



**FAITH  
HOUSING  
ALLIANCE**



# **Incorporated Constitution 2021**

Under the Associations Incorporation Act 2009 (NSW)

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# 1. PRELIMINARY

## 1.1. Definitions

(1) In this constitution:

**ACNC Act** means the *Australian Charities and Not for profits Commission Act 2012* (Cth), or any other legislation relating to the establishment or operation of an Australian charities commission and/or a national regulatory framework and/or a national education body or otherwise for the not for profit sector, as modified or amended from time to time and includes any regulations made under that Act or any other such legislation and any rulings or requirements of the Commissioner of the Australian Charities and Not for profits Commission under that Act, or any commissioner or body under any other such legislation, having application to the Association.

**Act** means the *Associations Incorporation Act 2009* (NSW) as modified or amended from time to time.

**Applicable Not for Profit Law** means any law relating to the regulation of charities or not for profit entities applicable to the Association, including the ACNC Act, the *Charities Act 2013* (Cth), each Charitable Fundraising Act and any Rulings or requirements of any commissioner or body under any such law, having application to the Association.

**Approval Date** means the date the Association's updated constitution introducing clauses 3.7 and 3.8 is approved by a special resolution of Members, subject to subsequent approval of the constitution by NSW Fair Trading.

**Arbitration Act** means the *Commercial Arbitration Act 1984* (NSW) as modified or amended from time to time and includes any regulations made under that Act.

**Association** means Faith Housing Alliance Incorporated (ABN 94 142 146 245), first established on 18 January 2010 as Churches Housing Incorporated.

**Authorised Signatories** means Members who ordinarily reside in Australia appointed as authorised signatories of the Association in accordance with the Act. **Authorised Signatory** has the corresponding meaning.

**Board** means the Association's management committee.

**Business Day** means a day that is not a Saturday, Sunday, bank holiday or public holiday in New South Wales, Australia.

**Business Hours** means the hours of 9am to 5pm on a Business Day.

**Chairperson** means the person appointed under clause 3.6(1) of this constitution as chairperson of the Association.

**Charitable Fundraising Act** means the legislation of any State or Territory of Australia, or the Commonwealth of Australia, regulating the raising of funds for charitable purposes and applicable to the Association, which may include, relevantly, the *Charitable Fundraising Act 1991* (NSW).

**CH Board Member** means a Board member who is a Representative of a CH Member.

**CH Member** has the meaning given at clause 2.1(4) of this constitution.

**Community Justice Centre** means a Community Justice Centre established under the *Community Justice Centres Act 1983* (NSW).

**Member** means a member of the Association as referred to at clause 2.1 of this constitution, and includes a CH Member and Ordinary Member.

**Ordinary Board Member** means a Board member from the Ordinary Member class of Members who is not a Representative of a CH Member.

**Ordinary Member** has the meaning given at clause 2.1(5) of this constitution.

**Public Officer** means the Association's public officer appointed under clause 3.5.

**Regulation** means the *Associations Incorporation Regulation 2010* (NSW) as modified or amended from time to time.

**Representative** means a person appointed in accordance with clause 2.3.

**Secretary** means:

- (i) the person holding office under this constitution as secretary of the Association, or
- (ii) if no such person holds that office - the Public Officer of the Association.

**Special General Meeting** means a general meeting of the Association other than an annual general meeting.

**Tax Act** means The *Income Tax Assessment Act 1997* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any rulings or requirements of the Commissioner of Taxation of the Commonwealth of Australia having application to the association.

**The NRSCH** means the National Regulatory System for Community Housing.

**Vice-Chair** means the person as appointed under clause 3.6(2) of this constitution as vice chair of the Association.

## 1.2. Interpretation

- (1) In this constitution, except where the context otherwise requires:
  - (i) a reference to a CH Member is also a reference to a CH Member's Representative;
  - (ii) a reference to a function includes a reference to a power, authority and duty;
  - (iii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
  - (iv) The provisions of the *Interpretation Act 1987* (NSW) 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;
  - (v) the singular includes the plural and vice versa, and a gender includes other genders;
  - (vi) another grammatical form of a defined word or expression has a corresponding meaning;
  - (vii) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this constitution, and a reference to this constitution includes any schedule or annexure;
  - (viii) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;

- (ix) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
- (x) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency;
- (xi) the meaning of general words is not limited by specific examples introduced by including, **for example** or similar expressions; and
- (xii) a reference to **applicable law** includes the applicable law and any applicable authorisation or licence granted thereunder.

(2) Headings are for ease of reference only and do not affect interpretation.

### 1.3. Objects

The principal object of the Association is to work towards the compassionate and benevolent relief of poverty, distress or disadvantage suffered by individuals or families in New South Wales.

Acting in the spirit of the Christian faith tradition for social justice, we seek to assist the provision of safe, secure, and affordable housing as a basic human right for all: by:

- (1) Promoting, encouraging, and supporting the provision of all forms of social housing, including transitional and crisis, and affordable housing options.
- (2) Liaising and working with all levels of government to advocate and contribute to housing policy and plans, on behalf of individuals or families in New South Wales experiencing poverty, distress or disadvantage.
- (3) Undertaking research and consultation with key stakeholders in both the private and public sectors in the area of social and affordable housing to better inform our objectives.
- (4) Promoting and educating the community at large, and government at all levels, to build awareness regarding:
  - (a) social justice related to housing needs and policy
  - (b) the role of our faith sector Members in relation to the advancement of social and affordable housing supply; including, but not limited to:
    - (i) the provision of accessible wrap-around social services that support the overall health and wellbeing of individuals and each housing community, adding significant overall value as a more comprehensive solution to cycles of poverty and homelessness; and
    - (ii) the contribution of land assets that significantly reduce the development costs of social and affordable housing projects.
- (5) Facilitating the engagement of the broader faith sector, including denominational leaders, with the work of the Association to advance social and affordable housing and for purposes which support the objects of the Association.
- (6) Providing and developing a faith-based Community of Practice to build capacity and support the advancement of all forms of social and affordable housing.
- (7) Engaging, collaborating, and partnering, with key stakeholders, including but not limited to, peak bodies, community organisations, government agencies, the education sector, business and industry, to further these objectives and influence housing policy.

- (8) Supporting innovation for best practice sustainable design and delivery of all forms of social and affordable housing.
- (9) Promoting initiatives which increase the capacity of individuals and groups to attain secure, appropriate and affordable housing of their choice, including providing a responsive referral service free of charge.
- (10) Raising funds and seeking donations of goods and services from the public and volunteers to support the overall objects of the Association.
- (11) Doing all things that are incidental or ancillary to the attainment of the above objects.

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

- (1) 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.

- (2) No portion of the income, property, or assets of the Association shall be paid, transferred or distributed directly or indirectly to Members of the Association provided that nothing should prevent the payment:
  - (a) in good faith of reasonable remuneration to any officer or employee of the Association;
  - (b) to a Member as reimbursement for reasonable expenses incurred on behalf of the Association;
  - (c) to any Member, person or group as genuine compensation for services rendered to the Association; or
  - (d) other such payments, distributions or transfers as may be permitted by the Applicable Not-for-Profit Laws.

#### **1.5. Receipts**

- (1) If the Association accepts a gift, contribution or donation of money or property, the Association must issue receipts if and as required by, and otherwise comply with, all applicable laws in relation to any such gift, contribution or donation, including without limitation the Applicable Not-for-Profit Laws.
- (2) The Association may seek gifts, contributions or donations of money or property from the public.

## **2. MEMBERSHIP**

### **2.1. Membership generally**

- (1) The number of Members with which the Association proposes to be registered is unlimited.
- (2) The Members of the Association are any persons, corporations or organisations who are admitted to membership in accordance with this constitution and whose membership has not ceased pursuant to clause 2.3.
- (3) The membership of the Association consists of the following classes of Members:

- (a) Ordinary Members; and
  - (b) CH Members.
- (4) The CH Members shall be determined by the following criteria:
- (a) be an incorporated body that is committed to the objects and values of the Association and:
    - (i) is a registered community housing provider under the NRSCH; or
    - (ii) is in the process of registering as a registered community housing provider under The NRSCH; or
    - (iii) whose core activity is the direct provision of community housing.
- (5) The Ordinary Members shall be determined by the following criteria:
- (a) be any person, corporation or organisation that does not meet the criteria of the CH Members in clause 2.1(4) but is committed to the objects and values of the Association and the development of the community housing sector.
- (6) Each class of Member has different rights:
- (a) all Members shall be entitled to attend and participate in general meetings;
  - (b) CH Members will have the right to nominate candidates for election as CH Board Members; and
  - (c) Ordinary Members will have the right to nominate candidates for election as Ordinary Board Members.
- (7) An organisation or individual is qualified to be a Member of the Association only if it has been nominated for membership of the Association as provided by clause 2.2 (Clause 2.2 is the Application process for Members), and been approved for membership of the Association by the Board.
- (8) Subject to this constitution and applicable law, the Board may from time to time determine, vary and replace:
- (a) the classes of membership of the Association (including the rights attaching, or not attaching, to a particular class of membership) provided that such a determination, variation or replacement will have no effect unless and until it is approved by a resolution of the Association passed in general meeting by no less than a majority of the Members entitled to vote on the resolution; and
  - (b) the qualifications of admission, and continued membership, in a particular class of membership (including any membership fees payable on application or on a periodic basis).

## **2.2. Application for membership**

- (1) An application for membership of the Association:
- (a) must be made in writing (including by email or other electronic means, if the Board so determines) in the form determined by the Board, and
  - (b) must be lodged (including by electronic means, if the Board so determines) with the Secretary of the Association;
  - (c) must include a signed endorsement of the objects and values of the Association and agreement to act in accordance with such, in order to be considered for any class of membership; and



- (d) must be accompanied by the payment of a membership fee of an amount, if any, determined by the Board from time to time and approved at a meeting of the Board.
- (2) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Board, which is to determine whether to approve the application, reject the application or ask the applicant to give more evidence of eligibility or suitability for membership.
- (3) If the Board asks for more evidence under clause 2.2(2) their determination of the application for membership is deferred until the evidence is given.
- (4) As soon as practicable after the Board makes a determination to approve or reject an application, the Secretary must:
  - (a) notify the applicant in writing (including by email or other electronic means, if the Board so determines) that the Board approved or rejected the application (whichever is applicable), and
  - (b) if the Board approved the application, subject to receipt from the applicant of any required membership fees under clause 2.2(1)(d) enter, or cause to be entered, the applicant's name in the register of Members (whereupon the applicant becomes a Member).
- (4) The Board is not required to supply a reason for accepting or rejecting an application for membership.

### **2.3. Representatives of bodies corporate**

- (1) Any Member that is a body corporate may appoint an individual as its Representative.
- (2) The appointment of a Representative may set out restrictions on the Representative's powers.
- (3) The Board has a right to refuse any appointment of a Representative in the Board's absolute discretion, including if the Board determines the Representative does not align with the objects and values of the Association.
- (4) The Board may at any time and in its absolute discretion request a body corporate remove an individual as its Representative and appoint an alternate Representative.
- (5) The Board does not need to give any reason for refusing an appointment of a Representative or requesting a body corporate appoint an alternate Representative under clauses 2.3(3) and 2.3(4).
- (6) The original form of appointment of a Representative, a copy of the appointment, or a certificate of the body corporate evidencing the appointment of a Representative is prima facie evidence of a Representative having been appointed.
- (7) The chairperson of a general meeting may permit a person claiming to be a Representative to exercise the body's powers even if he or she has not produced a certificate or other satisfactory evidence of his or her appointment.

### **2.4. Cessation of membership**

- (1) A Member's membership of the Association will cease:
  - (a) where the Member is an individual, if the Member:
    - (i) dies, or

- (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
  - (iii) is convicted of an indictable offence; or
  - (iv) becomes bankrupt; or
- (b) resigns membership in accordance with clause 2.6(1), or
- (c) if a majority of the Board present and voting at a meeting of the Board by resolution expel the Member from the Association where:
- (i) the Member's conduct, position or circumstance in the opinion of the Board renders it undesirable that the Member continue to be a Member of the Association, including if the Member is not acting in accordance with the objects and values of the Association; and
  - (ii) the Member has been given at least 21 days' notice of the proposed resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed; or
- (d) if the Member fails to pay any required membership fees by the applicable due date for payment and such fees remain unpaid for more than 30 days after notification by the Association to the Member; or
- (e) if the Member is wound up or ceases to exist (in the case of a Member that is an organisation).

## **2.5. Membership entitlements not transferable**

- (1) A right, privilege or obligation which a Member has by reason of being a Member of the Association:
- (a) is not capable of being transferred or transmitted, and
  - (b) terminates on cessation of the Member's membership.

## **2.6. Resignation of membership**

- (1) A Member of the Association may resign from Membership of the Association by first giving to the Secretary written notice of at least 1 month (or any other period that 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.
- (2) If a Member of the Association ceases to be a Member under subclause 2.6(1), and in every other case where a Member ceases to hold membership, the Secretary must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

## **2.7. Register of Members**

- (1) The Secretary must establish and maintain a register of Members of the Association (whether in written or electronic form) specifying the name, date of birth (where the Member is an individual) and postal, residential or email address of each person or organisation who is a Member of the Association together with the date on which the person or organisation became a Member and the date on which the Member's membership ceases.
- (2) The register of Members must be kept in New South Wales:
- (a) at the main premises of the Association in physical or electronic form, or
  - (b) if the Association has no premises, at the Association's official address.

- (3) The register of Members must be open for inspection, free of charge, by any Member of the Association during reasonable Business Hours.
- (4) A Member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied/printed.
- (5) 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.
- (6) A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) 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
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of Members is kept in electronic form:
  - (a) it must be convertible into hard copy, and
  - (b) the requirements in subclauses 2.7(2) and 2.7(3) apply as if a reference to the register of Members is a reference to a current hard copy of the register of Members.

## **2.8. Fees and subscriptions**

- (1) As set out in clause 2.2(1)(d), a Member of the Association must, on admission to Membership, pay to the Association a membership fee of an amount, if any, determined by the Board from time to time and approved at a meeting of the Board.
  - (a) In addition to any amount payable by the Member under subclause 2.8(1), a Member of the Association must pay to the Association an annual membership fee, if any, of an amount determined by the Board from time to time and approved at a meeting of the Board.

## **2.9. Members' liabilities**

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 2.8.

## **2.10. Resolution of disputes**

- (1) A dispute between a Member and another Member (in their capacity as Members) of the Association, or a dispute between a Member or Members and the Association, are to be referred to a Community Justice Centre for mediation.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The Arbitration Act applies to a dispute referred to arbitration.

## **2.11. Disciplining of Members**

- (1) A complaint may be made to the Board by any person or organisation that a Member of the Association:

- (a) has refused or neglected to comply with a provision or provisions of this constitution, or the values statement of the Association; or,
  - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board decides to deal with the complaint, the Board:
  - (a) must cause notice of the complaint to be served on the Member concerned, and
  - (b) must give the Member at least 14 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.
- (4) The Board may, by resolution, expel the Member from the Association or suspend the Member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Board expels or suspends a Member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Board for having taken that action and of the Member's right of appeal under clause 14.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under clause 2.12(4)(c), whichever is the later.

## **2.12. Right of appeal of disciplined Member**

- (1) A Member may appeal to the Association in general meeting against a resolution of the Board under clause 2.11(4), within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (2) The notice 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) On receipt of a notice from a Member under subclause 2.12(1), the Secretary must notify the Board, which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Association convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

## 3. THE BOARD

### 3.1. Powers of the Board

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

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

### 3.2. Composition and membership of the Board

- (1) There will be no less than 3 nor no more than 10 Board members unless the Association by resolution passed in general meeting changes the maximum number.
- (2) A Board Member must be a Member or a Representative of a Member.
- (3) A person is not eligible for election as a Board Member unless:
  - (a) the person is a Board member retiring by rotation pursuant to clause 3.7 who seeks re-election or;
  - (b) the person:
    - (i) is nominated as a candidate in accordance with clause 3.3(3); and
    - (ii) is recommended for election by the Board.
- (4) The total number of Ordinary Board Members must not exceed the total number of CH Board Members following the election of Board members at the annual general meeting.

### 3.3. Election of Board Members

- (1) The Association must notify all Members of the date of each annual general meeting and invite Members to lodge nominations for the Board election. The notification must be given to Members at least 2 months prior to the date of the annual general meeting and must include information on how to make a nomination.
- (2) Subject to clause 3.2, the Board will determine the number of vacancies of CH Board Members and Ordinary Board Members to be filled by election at each annual general meeting.
- (3) Nominations of candidates for election as Board members:
  - (a) must be made in writing and:
    - (i) in the case of Ordinary Board Members, signed by two Ordinary Members of the Association; and
    - (ii) in the case of CH Board Members, signed by a CH Member of the Association,
  - (b) must be accompanied by the written consent of the candidate ; and

- (c) must be delivered to the Secretary of the Association at least 21 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
  - (d) The Board will determine whether in their opinion the evidence of expertise or experience presented by the nominee satisfies the qualifications required for election as a Board member. The Board will make the determination in such manner as they deem appropriate and may for this purpose seek such advice or assistance as required. The Board shall notify the nominee in writing of their determination as to eligibility, and there shall be no right of appeal against the Board's determination.
- (4) A candidate may withdraw his or her nomination at any time up to 21 days before the date of the annual general meeting.
  - (5) 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.
  - (6) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
  - (7) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
  - (8) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
  - (9) The ballot for the election of Board members is to be conducted:
    - (a) by postal or electronic ballot; or
    - (b) at the annual general meeting, in any usual and proper manner that the Board directs.

### **3.4. Secretary**

- (1) The Board may appoint a Secretary of the Association on conditions determined by the Board.
- (2) Subject to the Board by resolution determining otherwise, the Secretary must be a Board member of the Association.
- (3) A majority of the Board may by resolution suspend, remove or dismiss the Secretary.
- (4) Subject to the Board by resolution determining otherwise, a Board member will no longer hold the position of Secretary once the Board member's term of office as a Board member ends.
- (5) 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.
- (6) In addition to the duties outlined in this constitution and other tasks allocated to the Secretary by the Board from time to time, it is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
  - (a) all appointments of Board members, and
  - (b) the names of Board members present at a Board meeting or a general meeting, and

- (c) all proceedings at Board meetings and general meetings.
- (7) Minutes of proceedings at a meeting must be signed by the chair of the meeting or by the chair of the next succeeding meeting.
- (8) The signature of the chair may be transmitted by electronic means for the purposes of subclause.

### **3.5. Public officer**

- (1) Unless not otherwise required by the Act, there must be at least one Public Officer of the Association appointed by the Board.
- (2) The Public Officer must be at least 18 years of age and must ordinarily reside in New South Wales.
- (3) To avoid any doubt, the position of Public Officer may be held concurrently with any other office under this constitution.
- (4) Subject to clause 3.5(5) and the Board by resolution determining otherwise, the Public Officer must be a Board member of the Association.
- (5) The Public Officer holding office as at the Approval Date will continue to hold office despite anything in clause 3.5(4) and 3.5(7).
- (6) A majority of the Board may by resolution suspend, remove or dismiss the Public Officer.
- (7) Subject to the Board by resolution determining otherwise and the Association at all times having a Public Officer, a Board member will no longer hold the position of Public Officer once the Board member's term of office as a Board member ends.
- (8) Unless not otherwise required by the Act, within 28 days of taking office as Public Officer, the Public Officer or Secretary must notify NSW Fair Trading of:
  - (a) the Public Officer's full name and date of birth;
  - (b) an address within New South Wales:
    - (i) at which the Public Officer can generally be found; and
    - (ii) at which documents can be served on the Association by post; and
  - (c) the fact that the Public Officer has taken office as Public Officer.
- (9) If there is any change to the Public Officer's address during the Public Officer's period in office, the Public Officer must notify NSW Fair Trading of the new address within 28 days after the change occurs in accordance with the Act.

### **3.6. Chairperson**

- (1) The Board may elect a Board member as Chairperson of the Association and may determine the period for which the Chairperson will hold office.
- (2) The Board may elect a Board member to act as Vice-Chair in the Chairperson's absence.
- (3) A majority of the Board may by resolution suspend, remove or dismiss the Chairperson or Vice-Chair.
- (4) Subject to the Board by resolution determining otherwise, a Board Member will no longer hold the position of Chairperson or Vice-Chair once the Board Member's term of office as a Board member ends.

### **3.7. Retirement**

- (1) Subject to clause 3.8 and clause 3.7(5), a Board member must retire from office at the commencement of the third annual general meeting after the Board member was last elected or appointed.
- (2) Subject to clause 3.7(3), a retiring Board member is eligible for re-election or re-appointment for further terms of 3 years by a resolution passed at the annual general meeting, which re-appointment will take effect from the time they are re-elected or re-appointed at that meeting.
- (3) A person who has been a Board member for 6 years cumulatively is not eligible for re-election or re-appointment under clause 3.7(2).
- (4) Any person who has not been a Board Member of the Association for a continuous period of more than 12 months, is eligible to be a Board member for a further 6 years if that person would otherwise not be eligible solely by operation of clause 3.7(3).
- (5) Clause 3.7(1) does not apply to any Board member elected at an annual general meeting where the Members pass a separate resolution at that same annual general meeting waiving the retirement requirement in respect of that Board member.

### **3.8. Retirement of Approval Date Board members**

- (1) For the purposes of clauses 3.7 and 3.8 of this constitution, the term of office of Board members holding office as at the Approval Date is taken to begin on the Approval Date.
- (2) One third (to the nearest whole number) of the Board members holding office on the Approval Date, being the:
  - (a) longest serving Board members as at the Approval Date, will retire from office at the commencement of the third annual general meeting after the Approval Date;
  - (b) second longest serving Board members as at the Approval Date, will retire from office at the commencement of the fourth annual general meeting after the Approval Date; and
  - (c) Board members who have served the lowest number of years as at the Approval Date, will retire from office at the commencement of the fifth annual general meeting after the Approval Date.

### **3.9. Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a Member or Representative to fill the vacancy and the person so appointed is to hold office, subject to this constitution, for the unexpired term of the Board member she or he replaces.
- (2) A casual vacancy occurs if a Board member's office is vacated in a circumstance outlined in clause 3.10.

### **3.10. Vacation of office**

- (1) The office of a Board member occurs if the Board member:
  - (a) dies, or



- (b) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (c) resigns office by notice in writing given to the Secretary, or
- (d) is removed from office under clause 3.11, or
- (e) is removed from office under clause 3.12(2); or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Board from 3 consecutive meetings of the Board, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth, or
- (j) if the Association is a registered entity under the ACNC Act, is disqualified, suspended or removed as a Board member by the ACNC Commissioner under Division 100 of the ACNC Act.

### **3.11. Removal of Board Members**

- (1) Members entitled to vote at a general meeting may by resolution remove any member of the Board from the office of member of the Board before the expiration of the Board 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 Board member so removed.
- (2) If a member of the Board to whom a proposed resolution referred to in subclause 3.11(2) relates makes representations in writing to the Secretary or Chairperson (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Association, the Secretary or the Chairperson may send a copy of the representations to each Member of the Association or, if the representations are not so sent, the Board member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

### **3.12. Suspension of Board members**

- (1) If the conduct, position, or circumstance of any Board member is such that continuance in office appears to a majority of the Board to be prejudicial to the interests of the Association, a majority of Board members at a meeting specifically called for that purpose may suspend that Board member.
- (2) Within 14 days of a suspension under clause 3.12(1) the Board must call a general meeting, at which the Members entitled to vote may either confirm the suspension and remove the Board member from office in accordance with clause 3.11(1) or annul the suspension and reinstate the Board member.

### **3.13. Board meetings and quorum**

- (1) The Board must meet at least 4 times in each period of 12 months at the place and time that the Board may determine.
- (2) Additional meetings of the Board may be convened by the Chairperson or by any Board member.
- (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 48 hours (or any other period that 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 subclause 3.13(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 Board meeting may be held by the Board members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- (6) The Board members need not all be physically present in the same place for a Board meeting to be held.
- (7) Any 50% of Board members (rounded up to the nearest whole number) constitute a quorum for the transaction of the business of a meeting of the Board.
- (8) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a time and place agreed by the Board.
- (9) 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.
- (10) At a meeting of the Board:
  - (a) the Chairperson or, in the Chairperson's absence, the Vice-Chair is to preside, or
  - (b) if the Chairperson and the Vice-Chair are absent or unwilling to act or the position of Chairperson and Vice-Chair is vacant, one of the remaining Board members chosen by the Board members present at the meeting is to preside.

### **3.14. Voting and decisions**

- (1) Questions arising at a meeting of the Board are to be determined by a majority of the votes of Board members present at the meeting.
- (2) Each Board member present at a Board meeting (including the chair of 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.
- (3) Any act suffered, or purporting to have been done or suffered, by the Board is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Board member.

### **3.15. Appointment of Members or Representatives as Board members to constitute quorum**

- (1) If at any time the number of Board members is less than the number required to constitute a quorum for a Board meeting, the existing Board members may appoint a sufficient number of Members or Representatives of the Association as Board members to enable the quorum to be constituted.
- (2) A member of the Board so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 3.5 applies.

### **3.16. Establishment of subcommittees**

- (1) The Board may establish such subcommittee or subcommittees of the Board as it may decide from time to time.
- (2) A committee shall consist of such:
  - (a) Members or Representatives of the Association;
  - (b) Board members; and/or
  - (c) non-members of the Association with particular expertise relevant to the subcommittee,as the Board may determine.
- (3) The terms and conditions of appointment to the subcommittee will be as the Board prescribes or otherwise fixes.
- (4) Meetings of any subcommittee will be governed by the provisions of this constitution which deal with Board meetings so far as they are applicable and are not inconsistent with any directions of the Board or with this clause 3.16.
- (5) At the time it appoints the members of a subcommittee, and at any time afterwards as it deems necessary, the Board shall fix the number of subcommittee members that must be present at a meeting of the subcommittee to constitute a quorum for such a meeting.
- (6) The Board shall appoint a member of the subcommittee who is a Board member to be chair of the subcommittee, provided that if the Board is of the opinion that there are special reasons arising from the nature of the duties and functions of a subcommittee which makes it in the interest of the Association and preferable that it should do so, it may appoint a subcommittee member who is not a Board member to be chair of the subcommittee.
- (7) The terms and conditions of appointment as chair of the subcommittee shall be as the Board prescribes or otherwise fixes.
- (8) The duties, functions, powers and authorities of a subcommittee shall be as the Board prescribes or otherwise fixes, and these duties, functions, powers and authorities shall be performed and exercised as the Board may prescribe or decide.
- (9) A subcommittee shall be subject to the authority of the Board at all times and must act in accordance with any direction of the Board.
- (10) The Board, at any time and either with or without notice of its intention to do so, may dissolve a subcommittee by notice in writing to the chair of the subcommittee.

### **3.17. Delegation by Board**

- (1) The Board may delegate any of their powers, other than those which by law must be dealt with by the Board, to:
  - (a) Members or Representatives of the Association;
  - (b) Board members;
  - (c) non-members of the Association with particular expertise relevant to the delegated matter; and/or
  - (d) any subcommittee of the Association.
- (2) A subcommittee or person to which any powers have been delegated must exercise its powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.

- (3) A subcommittee or person to which any powers have been delegated may be authorised to sub-delegate all or any of the powers for the time being vested in it.
- (4) The Board may at any time revoke any delegation of power.

### **3.18. Written Resolutions**

- (1) The Board may pass a resolution without a Board meeting being held if all the Board members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Board member entitled to vote signs.
- (2) For the purposes of clause 3.18(1), separate copies of a document may be used for signing by Board members if the wording of the resolution and statement is identical in each copy.
- (3) Any document referred to in this clause may be in the form of a facsimile or electronic transmission or notification.
- (4) The minutes of Board meetings must record that a resolution was passed in accordance with this clause.
- (5) This clause applies to meetings and resolutions of any subcommittees established by the Board as if all members of the subcommittee were Board members.

### **3.19. Payments to Management Committee Members**

- (1) No payment will be made to any Board member other than payment:
  - (a) of out of pocket expenses reasonably and properly incurred by the Board member in the performance of any duty as a Board member of the Association where the amount payable does not exceed an amount previously approved by the Board;
  - (b) for any service rendered to the Association by the Board member in a professional or technical capacity, other than in the capacity as Board member, where the provision of the service, and the amount payable, has the prior approval of the Board and is not more than an amount which commercially would be reasonable payment for the service; and
  - (c) of any reasonable and proper salary or wage due to the Board member as an employee of the Association where the terms of employment have been approved by the Board.

### **3.20. Board members' interests**

- (1) A Board member must give the Board notice of any material personal interest in a matter that relates to the affairs of the Association, or any direct or indirect interest in a matter that is about to be considered at a Board meeting.
- (2) A Board member who has a direct or indirect interest in a matter that is being considered at a Board meeting must not, unless permitted by The Act and approved by the remainder of the Board:
  - (a) be present while the matter is being considered at the meeting; or
  - (b) vote on the matter.
- (3) For the purposes of the remainder of the Board making a determination referred to at clause 3.20(2), the Board member who has a direct or indirect interest in a matter to which the disclosure relates must not:

- (a) be present during any deliberation of the Board for the purpose of making the determination; or
- (b) take part in the making by the Board of the determination.

### 3.21. Compliance with duties under the ACNC Act and general law

If the Association is a registered entity under the ACNC Act, each Board member must:

- (a) continue to comply with his or her duties under the general law; and
- (b) comply with each duty described in Governance Standard 5 of the regulations made under the ACNC Act as if it applied to the Board member personally (and not the Association), including the duty:
  - (i) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Board member of the Association;
  - (ii) to act in good faith in the best interests of the Association and to further the objects of the Association set out in clause 1.3;
  - (iii) not to misuse their position as a Board Member;
  - (iv) not to misuse information they gain in their role as a Board member;
  - (v) to disclose any perceived or actual material conflicts of interest;
  - (vi) to ensure that the financial affairs of the Association are managed responsibly; and
  - (vii) not to allow the Association to operate while it is insolvent.

### 3.22. Suitability of directors under the ACNC Act

- (1) If the Association is a registered entity under the ACNC Act, the Association must comply with the Governance Standard 4 of the regulations made under the ACNC Act by:
  - (a) taking reasonable steps to ensure that each of its Board members is not disqualified; and
  - (b) being and remaining satisfied that each of its Board members is not disqualified.
- (2) If the Association is not satisfied that a particular Board member is not disqualified, the Association must take reasonable steps to remove the Board member.
- (3) For the purpose of this clause, **disqualified** means disqualified or suspended or removed as a Board member by the ACNC Commissioner under Division 100 of the ACNC Act at any time during the preceding 12 months.

## 4. GENERAL MEETINGS

### 4.1. Annual general meetings – holding of

- (1) The Association must hold its annual general meetings:
  - (a) within 6 months after the close of the Association's financial year, or
  - (b) within any later time that may be allowed or prescribed under section 37(2)(b) of the Act.

## **4.2. Annual general meetings – calling of and business at**

- (1) The annual general meeting of the Association is, subject to the Act and to clause 4.1, to be convened on the date and at the place and time that the Board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the Board reports on the activities of the Association during the last preceding financial year,
  - (c) to elect Board members,
  - (d) to receive and consider any financial statement or report required to be submitted to Members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

## **4.3. Special general meetings – calling of**

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Board must, on the requisition of at least 5% 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,
  - (e) and
  - (f) 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 1 month after the date on which a requisition of Members for the meeting is lodged with the Secretary in accordance with clause 4.3(3), any one or more of the Members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a Member or Members as referred to in subclause 4.3(4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.
- (6) For the purposes of subclause 4.3(3):
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

## **4.4. Technology and general meetings**

- (1) Attendees at a general meeting need not all be physically present in the same place for a general meeting to be held in accordance with this constitution. A general meeting may be held by all attendees communicating with each other by any

technological means that has been approved by the Board and which allows attendees to simultaneously hear each other and participate in discussion.

- (2) A Member, Board member or any other attendee who attends a General Meeting held in accordance with this clause 4.4 is taken to be present and is entitled to vote at the meeting (to the extent they are entitled to vote in accordance with this constitution).
- (3) The means by which voting will occur at a general meeting held in accordance with this clause 4.4 will be determined by the Board prior to the meeting, ensuring that all attendees have a mechanism for adequate participation.

#### **4.5. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each Member specifying, in addition to the matter required under subclause 4.6(1), the terms of the resolution and 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.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 4.2(2).
- (4) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.
- (5) The Board may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 4.3(3)).
- (6) The Board must give notice of the postponement or cancellation of a general meeting to all Members.
- (7) The failure of accidental omission to send a notice of a general meeting to any Member or the non-receipt of a notice by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

#### **4.6. Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of Members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) 10 Members or 5% of all Members entitled to vote being present (whichever is greater) (being Members entitled under this constitution to vote at a general meeting) constitutes 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 8) are to constitute a quorum.

#### **4.7. Chairperson**

- (1) The Chairperson or, in the Chairperson's absence, the Vice-Chair, is to preside as chairperson at each general meeting of the Association.
- (2) The Board may elect a chairperson of a general meeting if:
  - (a) the Chairperson and the Vice-Chair are absent or unwilling to act; or
  - (b) the position of Chairperson and Vice-Chair is vacant or neither the Chairperson or the Vice-Chair are present within 15 minutes after the time appointed for holding the general meeting.
- (3) If no election is made under clause 4.7(2), then:
  - (a) the Members may elect one of the Board members present as chairperson; or
  - (b) if no Board member is present or is willing to take the chair, the Members may elect one of the Members as chairperson.
- (4) If there is a dispute at a general meeting about a question or procedure, the chairperson may determine the question.
- (5) The chairperson at an general meeting must allow a reasonable opportunity for the Members as a whole to ask questions about or make comments on the management of the Association.

#### **4.8. Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses 4.8(1) 4.8(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.

#### **4.9. Making of decisions**

- (1) A question arising at a general meeting of the Association is to be determined by:
  - (a) a show of hands or, if the meeting is one to which clause 4.4 applies, any appropriate corresponding method that the Board may determine, or
  - (b) if on the motion of the chairperson or if 5 or more Members present at the meeting decide that the question should be determined by a written ballot—a written ballot.



- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause 4.9(2) applies to a method determined by the Board under subclause 4.9(1)(a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

#### **4.10. Special resolutions**

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

#### **4.11. Voting**

- (1) On any question arising at a general meeting of the Association a Member has one vote only.
- (2) All votes shall be given personally either by a Member, through a Representative or by proxy but no Representative or Member may hold more than 5 proxies.
- (3) 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.
- (4) A Member is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member to the Association has been paid.
- (5) A Member is not entitled to vote at any general meeting of the Association if the Member is under 18 years of age.

#### **4.12. Proxy votes**

- (1) Each Member shall be entitled to appoint another Member or a Representative as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form approved by the Board from time to time.

#### **4.13. Postal or electronic ballots**

- (1) The Association may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal (other than an appeal under clause 2.12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

#### **4.14. Written Resolutions**

- (1) The Association may pass a resolution without a general meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Member signs.
- (2) For the purposes of clause 4.14(1), separate copies of a document may be used for signing by Members if the wording is identical in each copy.
- (3) Any document referred to in this clause may be in the form of a facsimile or electronic transmission or notification.

- (4) Any written resolution passed in accordance with this clause satisfies any requirement in the constitution or The Act (to the extent permitted by The Act) that the resolution be passed at a general meeting (or be a special resolution).

## 5. MISCELLANEOUS

### 5.1. Insurance

The Association may effect and maintain insurance.

### 5.2. Income – source

- (1) The income of the Association is to be derived from entrance fees and annual subscriptions (if any) of Members, donations and, subject to any resolution passed by the Association in general meeting, any other sources that the Board determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.

### 5.3. Income – management

- (1) The income of the Association is to be used solely in pursuance of the objects of the Association set out in clause 1.3 in the manner that the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Authorised Signatories.
- (3) The Public Officer is, by virtue of that position, an Authorised Signatory of the Association.
- (4) The Board must cause the Association to keep written financial records in relation to the business of the Association, and to prepare financial documents and reports, in accordance with the requirements of The Act, the ACNC Act and any other applicable laws.

### 5.4. Distribution of property on winding up of Association

- (1) Subject to the Act, the Regulations and the Applicable Not-for-Profit Laws, in the event of the winding up of the Association, any surplus income (including gifts of money or property received for the principal purpose of the Association, contributions described in item 7 or 8 of the table in section 30-15 of the Tax Act made in relation to a fundraising event held for the principal purpose, and money received by the Association because of gifts and contributions (**Gift Funds**)), assets, property must not be paid to, or distributed amongst, the Members, but must be paid or transferred to:
  - (a) a charity (or charities) in Australia that is charitable at law with similar objects to those of the Association and is:
    - (i) required to pursue charitable purposes only;
    - (ii) required to apply its income in promoting its charitable purposes; and
    - (iii) prohibited from making any distribution to its members and paying fees to its committee members, to at least the same extent of such prohibitions under this constitution, and

- (b) if the Association has deductible gift recipient endorsement, a charity (or charities) that is endorsed as a deductible gift recipient within the meaning of the Tax Act,
  - such body corporate or institution to be determined by the Members, or failing determination, by application to the Supreme Court of NSW for determination.
- (2) If the Association is endorsed as a deductible gift recipient within the meaning of the Tax Act and its deductible gift recipient endorsement is revoked (whether or not the Association is wound up) any surplus Gift Funds must be transferred to one or more charities that meet the requirements set out in clause 5.4(1).
- (3) 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.

### **5.5. Change of name, objects and constitution**

An application for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the Secretary, the Public Officer or a Board Member.

### **5.6. Custody of books etc**

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

- (a) at the main premises of the Association, in the custody of the Public Officer or a Member of the Association (as the Board determines), or
- (b) if the Association has no premises, at the Association's official address, in the custody of the Public Officer.

### **5.7. Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a Member of the Association at any reasonable Business Hours or any other time as determined by the Board:
  - (a) records, books and other financial documents of the Association,
  - (b) this constitution,
  - (c) minutes of all Board meetings and general meetings of the Association.
- (2) A Member of the Association may obtain a copy of any of the documents referred to in subclause 5.7(1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses 5.7(1) and 5.7(2) and subject to the Act and the Regulations, the Board may refuse to permit a Member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

### **5.8. Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or

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

### **5.9. 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.

### **5.10. Amendment of this constitution**

This constitution may be amended in accordance with the requirements of the Act.

### **5.11. Applicable Not-for-Profit Laws**

The Association will at all times comply with the Applicable Not-for-Profit Laws.