all meetings of the association and of the Council;
- c) All proceedings of all meetings and Conferences of the Association and of the Council. Such Minutes, after verification by the following meeting of the Council or Association, (as the case may be), shall be signed by the Chairman of the next meeting.

42. Insurance

The Association may affect and maintain insurance.

43. Funds

a) Source

- (i) The funds of the Association shall be derived from annual subscriptions of members, grants, donations and subject to any resolution passed by the Association in General Meeting; such other sources as the Council determines.
- (ii) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (iii) The Association must, as soon as practical after receiving any money, issue an appropriate receipt.

b) Management

- (i) Subject to any resolution passed by the Association in General Meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Council determines.
- (ii) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) of the four (4) authorised signatories.

44. 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.

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

45. Trustees

- a) Three (3) Trustees shall be elected at the Annual General Meeting or a properly constituted General Meeting.
- b) Trustees shall be elected for a term of office of three (3) years after which they may offer themselves for re-election.
- c) Any Trustee who dies or resigns during his/her term of office may be replaced at the next Annual General Meeting; or any General Meeting called for that purpose, but the term of office of the new Trustee shall be limited to the term of office of the Trustee whom he or she is replacing.
- d) The initial election of Trustees under this Constitution shall provide for one (1) Trustee to be elected for a period of one (1), two (2) or three (3) years respectively. Such term of office shall be determined by a draw from the hat.
- e) In succeeding years one (1) Trustee will be elected each year for a term of three (3) years.
- f) All property of whatever kind belonging to the association shall be vested in the Trustees and they shall have custody of all deeds and documents of title relating to the property of the Association and shall be responsible for the same and shall deal with and dispose of all the property of the Association whether real or personal for the time being vested in them and the income thereof in accordance with the directions of the Council provided that such directions are not in violation of the trusts upon which the property is held.
- g) A vacancy in the office of Trustee occurs if a Trustee: -
 - (i) Dies
 - (ii) Is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth;
 - (iii) Becomes a mentally incapacitated person;
 - (iv) Resigns office by notice in writing given to the Secretary;
 - (v) Holds any office of profit under the Association;
 - (vi) Is directly or indirectly interested in any contract or proposed contract with the Association.

46. By-laws

The Council may from time to time make, amend and repeal By-laws that are not inconsistent with this Constitution, for the internal management of the Association. The By-laws may be amended by a resolution that is carried by a majority of at least three quarters of the delegates eligible to vote at the Annual General Meeting. Four (4) weeks' notice of any proposed amendments to the By-laws must be provided to members.

47. Service of Notice

- a) For the purpose of this constitution, a notice may be served on or given to a person:
 - (i) By delivering it to the person personally, or

- (ii) By sending it by pre-paid post to the address of the person, or
 - (iii) By sending it by email or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- b) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (i) In the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (ii) 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
 - (iii) In the case of a notice sent by email 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.

48. Custody of Books

Except as otherwise provided by this constitution, all records, books and other documents relating to the Association must be kept:

- a) At the main premises of the Association, in the custody of the Public Officer or a member of the Association (as the Council determines), or
- b) If the Association has no premises, at the Association's official address, in the custody of the Public Officer.

49. Inspection of Books

- a) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - (i) Records, books and other financial documents of the Association,
 - (ii) This constitution,
 - (iii) Minutes of all Council meetings and general meetings of the Association.
- b) 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.
- c) Despite subclauses (a) and (b), the Council 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.

50. Alteration of Constitution and Objects

- a) This Constitution and the Statement of Objects may be amended at any Annual General Meeting at which eight (8) weeks’ notice of the proposed amendment shall have been given, by a resolution that is carried by a majority of at least three quarters of the delegates eligible to vote at the Annual General Meeting.
- b) At least twelve (12) weeks’ notice of any proposed alteration to this Constitution shall be given to the Secretary who shall notify all Branches of such proposed alterations at least eight (8) weeks prior to the Annual General Meeting.

51. Dissolution

The Association shall be dissolved in the event of:

- a) Membership being less than fifteen (15) persons; or
- b) There being less than three (3) branches; or
- c) Upon the vote of a three-fourths majority of members present at a Special General Meeting convened to consider such question.

52. Distribution of Property on Winding up of Association

- a) 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.
- b) 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.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.


53. Financial year

The Financial Year of the Association shall commence on the first (1st) day of January and conclude on the thirty-first (31st) day of December.


Notes.

- 1. Schedule 1 to the Act provides that an association’s constitution is to address the association’s financial year.
- 2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the *Associations Incorporation Act 1984*.

PRESIDENT Tanya Mitchell


.....
7th March 2024

SECRETARY Libby McPhee


.....
7th March 2024