



Civic Disability Services Limited

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Constitution of Civic Disability Services Limited

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1. Definitions and interpretation

1.1 Definitions

In this Constitution, unless the context otherwise requires:

Act means *Corporations Act 2001 (Cth)*

Annual Subscription Fee means the annual subscription fee for membership to the Society set by the Board from time to time

Auditor means a person appointed under clause 13.2 as an auditor of the Society and where appropriate includes an acting auditor and a person appointed by the Board Members to perform all or any of the duties of an auditor of the Society

Board means collectively all or some of the Board Members acting as a board

Board Member means a member of the Board

Board Executive means the Chairman, Deputy Chairman and Treasurer

Business Day means any day other than a Saturday, Sunday, or a bank holiday or a public holiday, in NSW; and a reference to a date which does not fall on a Business Day is to be construed as a reference to the immediately preceding Business Day

Business Hours means 9am to 4pm inclusive on any Business Day

Chairman means a person appointed under clause 5.6 as a Chairman of the Society and where appropriate includes an acting Chairman and a person appointed by the Board Members to perform all or any of the duties of a Chairman of the Society

Community Housing means housing for people on a very low, low or moderate income or for people with additional needs that is delivered by non-government organisations

Community Housing Asset of a community housing provider means:

- a) Land vested by or under the community housing legislation of a participating jurisdiction, or
- b) Land wholly or partly acquired with funding provided by a Housing Agency of a participating jurisdiction, or
- c) Land on which a Housing Agency of a participating jurisdiction has constructed housing or made other improvements, or
- d) Funds provided by a Housing Agency of a participating jurisdiction for the purposes of community housing, or
- e) Any other asset that is of a class of assets declared by the community housing legislation of a participating jurisdiction as community housing assets for the purposes of the Community Housing Providers National Law

Constitution means this constitution as amended from time to time

Director means a person appointed under clause 8 and holding office as a director of the Society

Eligible Members means all Members eligible to vote being:-

- a) Members who have been Financial Members for at least the preceding twelve months

Entrance Fee means the entrance fee for membership to the Society set by the Board from time to time

Financial Member means an Honorary Life Member or a Member whose Annual Subscription Fee is paid up to date

Gift means:

- a) any money or property (real or personal) transferred to the Society by any donor voluntarily and where the donor does not receive anything or any advantage in return of a material nature (trifling or otherwise)
- b) any money or property (real or personal) received or purchased by the Society from the proceeds of sale or returns of any gift, and
- c) any types of gifts approved by the Australian Taxation Office,
but in any case does not include:
 - d) any government grants, receipts from sponsorship or commercial activities, proceeds of raffles, charity auctions or fundraising dinners or any other fundraising activities where in acknowledgment for making a donation the donor is given something including anything of a trifling nature or of insubstantial value, and
 - e) any gifts not approved by the Australian Taxation Office

Gift Fund means the fund opened and maintained pursuant to clause 11.3 b)

Gift Register means a register of all Gifts received by the Society pursuant to clause 12.2 c)

Honorary Life Member means a Member that is:

- a) approved as a honorary life member of the Society by the Board, and
- b) is subject to the restrictions and benefits set out in clause 4.6 b)

Housing Agency of a participating jurisdiction, means a body or officer declared to be a Housing Agency of the jurisdiction by the community housing legislation for that jurisdiction for the purposes of the provision of the Community Housing Providers National Law in which the expression occurs

Land means:

- a) a legal or equitable estate or interest in the land, or
- b) an easement, right, charge, power or privilege over, or in connection with, the land

Member means a person who has been accepted for membership of the Society under clause 4.9

Members Meeting means a meeting of Members duly convened and held in accordance with this Constitution and the Act

Objects means the objects of the Society set out in clause 3.1

Chairman means a person appointed under clause 7 as a Chairman of the Society and where appropriate includes an acting Chairman and a person appointed by the Board Members to perform all or any of the duties of a Chairman of the Society

Proscribed Relationship means any of the following relationships:

- a) principal and independent contractor
- b) joint venturers
- c) partners
- d) trustee and beneficiary, or
- e) employer and employee

Related Body Corporate has the same meaning as related body corporate has in the Act

Register means the register of Members of the Society required by the Act and if appropriate includes a branch register

Secretary means a person appointed under clause 7 as a secretary of the Society and where appropriate includes an acting secretary and a person appointed by the Board Members to perform all or any of the duties of a secretary of the Society

Service User means a person who has a disability or a person who is aged and is accepted into a service in accordance with clause 3.1 a) i., and

Society means Civic Disability Services Limited ACN 000 744 141.

1.2 Interpretation

In the interpretation and application of this Constitution, unless the context otherwise requires:

- a) a reference to a background note or recital, clause, schedule, annexure, attachment or exhibit is to a background note or recital, clause, schedule, annexure, attachment or exhibit of or to this Constitution
- b) in calculating any period of time commencing from a particular day, the period commences on the following day and the following day counts as part of that period
- c) where an expression, word or phrase is given a particular meaning, then other parts of speech based on that expression, word or phrase and other grammatical forms of that expression, word or phrase, have corresponding meanings
- d) the rule of interpretation which sometimes requires that a document be interpreted to the disadvantage of the party which put the document forward, does not apply
- e) a reference to this Constitution or any other agreement, arrangement or document, includes any variation, novation, supplementation or replacement of them
- f) where an expression is defined anywhere in this Constitution, it has the same meaning throughout
- g) a reference to any gender includes all genders
- h) headings are for convenience of reference only and do not affect interpretation
- i) a mention of anything after *include*, *includes* or *including*, does not limit what else might be included

- j) a reference to any legislation or legislative provision includes any statutory modification or re-enactment of, or legislative provision substituted for, and also any subordinate legislation issued under, that legislation or legislative provision
- k) a reference to dollars or \$ is to an amount in Australian currency
- l) the singular includes the plural and vice versa
- m) a reference to any party to this Constitution or to any other document or arrangement, includes that party's legal personal representatives, substitutes (including, without limitation, any person taking by novation), successors and permitted assigns
- n) a reference to a person includes a body corporate, partnership, joint venture, incorporated or unincorporated association, authority, State, government, or government or quasi-government body
- o) the above background notes, and any schedule, annexure, attachment or exhibit, and the description of the parties, all form part of this Constitution, or
- p) a reference to anything (including any amount) is a reference to the whole or any part of it (except that nothing in this provision excuses a party from performing the whole of an obligation just because they have performed part of the obligation) and a reference to a group of persons is a reference to any one or more of them.

2. Society formation

2.1 Society name

The name of the Society is "Civic Disability Services Limited".

2.2 Replaceable Rules

The Replaceable Rules contained in the Act do not apply to the Society.

2.3 Corporations Act

- a) In this Constitution unless the contrary intention appears:
 - i. an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act and
 - ii. "section" means a section of the Act.
- b) This Constitution is subject to the Act and where there is any inconsistency between a clause of this Constitution and the Act the Act prevails to the extent of inconsistency.

3. Objects

3.1 Objects of Society

- a) The objects for which the Society has been established are:
 - i. To provide a range of innovative and responsive services to persons with a disability and/or mental health issue and to persons who are aged, and to their families and carers, in order to empower them to achieve quality of living, personal aspirations and to meaningfully participate in the community. Services provided will value and respect the cultural, linguistic and religious

- diversity of its service users and will be provided in a non-discriminatory manner reflecting the principles of social justice, access and equity.
- ii. To provide or sponsor a range of employment opportunities and experiences, enabling each participating service user to achieve and maintain the optimum level of employment.
 - iii. To provide or sponsor a range of residential opportunities and experiences, enabling each participating service user to achieve and maintain the optimum level of residential accommodation and usage.
 - iv. To facilitate the absorption of service users into industry and foster harmonious relations in their employment.
 - v. To foster and encourage service users to participate in community social, educational and cultural activities.
 - vi. To establish transitional workshops and activities to afford pre-employment training.
 - vii. To safeguard the rights of service users in respect of industrial conditions and disputes.
 - viii. To provide or sponsor facilities and training for service users in community living skills.
- b) For the sole purpose of carrying out the Objects the Society has the power and capacity to:
- i. do all such acts, deeds and things as a company has capacity and power to do pursuant to the Act – and in particular Section 124 of the Act and
 - ii. to do the following acts and things:
 - A. to accept or refuse any gift, endowment or bequest made to or acquired by the Society generally for the Objects or for the purpose of any specific object and to undertake execute and carry out any charitable or other trust which may be considered expedient or desirable in the interests of the Society
 - B. to take such lawful steps by personal or written appeal public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Society in the form of donations, annual subscriptions or otherwise
 - C. to publish or to contribute to the publication of any periodical, journal or magazine and to print and circulate books, papers , pamphlets and information to provide and circulate any annual or other report of the Society and its proceedings and work
 - D. to subscribe to, become a member of and co-operate with any other association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Society provided that the Society shall not subscribe to or support with its funds any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Society under or by virtue of clause 3.4 of this Constitution

- E. in furtherance of the Objects or any of them, to buy, sell and deal in all kinds of apparatus, literature and other items required by the members of the Society or persons frequenting the Society's premises
- F. to purchase take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the Objects provided that in case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with the same in such manner as is allowed by law having regard to such trusts
- G. to enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise that may seem conducive to the Objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Society thinks it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions
- H. to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and any other persons as may be necessary or convenient for the purposes of the Society
- I. to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit service users or past service users of the Society or dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object
- J. to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works, or conveniences which may seem calculated directly or indirectly to advance the Society's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof
- K. to invest and deal with the money of the Society not immediately required in such manner as may be permitted by law for the investment of trust funds and any other investments as might be made by a prudent investor
- L. to borrow or raise or secure the payment of money in such manner as the Society may think fit and to secure the same or the repayment of performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Society in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Society's property (both present and future), and to purchase, redeem or pay off any such securities
- M. to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments

- N. in furtherance of the Objects to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Society
- O. to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Society's property of whatsoever kind sold by the Society, or any money due to the Society from purchasers and others
- P. in furtherance of the Objects to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Society under or by virtue of clause 3.4 of this Constitution
- Q. in furtherance of the Objects to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Society is authorised to amalgamate
- R. in furtherance of the Objects to transfer all or any part of the property, assets, liabilities and engagements of the Society to any one or more of the Companies, institutions, societies or associations with which the Society is authorised to amalgamate
- S. to make donations for charitable purposes
- T. to act in relation to the consideration, origination and promotion of improvements in the law affecting the well-being of service users; the consideration of alterations in the law and the support of or opposition to the same for the purpose aforesaid; the petitioning of Parliament and the undertaking of such other action as may be deemed expedient
- U. subject to paragraph F of this clause, to undertaken and execute any trusts or matters affecting any real or personal property of any description which may seem directly or indirectly conducive to the objects of the Society or any one or more of them; to act as trustee on behalf of service users whether members of the Society or not and their parents or guardians who are members of the Society and who may appoint the Society to act concerning the trusteeship of any real or personal property of any such service user or member whether upon his or her decease or otherwise; and in furtherance of the objects of the Society to form trusts and execute trust deeds in respect of funds distinct from the funds of the Society for any specific purpose, and
- V. to do all such other things as are incidental or conducive to the attainment of the Objects and the exercise of the powers of the Society.

c) The Society is non-sectarian, non-political and non-profit.

3.2 Restriction on activity

The Society must not engage in any activity that is not related to the Objects.

3.3 Reference to Objects

In the exercise of any power or function either under this Constitution or generally, all Board Members must act in accordance with the Objects.

3.4 Income and Property

- a) The income and property of the Society will be applied solely towards the promotion of the Objects.
- b) No portion of the income and property will be paid or transferred, directly or indirectly, by way of dividend, bonus or any other means of profit to Members except as:
 - i. payment, in good faith, of reasonable and proper remuneration to any officer or to any Member, in return for any services actually rendered to the Society
 - ii. payment of interest at a rate not exceeding interest at the rate for the time being charged by the Society's bankers for overdrawn accounts on money lent, or
 - iii. reasonable and proper rent for premises demised or let by any Member.

3.5 Winding Up

- a) If upon the winding up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities, any community housing assets, all such community housing remaining assets will not be paid to or distributed among the Members but is to be given or transferred to another registered community housing provider or to a Housing Agency in the jurisdiction in which the asset is located having objects similar to the Objects. All remaining assets will not be paid to or distributed among the Members but are to be given or transferred to some other institution or institutions having objects similar to the Objects.
- b) Each institution referred to in paragraph a) must be approved pursuant to Section 30-15 of the Income Tax Assessment Act 1997 as amended and must prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of clause 3.4 of this Constitution such institution or institutions to be determined by the Members at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to an institution or institutions with charitable objects.

3.6 Relationship between the Members

- a) No term of this Constitution is to be construed so as to give rise to a Proscribed Relationship between the Members.
- b) The Members each agree that they will not represent, or otherwise foster the understanding, that the relationship between the Members is that other than as members in the Society.

4. Membership

4.1 Membership

- a) The members of the Society are collectively the persons admitted to membership in accordance with clause 4.4.
- b) The number of members of the Society is restricted to 1,000 unless otherwise agreed by the Board.

4.2 Member liability

The liability of members is limited.

4.3 Members Contribution

Every Member must contribute:

- a) to the property of the Society in the event of it being wound up while he/she is a Member, or within one (1) year after he/she ceases to be a Member, for payment of the debts and liabilities of the Society contracted before he/she ceases to be a Member, and
- b) to the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves
such amount as may be required not exceeding two dollars (\$2.00).

4.4 Membership Qualifications

A person is qualified to be a Member if the Board, in accordance with this Constitution, has approved the person for membership of the Society.

4.5 Classes of Members

There are two (2) classes of Members namely:

- a) Member, and
- b) Honorary Life Member.

4.6 Rights of Members

- a) A Member:
 - i. is required to pay the relevant Entrance Fee as well as the Annual Subscription Fee for the first year in respect of which membership is sought and is required to pay the Annual Subscription Fee for so long as they are a Member
 - ii. has the right to receive notice and to attend and speak at general meetings of the Society
 - iii. is entitled to vote at meetings of the Society having been a Financial Member for at least the preceding twelve months, and
 - iv. is eligible to be a Board Member,
- b) an Honorary Life Member enjoys all the privileges and obligations of a Member except is not required to pay any further annual membership fees.

4.7 Eligibility

A person may only become a Member if they are:-

- a) a natural person over the age of 18 who is not a bankrupt or a person whose assets are subject to any form of external control or supervision, and
- b) in respect to persons making application for membership, a person who is an employee of the Society or is a contractor or a supplier to the Society or an ex-employee of the Society within twelve months of ceasing employment with the Society.

4.8 Application for membership

An application for membership to the Society must be made in writing to the Secretary delivered to the registered office of the Society.

4.9 Determination of membership

- a) At the next Board meeting after receipt of a request for membership under clause 4.8, the Board must determine whether to approve or reject the application for membership of the applicant.
- b) The Board may in its absolute discretion approve or reject applications for membership in the Society.
- c) The Board does not have to give reasons for the approval or rejection of any person's application for membership in the Society.
- d) The Board in its absolute discretion approve the elevation of a Member to the classification of that of an honorary life member.

4.10 Consequence of Board's approval of admission to membership

- a) If the Board approves an application for membership in the Society it must notify the successful applicant of their acceptance as a Member and a request for payment of the Entrance Fee and Annual Subscription Fee (as relevant and as required). The Board has the power to modify the Annual Subscription Fee on a pro-rata basis to take into account the period in which the applicant becomes a Member.
- b) The applicant is a Member upon payment of the dues set out in paragraph a). If the applicant within two (2) calendar months does not make such payment after the date of the notice referred to in paragraph a), the Board will cancel its acceptance of the applicant for membership of the Society.
- c) All annual subscriptions become due and payable in advance on the 1st day of July in every year.

4.11 Cessation of Membership

- a) If the subscription of a Member remains unpaid for a period of two (2) calendar months after it becomes due then the Member may, after notice of the default sent by the Secretary and giving the Member fourteen (14) days to rectify such default, be:
 - i. debarred by resolution of the Board from all privileges of membership, and
 - ii. be removed from the Register.
- b) The Board may reinstate the Member referred to in the paragraph a) and restore the member's name to the Register on payment of all arrears if the Board thinks fit to do so.

- c) A Member may, at any time by giving notice in writing to the Secretary, resign the member's membership of the Society. The Member will continue to be liable for any:
 - i. outstanding Annual Subscription
 - ii. arrears due and unpaid at the date of the member's resignation
 - iii. other moneys due by the member to the Society, and
 - iv. any sum not exceeding \$2.00 for which the member is liable as a member of the Society under clause 4.3.

4.12 Removal of Membership

- a) If any Member:
 - i. wilfully refuses
 - ii. neglects to comply with the provisions of the Constitution of the Society, or
 - iii. in the reasonable opinion of the Board engages in conduct that is unbecoming of a member or prejudicial to the interests of the Society.

The Board must notify the Member in writing that the Board or the Society have the power to expel the Member from the Society and erase the Member's name from the Register provided that:
 - iv. the Member must have written notice of the meeting at least one week before the meeting of the Board at which a resolution for the Member's expulsion is considered,
 - v. the written notice must set out the following:
 - A. what is alleged against the Member
 - B. the intended resolution for the Member's expulsion
 - C. the Member's options to either have the matter dealt with by the Board or the Society in general meeting (in the absence of a response by the defaulting member within 3 business days of the notice of the resolution will be dealt with by the Board at the next Board Meeting), and
 - D. an invitation for the member to attend the meeting to address the Board or Members regarding the proposed expulsion,
 - vi. before the passing of any such resolution the Member must have had an opportunity of giving orally or in writing any explanation or defence the Member may think fit by
 - A. giving written notice to the Secretary of the Member's intention to attend the meeting being called to consider the Member's expulsion and provide an explanation at the meeting, and
 - B. giving written notice to the Secretary, within 3 Business Days of the date of the notice proposing the Member's expulsion, that the Member wishes to have the resolution dealt with by the Board or the Society.
- b) A resolution to expel a Member and have the member's name removed from the Register must be passed as an ordinary resolution of the Society or the Board in accordance with this clause 4.12 (with such vote to be taken by ballot).

5. Member Meetings

5.1 Types of Meetings

There are to be 2 types of Members meetings of the Society:

- a) the “annual general meeting”, and
- b) all other extraordinary meetings which are to be called “general meetings”,
(**Member’s Meetings**).

5.2 Annual General Meetings

- a) The annual general meeting is to be held once in every calendar year:
 - i. at such time and place as the Board may appoint, and
 - ii. within five (5) months of the end of the Society’s financial year.
- b) If the annual general meeting is not convened in accordance with paragraph a) it may be convened in accordance with section 245(10) of the Act.

5.3 Convening a general meeting

A general meeting may be convened by:

- a) a Board Member, or
- b) a Member in accordance with section 249D of the Act.

5.4 Notice of a Member's Meeting

- a) The Secretary must inform all Members of the holding of a Member's Meeting.
The notice must:
 - i. comply with any requirements of the Act
 - ii. be in writing
 - iii. specify the date, time and place of the meeting
 - iv. specify the business to be transacted at the meeting (including general business if relevant), and
 - v. subject to the Act:
 - A. for a special resolution, be sent to members no less than 21 days prior to the date of the meeting, and
 - B. for an ordinary resolution, be sent to members no less than 21 days prior to the date of the meeting.
- b) The accidental omission to give notice of any meeting to or the non-receipt of any such notice by any of the Members does not invalidate any resolution passed at a Member's Meeting.

5.5 Quorum

- a) A quorum for a Members Meeting is 10 Members present in person or by proxy.
- b) No business may be transacted at a Members' Meeting unless a quorum is present within 30 minutes of the time appointed for the holding of a Members' Meeting.
- c) If a quorum is not achieved at a Member's Meeting then the meeting is to be adjourned to the same day, time and place in the following week. If a quorum is not present at the commencement of the adjourned meeting then the Members present in person or by proxy are to constitute a quorum.

5.6 Chairman

- a) The Chairman is to chair any meetings of the Society.
- b) If the Chairman:
 - i. is not present within 15 minutes after the time appointed for the holding of a meeting of the Society, or
 - ii. is unable or unwilling to act

the Deputy Chairman is then to chair a meeting of the Society.

- c) If neither the Chairman nor the Deputy Chairman is present or able to act the Members present may appoint one of their number to act as Chairman.

5.7 Adjournment

- a) The Chairman may, with the consent of those Members present, adjourn a Members' Meeting.
- b) An adjourned meeting is to be reconvened at the day, time and place nominated by the Chairman.
- c) If the adjourned meeting is to reconvene more than 30 days from the date of the original meeting the Board must ensure that notices of the meeting are sent to all Members.

6. Voting

6.1 Decision making

Resolutions are to be decided on a show of hands by Eligible Members unless a poll is demanded in accordance with clause 6.2 and is not withdrawn.

6.2 Polls

- a) At any Member's Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is demanded:
 - i. by the Chairman in his/her sole discretion, or
 - ii. by at least 5 Eligible Members present in person or by proxy.
- b) A poll may be demanded:
 - i. before a vote is taken
 - ii. before the voting results on a show of hands is declared, or
 - iii. immediately after the voting results on a show of hands are declared.
- c) The demand for a poll may be withdrawn.
- d) Before a vote is taken the Chairman must inform the meeting whether any proxy votes have been received and how the proxy votes are cast.
- e) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting is entitled to a second or casting vote.
- f) A poll is to be held at the time that it is requested.

6.3 Members' Votes

- a) Subject to clause 6.2 e) an Eligible Member is entitled to one vote only.
- b) No Eligible Member is entitled to vote at any Members' Meeting if his/her annual subscription is more than one (1) month in arrears at the date of the meeting.

6.4 Declaration

Unless a poll is demanded, a declaration by the Chairman that a resolution has been carried by a particular majority or lost is conclusive evidence of that fact.

6.5 Circular resolutions

A circular resolution signed by all Eligible Members may be used to pass a resolution in place of a meeting.

6.6 Technology

A meeting of the Society may be held at two or more venues using any technology that gives all members entitled to vote a reasonable opportunity to participate in the meeting.

6.7 Proxy Voting

- a) Subject to the Act Eligible Members may appoint a person as a proxy to participate in and vote at the meeting for the Member.
- b) A proxy must be appointed by an instrument in writing in a form approved by the Board.
- c) An instrument appointing a proxy:
 - i. must be signed by the member appointing the proxy, and
 - ii. may contain directions as to the manner in which the proxy is to vote in respect of a particular resolution.
- d) The appointment of a proxy is not effective unless the instrument appointing the proxy is deposited with the Secretary at least 2 Business Days prior to the meeting at which the proxy has been appointed to vote.

7. The Board

7.1 Role of the Board

- a) Subject to paragraph (b) and the Act, the Board is responsible for:
 - i. the overall direction and management of the Society, and
 - ii. the formulation of policies to be applied in the business of the Society from time to time,

in furtherance of the Objects.

- b) Without limitation to the Board's responsibilities under this clause, the Board is subject to the document titled "Delegations and Authorities (as amended by the Board from time to time) and documents stating the Society's Corporate Governance Policies and Procedures.

7.2 Composition of Board

- a) The Board of the Society will consist of a Chairman, a Deputy Chairman and up to eight (8) other directors so that that the total number of persons constituting the Board, at any one time shall not be less than five (5) and not more than ten (10).
- b) The Society may from time to time by special resolution passed at a Members' Meeting increase or reduce the number of Board Members.

8. Board Members

8.1 Appointment of Board Members

- a) The Board Members are to hold office for a term of up to one (1) year at which time they will retire at the next Annual General Meeting but will be eligible for re-election.
- b) At the Annual General Meeting any vacancies for Board Members are to be elected from among Members.
- c) The election of Board Members for positions referred to in clause 7.2 will take place in the following manner:
 - i. Any two (2) Eligible Members may nominate any Member to serve as a Board Member.
 - ii. The nomination, which must be in writing and signed by the member and his/her proposer and seconder, must be lodged with the Secretary fourteen days before the Annual General Meeting at which the election is to take place.
 - iii. Balloting lists must be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each Eligible Member present in person or by proxy at the Annual General Meeting is to be entitled to vote for any number of such candidates not exceeding the number of vacancies.
 - iv. If at any ballot the number of votes cast for two or more candidates is equal, the Chairman of the meeting will request the said candidates to draw lots. If any or all decline, the Chairman must draw lots for them and must, in accordance with the result, declare which of such candidates is successful in the ballot.

8.2 Appointment to fill casual vacancy

- a) The Board has the power at any time to appoint any person to the Board, either to fill a casual vacancy or as an addition to the existing members of the Board but so that the total number of members of the Board does not at any time exceed the number fixed in accordance with this Constitution or the Act. Any member of the Board will hold office until the next Annual General Meeting.
- b) The office of a Board Member will become vacant if the member:
 - i. ceases to be a member of the Board by virtue of the Act
 - ii. becomes bankrupt or makes any arrangement or composition with his creditors generally
 - iii. becomes prohibited from being a Board Member of a Society by reason of any order made under the Act
 - iv. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health
 - v. resigns his or her office by notice in writing to the Society
 - vi. for more than three (3) months is absent without permission of the Board from meetings of the Board held during that period
 - vii. ceases to be a member of the Society
 - viii. holds any office of profit under the Society, or

- ix. has a material personal interest in a matter that relates to the affairs of the Society and fails to give notice of his or her interest as required by Section 191 of the Act

provided always that nothing in this clause 8.2 will affect the operation of clause 4.11.

8.3 Removal of Board Members

The Society may, by ordinary resolution passed at a Member's Meeting:

- a) remove any member of the Board before the expiration of his/her period of office, and
- b) appoint another person in his/her stead

in which case the person so appointed will hold office only until the next Annual General Meeting.

8.4 Expenses

Subject to approval of the Board a Board Member may be entitled to be reimbursed out of the funds of the Society for reasonable travelling, accommodation and other expenses which the Board Member incurs when travelling to or from meetings or when otherwise engaged in the business of the Society.

8.5 Duties of Board Members

The Board Members must act in good faith and in the best interests of the Society as a whole.

9. Board Proceedings

9.1 Convening meetings of the Board

The Board Members may meet together for the dispatch of business and adjourn or otherwise regulate their meetings as they think fit.

9.2 Chairman

- a) The Chairman is to chair any meetings of the Board.
- b) If the Chairman:
 - i. is not present within 15 minutes after the time appointed for the holding of a meeting of the Society, or
 - ii. is unable or unwilling to actthe Deputy Chairman is then to chair a meeting of the Board.
- c) If neither the Chairman nor the Deputy Chairman is present or able to act the Board Members present may appoint one of their number to act as Chairman.

9.3 Notice

- a) Notice of any Board meeting must be in writing and to the address of the Board Member contained in the Register.
- b) The notice of meeting must contain the following information:
 - i. the time and place of the meeting
 - ii. the general nature of business to be discussed at the meeting, and
 - iii. that a special resolution is to be proposed and what it entails (if relevant).

9.4 Notice other than in writing

- a) A Board Member can give notice to the Secretary that they can receive notice by means other than writing for the period specified in the notice.
- b) If a Board Member gives the Secretary the notice referred to in paragraph a) then the Secretary can give notice to that Board Member in the manner directed.

9.5 Failure to receive notice

Failure to receive notice of a meeting by any Board Member does not invalidate any resolution passed at that meeting.

9.6 Quorum

- a) A quorum for a Board meeting is five Board Members.
- b) In the event the number of Board Members is reduced below the minimum number fixed by this Constitution, the remaining Board Members may act for the purpose of increasing the number of Board Members to at least the minimum number or calling a general meeting but for no other purpose.
- c) A Board Member who is entitled to attend and cast a vote at a meeting of the Board's Members may appoint a person as the member's proxy to attend and vote for that member at the meeting.

9.7 Voting

- a) Subject to this Constitution questions arising at any meeting of the Board are to be decided by a majority of votes.
- b) In case of an equality of votes the Chairman of the meeting will have a second or casting vote.

9.8 Form of meeting

Resolutions of the Board can be passed:

- a) by circular resolution signed by all Board Members, or
- b) at a meeting held at 2 or more venues using any technology that gives all Board Members a reasonable opportunity to participate in the meeting.

9.9 Interested Transaction

A Board Member must not vote in respect of any contract or proposed contract with the Society in which the Board Member has a material interest, or any matter arising, and if the Board Member does so vote their vote must not be counted unless their participation is permitted pursuant to Section 195(2) or (3) of the Act.

9.10 Committee

- a) Based on recommendations of the Chairman the Board may approve the formation of committees and their membership as they think fit.
- b) The Board may delegate all or part of the exercise of its powers to a committee.
- c) All meetings of the committee are to be held in accordance with their terms of reference as approved by the Board.

9.11 Delegations and Authorities

The Board will produce and maintain a document designated "Delegations and Authorities" setting out the limitations of authority of Directors, Managers and Committees.

9.12 Corporate Governance Policies and Procedures

- a) The Board will produce and maintain documents designated "Corporate Governance Policies and Procedures".
- b) The Corporate Governance Policies and Procedures are to be based on the standards issued by Standards Australia from time to time.

10. Resolutions of The Society

10.1 Resolutions

- a) An ordinary resolution of the Society must be passed by a simple majority of votes cast in person or by proxy.
- b) A special resolution of the Society must be passed by 75% or more of the votes cast in person or by proxy.

10.2 Matters requiring a special resolution

The following matters must be approved by special resolution of the Society:

- a) any amendment or replacement of the Constitution
- b) the winding up of the Society
- c) changing the name of the Society
- d) changing the type of the Society, and
- e) appointing an external manager (including an administrator or liquidator).

11. Indemnity and Insurance

11.1 Indemnity in favour of Board Members

- a) Subject to the Act and clause 11.2, the Society indemnifies each Board Member against all liability incurred by them in the course of discharging their duties as a Board Member.
- b) The indemnity contained in paragraph (a) does not apply to liability:
 - i. owed to a Related Body Corporate of the Society
 - ii. for a pecuniary penalty order under s1317G of the Act or a compensation order under s1317H of the Act, or
 - iii. owed to a person other than the Society that did not arise out of conduct in good faith.

11.2 Indemnity for legal costs

- a) The Society indemnifies each Board Member against any liability for legal costs incurred by them as in the course of discharging their duties as a Board Member.
- b) The indemnity contained in paragraph (a) does not apply to liability for legal costs:

- i. in defending or resisting proceedings in which the Board Member is found to have a liability for which they could not be indemnified under clause 11.1
- ii. in defending or resisting criminal proceedings in which the Board Member is found guilty
- iii. in defending or resisting proceedings brought by the ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this paragraph does not apply to costs incurred in responding to actions taken by the ASIC or a liquidator as part of an investigation before commencing proceedings for the court order), or
- iv. in connection with proceedings for relief to the Board Member under the Act in which the court denies the relief.

11.3 Insurance

Subject to the Act, the Society must pay a premium for a contract insuring a person who is, or has been, a Board Member acting in that capacity against:

- a) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome, or
- b) a liability arising from negligence or other conduct.

12. Gift Fund

12.1 Gift Fund

The Society must maintain a Gift Fund to carry out the Objects.

12.2 Operation of Gift Fund

- a) All Gifts received by the Society (of whatever nature) are to be deposited into the Gift Fund. The Fund must not be credited with or receive any other money or property of the Society.
- b) The Gift Fund is to be controlled by the Board.
- c) The Board must open and maintain a Gift Register which:
 - i. separately identifies each Gift
 - ii. indicates the purpose for which the Gift is used, and
 - iii. where possible, should include a current valuation, however, does not have to attribute a value to the Gift when entered on the Gift Register.
- d) Gifts included in the Gift register are to be insured at their current value.
- e) Where:
 - i. Any property in the Gift Fund is transferred out of the Gift Fund to carry out the Objects and subsequently sold, the money received from the sale does not have to be credited to the Gift Fund, and
 - ii. Any money or property is incorrectly added to the Fund it must be removed as soon as practicable and the Gift Register adjusted accordingly.
- f) The Gift Fund may be charged with the reasonable costs of management, including all bank charges, stationary costs, accounting, audit and any other fees and expenses in relation to its management.

12.3 Investment

- a) Any money or property in the Gift Fund may be invested in accordance with the terms of this Constitution, however, returns are not to be the primary purpose of any Gift.
- b) The purpose of all Gifts to the Gift Fund, and any investment returns, is for them to be used to carry out the Objects and not the excessive or unnecessary accumulation of money or property.

12.4 Winding Up of Gift Fund

- a) If the Gift Fund is:
 - i. wound up, or
 - ii. the endorsement of the Society as a deductible gift recipient under the Income Tax Assessment Act 1997 is revoked
 - iii. any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it must be transferred to a fund, authority or institution to which income tax deductible gifts can be made.
- b) The procedures for the transfer set out in paragraph a) must occur in the manner set out in clause 3.5.

13. Accounting and Reporting

13.1 Accounts

- a) True accounts must be kept of:
 - i. the sums of money received and expended by the Society
 - ii. the manner in which money is receipted and expended, and
 - iii. the property, credits and liabilities of the Society.
- b) Once at least in every year the accounts of the Society shall be examined by one or more properly qualified Auditor or Auditors who must report to the members in accordance with the provisions of the Act.

13.2 Auditor

A properly qualified Auditor or Auditors is to be appointed by the Board and his or their remuneration fixed and duties regulated in accordance with Chapter 2M of the Act.

13.3 True accounts

The Board Members must ensure that:

- a) accounts are, at all times, prepared in accordance with generally accepted Australian accounting principles applicable to a body such as the Society, and
- b) accurate records are kept regarding the business conducted by the Society.

13.4 Storage of accounts

The accounts and books of the Society are to be kept at the office of the Society or at such other place as the Board determines.

13.5 Inspection by Members

Subject to the Act the Board may determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Society or any of them will be open to the inspection of Members (other than members of the Board).

13.6 Right of a Member to inspect

A Member (other than a member of the Board) does not have the right to inspect any document of the Society except as provided by law or authorised by the Board pursuant to clause 13.5.

13.7 Fiscal year of the Society

The financial year of the Society is to be from 1 July to 30 June in the succeeding year.

13.8 Signing of cheques etc.

The Board Members may determine the manner in which and persons by whom cheques, promissory notes, bankers' drafts, bills of exchange, electronic funds transfer and other negotiable instruments, and receipts for money paid to the Society, may be signed, drawn, accepted, endorsed, operated or otherwise executed.

14. Records

14.1 Record keeping

- a) The Society must keep record books in which it records within one month:
 - i. Attendees, proceedings and resolutions of Members meetings
 - ii. Attendees, proceedings and resolutions of Board meetings (including meetings of committees of Sub-Committees)
 - iii. resolutions passed by Members without a meeting, and
 - iv. resolutions passed by Board Members without a meeting.
- b) The Society must:
 - i. establish and administer the Register in accordance with the Act, and
 - ii. allow inspection of the Register only as required by the Act.

15. Obligations of Members

15.1 Obligations of Members

Each Member is subject to, and must comply with, the obligations set out below:

- a) to keep strictly confidential and not to use or disclose any Society reports, data, submissions or other information prepared by or for the Society. This obligation is subject to the following exceptions:
 - i. where the Society consents to the disclosure
 - ii. where the disclosure is made to professional advisers (including legal and financial advisers) of the Member who are subject to a duty of confidentiality, or
 - iii. where the disclosure is required by law and

- b) not to engage in any conduct (either by making statements or otherwise) that would materially harm or prejudice the ability of the Society to achieve the Objects
- c) not to engage in any conduct (either by making statements or otherwise) that would bring the Society into disrepute, and
- d) not to unreasonably refuse to enter into agreements with third parties which the Members have approved by special resolution and which the Board considers to be in the interests of the Society.

16. Dispute Resolution

16.1 Notification of dispute

If a Member believes that there is a dispute with the Society regarding the operation of this Constitution or the operation and management of the Society then:

- a) that person must within 14 days of a dispute arising give notice in writing to the Secretary stating that there is a dispute and
- b) the notice must outline:
 - i. what the party believes the dispute to be
 - ii. what the party wants to achieve, and
 - iii. what the party believes will settle the dispute.

16.2 Settlement of dispute

- a) Upon service of a notice referred to in clause 16.1 the Society and the party involved must use their best endeavours to settle the dispute within 14 days.
- b) If the dispute cannot be resolved by negotiation between the parties then the parties may, if they mutually agree, refer the dispute to mediation. The mediator is to be selected jointly by the parties or, in the absence of agreement, by the Chairman of the Australian Commercial Disputes Centre.
- c) In the event mediation cannot be achieved within 14 days the matter in dispute shall be referred to arbitration in accordance with the Commercial Arbitration Act NSW and an Arbitrator is to be appointed by the Chairman, Australian Commercial Disputes Centre.

17. Execution of documents

17.1 Execution by Board Members

A document is validly executed by the Society where it is signed by two Board Members, or a Board Member and Secretary.

17.2 Execution by one Board Member

The Board Members may, by resolution in writing, authorise one Board Member to sign any document on behalf of the Society and any document executed by the authorised officer is as binding on the Society as if it had been signed in accordance with clause 17.1.

18. Service of documents

18.1 Document includes notice

In this clause 18 a reference to a document includes a notice.

18.2 Methods of service

The Society may give a document to a Member:

- a) personally
- b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member, or
- c) by sending it to a fax number or electronic address nominated by the Member.

18.3 Post

A document sent by post:

- a) if sent to an address in Australia, may be sent by ordinary post, and
- b) if sent to an address outside Australia, must be sent by airmail, and in either case is taken to have been received on the day after the date of its posting.

18.4 Fax or electronic transmission

If a document is sent by fax or electronic transmission, delivery of the document is taken:

- a) to be effected by properly addressing and transmitting the fax or electronic transmission, and
- b) to have been delivered on the day following its transmission.

18.5 Evidence of service

A certificate in writing signed by a Board Member or a Secretary stating that a document was sent to a Member by post or by fax or electronic transmission on a particular date is prima facie evidence that the document was so sent on that date.

19. Governing Law

19.1 Governing Law

The law in force in the State of New South Wales governs this Constitution. All Members:

- a) submit to the exclusive jurisdiction of the courts of New South Wales and any courts that may hear appeal from those courts in respect of any proceedings in connection with this Constitution, and
- b) may not seek to have any proceedings removed from the jurisdiction of New South Wales on the grounds of *forum non conveniens*.