

CONSTITUTION OF WARRAGAMBA SILVERDALE NEIGHBOURHOOD CENTRE

Amended at Special Resolution Meeting of
Members held on 22nd November, 2017

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Part One [1] Objects.

The Objects of the **Warragamba Silverdale Neighbourhood Centre** Incorporated are:

- (1) To directly provide for the relief of poverty, distress, misfortune, sickness, suffering, destitution, helplessness and loneliness for the people in the Wollondilly Local Government Area and surrounding areas.
- (2) To directly provide services to people who are aged, infirmed, people with physical or intellectual disabilities, people with mental health issues, people who provide care to those people, people who are disadvantaged or socially isolated, people economically disadvantaged, homeless, at risk or people who have other identified special needs.
- (3) To directly provide access, equality, equity, diversity, participation and human rights to all people in all services the Association operates.
- (4) To directly provide community development and uphold the principles of social justice.
- (5) To directly provide assistance and / or services to improve the quality of life, well-being and the advancement of the community and its people.
- (6) To directly provide advocacy, advice, casework, children's services, community transport, counselling, classes, food distribution, information, multicultural support, outreach, referrals, respite care, social support, support groups and volunteers to the community.
- (7) To function for the public benefit as a not-for-profit organisation in accordance with the Constitution of the Association.
- (8) In furtherance of these Objects, to acquire, buy, hold and sell property and assets as required by the Members.

Part Two [2] **Definitions.**

1. **Definitions.**

(1) In the Constitution

Association means the Warragamba Silverdale Neighbourhood Centre Incorporated.

Director – General means the Director-General of the Department of Fair Trading.

Ordinary Member means a member of the Board who is not an office-bearer of the Association, as referred to in Clause 14.2.

Executive means the office bearers of the Association.

Secretary means:

- (a) The person holding office under this Constitution as Secretary of the Association
or
- (b) If no such person hold that office – the Public Officer of the Association.

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

The Act means the Associations Incorporation Act 2009

The Regulation means the Associations Incorporation Regulation 2016.

(2) In the constitution:

- (a) A reference to a function includes a reference to a power, authority and duty, and
 - (b) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.
- (4) In compliance with Section 11 of the Act, this is the constitution of the Association and, except to the extent expressly provided for in this Constitution, replace the model Constitution under the Act.

Part Three [3] Membership

2. Membership Qualifications.

A person is eligible to be a member of the Association if, but only if:

- (1) (a) the person is a natural person, and
 - (b) the person has applied and been approved for membership of the association in accordance with clause 3.
 - (c) the person is over the age of eighteen (18) years of age.
- (2) A person is taken to be a member of the association if:
 - (a) the person is a natural person, and
 - (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
 - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- (3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

3. Application for Membership.

- (1) An application by a person 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 set determined by the Board, and
 - (b) Must be lodged (including by electronic means, if the Board so determines) with the Secretary of the Association.
- (2) As soon as practicable after receiving an application for membership, the Secretary must refer the nomination to the Board, which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the Board makes that determination, 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 nomination, whichever is applicable, and
 - (b) If the board approved the application, request the applicant to pay within a period of twenty eight [28] days after receipt by the applicant of the notification, the sum payable under this constitution by a member as an annual membership fee.
- (4) The Secretary must, on payment by the applicant of the amounts referred to in Clause 3 (b) within the period referred to in that provision, enter or cause to be entered the applicants name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.
- (5) In cases where the membership is rejected by the Board of Directors, the money paid by that person as an annual membership fee will be refunded by the Association, within 14 days of the decision.

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4. Cessation of Memberships.

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

- (a) Dies, or
- (b) Resigns membership, or
- (c) Is expelled from the Association, or
- (d) Fails to pay the Association the annual membership of the Association within ninety (90) days of the due date for payment.

5. Membership Entitlements Not Transferable.

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

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

6. Resignation of Membership.

- (1) A member of the Association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the Association who has paid all amounts payable by the member to the Association in respect of the members membership may resign from membership of the Association by first giving the Secretary written notice of at least twenty eight (28) days, or such other period as the Board may determine, of the members intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (3) If a member of the Association ceases to be a member under Clause 6.2 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 ceases to be a member.

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 and address of each person who is a member of the Association together with the date on which the person became a member.
- (2) In case of the Secretary is unable to fulfil this role the Public Officer will maintain the register of members of the Association.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, 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 at any reasonable hour.
- (4) A member of the Association may obtain a copy of any part of the register on payment of a fee of five dollars (\$5) for each page copied or, if some other amount is determined by the Board, that other amount.
- (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

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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) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

8. Fees and Subscriptions.

- (1) A member of the Association must pay to the Association an annual membership fee of five dollars (\$5) or, if some other amount is determined by the Board, that other amount:
- (a) Except as provided by Clause 8.1 (b), before the AGM each calendar year, or
 - (b) If the member becomes a member on or after the AGM in any calendar year – on becoming a member and before the AGM in each succeeding calendar year.

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 8.

10. Resolution of Internal Disputes.

- (1) Disputes between members, in their capacity as members, of the Association, and disputes between members and the Association, are to be referred for mediation to a sub-committee created by the Board and made up of members of the Association who are not involved in the dispute.
- (2) If the dispute is not resolved by the process described in Clause 10.1 the matter is to be referred to a meeting of the Board of the Association for resolution,
- (3) If the dispute is not resolved by the process in clause 10.2 the matter is to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act. 1983.
- (4) At least seven [7] days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

11. Disciplining of Members.

- (1) A complaint may be made to the board by any person that is a member of the Association:
- (a) Has refused or neglected to comply with a provision or provisions of this Constitution, or
 - (b) Has wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The committee 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 a complaint, the Board:
- (a) Must cause notice of the complaint to be serviced on the member concerned; and
 - (b) Must give the member at least fourteen [14] days from the time the notice is served

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- 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 connect 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 the expulsion or suspension is warranted in the circumstances.
- (5) If the Board expels or suspend a member, the Secretary must, within seven [7] days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the board for having taken that action and of the members right of appeal under clause 12.
- (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 12.5 whichever is the later.

12. Right of Appeal of Disciplined Member.

- (1) A member may appeal to the Association in a general meeting against a resolution of the Board under clause 11, with seven [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 Clause 12.1 the Secretary must notify the board, which is to convene a general meeting of the Association to be held within twenty eight [28] days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Association convened under Clause 12.3:
 - (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.
- (5) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part Four [4] Board of Management

13. Powers of the Board.

The board is to be called the board of Management of the Association and, subject to the Act, the regulation, this constitution, and to any resolution passed by the Association in general meeting:

- (a) Is to control and manage the affairs of the Association, and
- (b) May exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Association, and

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- (c) Has power to perform all such acts and do all such things as appear to the board to be necessary or desirable for the proper management of the affairs of the Association.

14. Constitution and Membership.

- (1) The Board is to consist of:

- (a) The office-bearers of the Association, and
 - (b) At least two [2] Ordinary Members,
- Each of whom is to be elected at the Annual General Meeting of the Association under Clause 15.

Note. Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee

- (2) The office-bearers of the Association are to be:

- (a) The Chairperson
- (b) The Vice-Chairperson
- (c) The Treasurer, and
- (d) The Secretary

- (3) The office-bearers are to be called The Executive of the Association.

- (4) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).

- (5) There is a maximum of 10 consecutive terms for which a committee member may hold office in the same Executive position. There is no maximum consecutive term for which a committee member may hold office as an ordinary committee member. If however, the Executive position is not filled after one month from the AGM the position may be filled by the previous member and there term begins again.

Note. Schedule 1 to the Act provides that an association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the committee.

- (6) Each member of the Board is, subject to this Constitution, to hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- (7) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this Constitution until the conclusion of the Annual General Meeting next following the date of the appointment.

15. Election of Members.

- (1) Nominations of candidates for election as off-bearers of the Association or as ordinary members of the Board:

- (a) Must be made in writing, signed by two [2] members of the Association and accompanied by the written consent of the candidate, which may be endorsed on the form of the nomination, and
- (b) Must be delivered to the Secretary of the Association at least seven [7] days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.

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- (3) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

16. Secretary.

- (1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of their address.
- (2) It is the duty of the Secretary to keep minutes of:
 - (a) All appointments of office-bearers and members of the Board,
 - (b) The names of members of the Board present at a Board meeting or a general meeting, and
 - (c) All proceedings at Board meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

17. Treasurer.

It is the duty of the Treasurer of the Association to ensure:

- (a) That all monies due to the Association are collected and received and that all payments authorised by the Association are made, and
- (b) That correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

18. Casual Vacancies.

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment. This person holds all voting rights and other rights as per all other committee members
- (2) For the purposes of this Constitution, a casual vacancy in the office of a member of the Board occurs if the member:
 - (a) Dies, or
 - (b) Ceases to be a member of the Association, or
 - (c) Becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth), or
 - (d) Resigns office by notice in writing given to the secretary, or
 - (e) Is removed from office under clause 19, or
 - (f) Becomes a mentally incapacitated person, or

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- (g) Is absent without the consent of the board from all meeting of the Board held during a period of three [3] months.
- (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.

19. Removal of Board Member. Special Resolution.

- (1) The Association in general meeting may, by special resolution, remove any member of the Board from office 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, only in the circumstances set out in 19 (2) and provided the requirements set out in this clause 19 are complied with.
- (2) The circumstances which are relevant are set out below:
 - (a) The Board receives a complaint from a member that a Board member:
 - (i) has persistently refused or neglected to comply with a provision or provisions of this Constitution, or
 - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.

Disciplining of Board Members.

- (3) On receiving such a complaint, the Board:
 - (a) Must cause notice of the Complaint to be serviced on the board member concerned:
And
 - (b) Must give the Board member at least fourteen [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 Board member in connection with the complaint.
- (4) The Board may, by unanimous resolution, expel the Board member from the Board or the Association or suspend the Board 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.
- (5) If the board expels or suspends a Board member, the Secretary must, within seven [7] days after the action is taken, cause written notice to be given to the Board member of the action taken, of the reasons given by the Board for having taken that action and of the Board member's right of appeal under Clause 19 (7) to 19 (10).
- (6) The expulsion or suspension does not take effect:
 - (a) Until the expiration of the period within which the board member is entitled to appeal against the resolution concerned, or
 - (b) If within that period the Board member exercises the right of appeal, unless and until the Association confirms the resolution under Clause 19 (11) whichever is the later.

Right of Appeal of Disciplined Board Member.

- (7) A member may appeal to the Association in a general meeting against a resolution of the Board under Clause 19 (4), within seven [7] days after notice of the resolution is served on the board member, by lodging with the Secretary a notice to that effect.
- (8) The notice may, but need not, be accompanied by a statement of the grounds on which the Board member intends to rely for the purposes of the appeal.
- (9) On receipt of a notice from a Board member under Clause 19 (7), the Secretary must notify the board, which is to convene a general meeting of the Association to be held within twenty eight [28] days after the date on which the Secretary received the notice.
- (10) At a general meeting of the Association convened under Clause 19 (7):
 - (a) No business other than the question of the appeal is to be transacted, and

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- (b) The relevant board member, the board and the members 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.
- (11) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed and the board member is to be removed from office with effect from the date of the passing of the special resolution.

20. Membership – Special Condition.

- (1) A member shall not be appointed to a salaried office of the Association or any office of the Association or paid fees, remuneration or benefit of any other kind for the holding of that office, unless such benefit is repayment of out-of-pocket expenses incurred by the member in the course of their duties.
- (2) Immediate family members of Association employees cannot hold a position on the Board during an employee's employment or for three hundred and sixty five [365] days after cessation of that staff members' employment.
- (3) Notwithstanding Clauses 20 (2) or 20 (3) the Board may by resolution invite an ex-employee or any immediate family member of an ex-employee to become a member of the Association at any time within the specified three hundred and sixty five [365] days.

21. Meetings and Quorum.

- (1) The Board must meet at least six [6] times in each period of twelve [12] months at such place and time as the Board may determine.
- (2) Additional meetings of the board may be convened by the Chairperson or by any member of the board.
- (3) Oral or written notice of a meeting of the board must be given by the Secretary to each member of the Board at least forty eight [48] hours, or such other period as may be unanimously agreed on by the members of the Board, before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause 21.3 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) Any three [3] members of the board constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) 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 the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to proceed provided no less than three members are present.
- (8) At a meeting of the Board:
 - (a) The Chairperson or, in the Chairperson's absence, the Vice-Chairperson is to preside, or
 - (b) If the chairperson and the Vice-Chairperson are absent or unwilling to act, such one of the remaining members of the board as may be chosen by the members present at the meeting is to preside.

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- (9) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted. The new members have all rights equal to existing members.
- (10) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (11) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.
- (12) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (13) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

22. Delegation by Board to Sub-Committee.

- (1) The Board may, by instrument in writing, delegate to one or more Sub-Committees, consisting of such member or members of the Association as The Board thinks fit, the exercise of such functions of the Board as are specified in the instrument, other than:
 - (a) This power of delegation, and
 - (b) A function, which is a duty, imposed on the Board by the Act or by any other law.
- (2) A function, the exercise of which has been delegated to a Sub-Committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the board.
- (6) The board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A Sub-Committee may co-opt interested persons in an advisory capacity. Such co-opted persons shall have no voting rights and not be counted in deciding if a quorum is present.
- (8) A sub-committee may meet and adjourn as it thinks proper.

23. Voting and Decisions.

- (1) Questions arising at a meeting of the Board or of any Sub-Committee appointed by the Board are to be determined by a majority of the votes of members of the Board or Sub-Committee present at the meeting.
- (2) Each member present at a meeting of the Board or of any Sub-Committee appointed by the Board, including the person presiding at the meeting, is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

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- (3) Subject to Clause 21.5 the Board may act despite any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a Sub-Committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or Sub-Committee.

Part Five [5] Executive Committee

24. Membership of Executive Committee.

- (1) The Executive Committee shall consist of the:
 - (a) Chairperson
 - (b) Vice – Chairperson
 - (c) Secretary; and
 - (d) Treasurer
- (2) The Executive Committee may co-opt additional members from time to time provided that such additional members:
 - (a) May not vote; and
 - (b) Must not be counted in determining if a quorum is present.

25. Function of Executive Committee.

- (a) The Executive Committee shall manage the affairs of the Association between Board meetings.
- (b) The Executive Committee is subject to the control of the Association in Board meetings.
- (c) The Executive committee shall meet when necessary.
- (d) The quorum for a meeting of the Executive committee shall be no less than three [3]members.

Part Six [6] General Meetings

26. Use of technology at general meetings

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

27. Annual general Meetings – Holding of

- (1) The Association must, at least once in each calendar year and within the period of ninety days [90] after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.
- (2) Clause 26 (1) has effect subject to any extension or permission granted by the Director-General under Section 37 (2)(b) of the Act.

28. Annual General Meetings – Calling of and Business at

- (1) The Annual General Meeting of the Association is, subject to the Act and to Clause 26 to be convened on such date and at such place and time as the Board thinks fit.

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- (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 office-bearers of the Association and ordinary members of the Board.
 - (d) To receive and consider the statement which is required to be submitted to members under Section 26.6 of the Act.
- (3) An Annual General Meeting must be specified as such in the notice convening it.

29. 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 in writing of at least five [5%] per cent of the total number of members of the Association, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
 - (a) Must state the purpose or purposes of the meeting, and
 - (b) Must be signed by the members making the requisition, and
 - (c) Must be lodged with the Secretary, and
 - (d) May consist of several documents in a similar form, each signed by one or more of the members making the requisition.
 - (e) must be in writing, and
- (4) If the Board fails to convene a special general meeting to be held within twenty eight [28] days after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than ninety [90] days after that date.
- (5) A special general meeting convened by a member or members as referred to in Clause 28.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.
- (6) For the purposes of subclause (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.

30. Notice.

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least fourteen [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 twenty one [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 Clause 29.1 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.

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- (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 27.
- (4) A member of the Association 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.

31. Procedure.

- (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) Five [5] members present in person, being members entitled under this Constitution to vote at a general meeting, constitute a quorum for the transaction of the business of a general meeting.
- (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 three [3] is to constitute a quorum.

32. Presiding Member.

- (1) The Chairperson or, in the Chairperson's absence, the Vice-Chairperson, is to preside as Chairperson at each general meeting of the Association.
- (2) If the Chairperson and the Vice-Chairperson are absent or unwilling to act, the members present must elect one [1] of their number to preside as Chairperson at the meeting.

33. Adjournment.

- (1) the Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for fourteen [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 Clauses 32.1 and 32.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

34. Making of Decisions.

- (1) A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a

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declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (2) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least three [3] members present in person at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken:
 - (a) Immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment; or
 - (b) In any other case, in such manner and at such time before the close of the meeting as the chairperson directs; and

The resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

35. Special Resolution.

A resolution of the Association is a special resolution:

- (a) If it is passed by a majority which comprises at least three-quarters of such members of the Associations, as being entitled under this Constitution so to do, vote in person at a general meeting of which at least twenty one [21] days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution, or
- (b) Where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in Clause 34 (a) if the resolution is passed in a manner specified by the Director-General.

36. Voting.

- (1) On any question arising at a general meeting of the Association a member has one [1] vote only.
- (2) All votes must be given personally.
- (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, other than the amount of the annual subscription payable in respect of the then current year.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

37. Proxy votes not permitted.

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

38. Postal votes not permitted.

- (1) Postal voting must not be undertaken at or in respect of any meeting of the Association.
- (2) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).

Part Seven [7] Appointment of Auditor

39. Auditor Appointment.

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- (1) The Board shall ensure the books of accounts are audited on an annual basis.
- (2) The auditor shall be responsible for examining all accounts, membership fees, vouchers, receipts, books, funding, etc. of the Association and will furnish a report thereon to the members at the Annual General Meeting.
- (3) The auditor's report shall comply with Section 26.6 of the Act.
- (4) An auditor shall not be a member of, or present a conflict of interest to, a member of the Board.

Part Eight [8] Miscellaneous

40. Insurance.

The Association may effect and maintain insurance.

41. Funds.

- (1) The funds of the Association are to be derived from grants, annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as 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 account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) In accordance with Section 30 of the Income Tax Assessment Act 1997 the Association will maintain a gift fund when required.

42. Funds – Management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the Objects of the Association in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two [2] members of the Board or employees of the Association, being members or employees authorised to do so by the Board.

43. Alteration of Objects and Constitution.

The statement of Objects and this Constitution may be altered, rescinded or added to only by a special resolution of the Association.

44. Custody of Books.

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 committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

45. Inspection of Books.

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- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee 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 (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association until the requested records/documents have been redacted at the discretion of the Committee

46. Service of Notices.

- (1) For the purpose of this Constitution, a notice may be served on or give to a person:
 - (a) By delivering it to the person personally, or
 - (b) By sending it be 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

47. Public Officer – Appointment of

- (1) The board shall ensure that a person is appointed as the Association's Public Officer
- (2) The Board may at any time remove the Public Officer and appoint a new Public Officer in their place, provided that the person is of eighteen [18] years of age or older and a resident of New South Wales.
- (3) The Public Officer will be deemed to have vacated their position if the Public Officer:
 - (a) Dies
 - (b) Resigns the office
 - (c) Is removed from the office
 - (d) Becomes bankrupt, applies to take the benefit of any law for the relief off bankrupt or insolvent debtors, compounds with their creditors or makes an assignment of his or her remuneration for their benefit
 - (e) becomes a temporary patient, a continues treatment patient, a protected person or an incapable person within the meaning of the Mental Health Act 1958 or a person under detention under Part Seven [7] of the Mental Health Act 1958: or
 - (f) Ceases to be a resident of New South Wales.
- (4) When a vacancy occurs in the position of Public Officer, the Board shall within fourteen [14] days notify the Director-General of the Department of Fair Trading of the vacancy by the

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prescribed form and appoint a new Public Officer.

- (5) The Public Officer may be an office bearer, a member or any other person regarded as suitable for the position by the Board.

48. Not For Profit.

The assets and income of the Association shall be applied solely in the furtherance of its Constitution and Objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

49. Distribution of Surplus Property.

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

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

50. 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 public officer or a committee member.

501 Financial Year.

The financial year of the Association shall be 1 July to 30 June.

Constitution Amendment Notices

Amendments approved at Annual General Meeting 27 September, 2011

1. Amendments to the Warragamba Silverdale Neighbourhood Centre Inc. Constitution – **Objects**;
addition of clause:
(8) *In furtherance of these Objects, to acquire, buy, hold and sell property and assets as required by the Members.*
Motion 2: Amendment to Constitution – Objects
Moved Neville Slender, seconded Carmen Chetcuti; Accepted
2. Amendments to the Warragamba Silverdale Neighbourhood Centre Inc. Constitution
Clause 20: Membership – Special Condition
Addition of clause
(5) *Committee members cannot become employees of the Association for a period of three hundred and sixty five days [365] after cessation of being a committee member.*
Motion 3: Amendment to Constitution – Special Condition
Moved Neville Slender, seconded Sandra Harlor; Accepted
3. Amendments to the Warragamba Silverdale Neighbourhood Centre Inc. Constitution
Part 5; Clause 24 (1) (a) Delete the word “*President*” and replace with “*Chairperson*”.
Motion 4: Amendment to Constitution – Part 5; Clause 24(1)(a)
Moved Neville slender, seconded Terry Atkins, Accepted

Amendments approved at Special General Meeting 29 January, 2014

Special Resolution 1: Clause 20 Membership – Special Condition: **Removal of clause**

(2) *An Association employee cannot become a board member within three hundred and sixty five [365] days of cessation of employment*

Special Resolution 2: Clause 20 Membership – Special Condition: **Removal of clause**

(4) *Board members cannot become employees of the Association for a period of three hundred and sixty five days [365] after cessation of being a Board member.*

Support the resolution to remove the clauses – 10 on the floor 2 – on the desk

Against – 4 2 abstainers

Declare the motion carried to remove clauses 20 (2) and 20(4) outlined above in constitution.

Amendments approved at Special Resolution Meeting October 2017

Overhaul of entire Constitution to bring in line with update of Incorporated Associations Regulation 2016 and Fair trading Model Constitution.

Amendments to the following of the Warragamba Silverdale Neighbourhood Centre inc Constitution:

Part 3: Membership

Clause 2: Membership Qualifications Moved: Daryl Jones 2nd: Ian Hodder - Accepted

Clause 3: Application for Membership Moved: Ian Hodder 2nd: Daryl Jones - Accepted

Clause 7: Register of members Moved: Sandra Harlor 2nd: Mark Robertson - Accepted

Clause 8: Fees and Subscriptions Moved Sandra Harlor 2nd Ian Hodder - Accepted

Clause 11: Disciplining of members Moved Mark Robertson 2nd Dianne Jansson - Accepted

Part 4: Board of Management

Clause 14: Constitution and Membership Moved Sandra Harlor 2nd: Ian Hodder - Accepted

Clause 15: Election of Members Moved Carmen Chetcutti 2nd Daryl Jones - Accepted

Clause 16: Secretary Moved: Ian Hodder 2nd: Dianne Jansson - Accepted

Clause 18: Casual vacancies Moved: Mark Robertson 2nd: Ian Hodder - Accepted

Clause 21: Meetings and Quorum Moved: Mark Robertson 2nd: Sandra Harlor - Accepted

Clause 22: Delegation by Board to Sub-Committee Moved: Carmen Chetcutti 2nd: Daryl Jones - Accepted

Part 6: General meetings

Clause 26: Use of technology at general meetings Moved: Ian Hodder 2nd: Mark Robertson - Accepted

Clause 27: Annual general meetings – Holding of Moved: Ian Hodder 2nd Mark Robertson - Accepted

Clause 29: Special General meetings – Calling of Moved: Ian Hodder 2nd Mark Robertson - Accepted

Clause 30: Notice Moved: Daryl Jones 2nd: Ian Hodder - Accepted

Clause 31: procedure Moved: Carmen Chetcutti 2nd: Mark Robertson - Accepted

Clause 36: Voting Moved: Daryl Jones 2nd: Mark Robertson - Accepted

Part 8: Miscellaneous

Clause 44: Custody of Books Moved: Mark Robertson 2nd: Sandra Harlor - Accepted

Clause 45: Inspection of Books Moved: Dianne Jansson 2nd: Sandra Harlor - Accepted

Clause 49: Distribution of Surplus Property Moved Daryl Jones 2nd: Ian Hodder - Accepted