

Community Disability Alliance Hunter Incorporated Constitution

Under the Associations Incorporation Act 2009

27 May 2013

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Preliminary

i. Definitions

(1) In this constitution:

the Act means the *Associations Incorporation Act 2009*.

an Ally is a friend or associate of a person or people with disability and who joins them in their common cause to protect, promote and enhance the rights and interests of people with disability

the Association refers to Community Disability Alliance Hunter Incorporated (CDAH)

the Board refers to the management committee of the association

the Hunter region refers to the Hunter Valley of NSW covering the following Local Government

Areas:

Cessnock City

Dungog Shire

Gloucester Shire

Great Lakes Council

Lake Macquarie City

Maitland City

Muswellbrook Shire

Newcastle City

Port Stephens Council

Singleton Council

Upper Hunter Shire

Public Officer is the official point of contact for the association and one of the authorised signatories.

Secretary means:

- (a) the person holding office under this constitution as Secretary of the Association, or
- (b) if no such person holds that office - the Public Officer of the Association.

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

the Regulation means the *Associations Incorporation Regulation 2010*.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

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.

Part 1: Name, Affiliation, Aims and Objectives

1. Name

The Name of the Association shall be Community Disability Alliance Hunter Inc., referred to here as the Association.

2. Affiliation

The Association may affiliate with any body having similar objects of its own.

3. Our Aims

(1) Community Disability Alliance Hunter Inc. strives:

- (a) for an inclusive and just society where people with disability have voice, choice, control and active citizenship through social, economic, cultural and political participation;
- (b) to be an independent, user led organisation committed to the rights and best interests of people with disability;
- (c) to assist people with disability and their families to get the support they need to live the lives they choose;
- (d) to be a collective voice of and for people with disability which promotes full inclusion and active citizenship.

(2) We believe that each person with disability has the right to:

- (a) a good life as a valued and active citizen;
- (b) genuine voice, choice and control in his/her life;
- (c) recognition of his/her skills, gifts, abilities and potential;
- (d) genuine and meaningful inclusion in the social, economic, cultural and political life of the community.

4. Our Objectives

The objects of the Association are to:

- (a) Increase the knowledge, skills and capacity of people with disability and their families through information, advice, mentoring, peer support, training and development;
- (b) Be a collective voice of and for people with disability and families;
- (c) Assist people with disability to make the most of their packages of support;

- (d) Build the capacity of the community to welcome all people;
- (e) Share our collective lived experience to empower people with disability to have voice, choice and control;
- (f) Uphold and be guided by the United Nations Convention on the Rights of Persons with Disabilities.

Part 2: Membership

5. Membership Qualifications

Any person or organisation committed to the aims, objectives and values of the Association and to working towards its implementation shall be eligible for membership. Refer to clause 8 for classes of membership.

6. Application for membership

- (1) Every application for admission to membership of the Association:
 - (a) shall be in a form approved by the Board;
 - (b) shall be addressed to the Secretary of the Association;
 - (c) shall be accompanied by the appropriate fee for the class of membership.
- (2) As soon as practicable after receiving an application for membership, the Secretary shall refer the application to the Board which shall determine whether to approve or to reject the application.
- (3) Where the Board approves an application for membership, the Secretary shall ensure that, as soon as practicable after that determination, the applicant is notified of that approval. If the application for membership is not approved the membership fee shall be returned.
- (4) The Secretary shall ensure that, where an application is approved, the applicant's name is entered in the Register of Members, and when the name is entered, the applicant becomes a member of the Association.
- (5) The Secretary shall ensure that all new members have access to a copy of the Association's Constitution.

7. Register of members

- (1) The Secretary or Public Officer of the Association shall establish and maintain a Register of Members of the Association specifying:
 - (a) the name and address of each person (or organisation) who is a member of the Association together with the date on which the person (or organisation) became a member;
 - (b) the class of membership to which the member was admitted; and
 - (c) any subsequent changes to the membership class for any member.
- (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 not more than \$1 for each page copied.
- (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, then that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other events relating to the Association or other material relating to the Association as determined by the Board , or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. Classes of membership

- (1) The Association will have three (3) classes of membership:
 - (a) Full Membership for people with disability and family members,
 - (b) Associate Membership for individuals who are allies of people with disability and/ or people with disability and /or family members of people with disability who reside outside of the Hunter region.
 - (c) Associate Membership for organisations, companies and other statutory bodies.

9. Full membership

- (1) There will be two categories of Full Membership:
 - (a) People with disability; and
 - (b) Family members of people with disability.
- (2) To be eligible for Full Membership,
 - (a) An individual must be a person with disability and/ or a family member of a person with disability; and
 - (b) Must reside in the Hunter region.
- (3) Voting rights of Full Members,
 - (a) people with disability have full voting rights;
 - (b) family members are limited to one vote per family group;

- (4) People with disability and family members being Full Members of the Association have the following rights:
- (a) to receive notice of, attend and vote at general meetings of the Association;
 - (b) to be eligible for election or appointment to the Board (subject to clause 21(2));
 - (c) address general meetings of the Association if granted leave to do so by the person chairing the meeting;
 - (d) to nominate (or second) applications for membership to the Association;
 - (e) to nominate (or second or endorse) eligible individuals for election to the Board, and
 - (f) to receive information about the Association's activities.

10. Individual Associate Membership

- (1) To be eligible for Individual Associate Membership:
- (a) An individual must be an ally to a person or people with disability or
 - (b) An individual must be person with disability and /or a family member of a person with disability who resides outside of the Hunter region.
- (2) Individuals with Associate Membership of the Association have the following rights:
- (a) to receive notice of and attend general meetings of the Association;
 - (b) address general meetings of the Association if granted leave to do so by the person chairing the meeting; and
 - (c) to receive information about the Association's activities.
- (3) Individuals with Associate Membership are not entitled to vote at Association meetings or to hold a position on the Board.

11. Organisational Associate Membership

- (1) Each Organisational Associate Member has the right to:
- (a) receive notice of and attend at general meetings of the Association;
 - (b) address general meetings of the Association if granted leave to do so by the person chairing the meeting; and
 - (c) receive information about the Association's activities.
- (2) An Organisational Associate Member is not entitled to vote at Association meetings or to hold a position on the Board.

12. Cessation of membership

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

- (a) dies, or in the case of an organisational member the organisation is wound up or has its incorporation cancelled or otherwise ended, or
- (b) resigns membership, or

- (c) is expelled from the Association, or
- (d) fails to pay the annual membership fee under clause 15 within three (3) months after the fee is due.

13. 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.

14. Resignation of membership

- (1) A member may resign from membership of the Association by giving notice to the Secretary of their intention to resign in a form approved by the Board.
- (2) Where a person ceases to be a Member, the Secretary shall enter the date on which the Member ceased to be a Member into the Register of Members.

15. Fees and subscriptions

- (1) A member of the Association must, on admission to membership, pay to the Association an annual fee set by the Board appropriate to their class of membership.
- (2) Fees, once fixed for each class of membership, shall remain in force for twelve (12) months.
- (3) In the case of a newly admitted member the full annual membership fee is due upon becoming a member and will cover membership until the end of the financial year.

16. 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 15.

17. Resolution of disputes

- (1) Disputes between members of the Association (in their capacity as members) are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within three (3) months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

18. Disciplining of members

- (1) A complaint may be made to the Board by any person that 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 Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board decides to deal with the complaint, the Board:
 - (a) must give notice of the complaint to be served on the member concerned, and
 - (b) must give the 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 member in connection with the complaint.
- (4) The Board may, by resolution:
 - (a) expel the member from the Association, or
 - (b) suspend the member from membership of the Association and if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Board expels or suspends a member, the Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the member of:
 - (a) the action taken,
 - (b) of the reasons given by the Board for having taken that action and
 - (c) of the member's right of appeal under clause 19.
- (6) The notice shall:
 - (a) set out the resolution
 - (b) the grounds on which it is based, and
 - (c) the date, place and time of the meeting at which the resolution is to be considered.
- (7) 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 19, whichever is the later.

19. Right of appeal of disciplined member

- (1) A member may appeal to the Association at a general meeting against a resolution of the Board under clause 18, within fourteen (14) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the Secretary must notify the Board. The Board must then 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 subclause 19(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) The appeal is to be determined by a simple majority of votes cast by members of the Association.

Part 3: The Board

20. Powers and duties of Directors

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

- (a) is to control and manage the affairs of the Association,
- (b) may exercise all 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
- (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.

21. Membership of the Board

- (1) There must be not less than seven (7) Directors and not more than nine (9) Directors.
- (2) The Board is made up of two-thirds people with disability, in the event of an unequal number elected to the Board it must be rounded up in favour of people with disability.
- (3) The President and at least one other Office Bearer position must be filled by people with disability.
- (4) Office Bearers of the Association shall be:
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary; and
 - (d) Treasurer.
- (5) At its first meeting following the Annual General Meeting, the Board shall appoint from amongst its members the Office Bearers of the Association in line with clause 21(2).

22. Duties of all Directors

All members of the Board have the following responsibilities:

- (a) ensure all documents in their possession, belonging to the Association, are delivered to the Public Officer within 14 days after vacating office;
- (b) ensuring the required particulars are provided for inclusion in the register of Board members;
- (c) disclosing an interest in a matter that conflicts with the performance of their duties;
- (d) ensuring information obtained as a committee member is not used dishonestly;
- (e) ensuring their position as a Board member is not used dishonestly;

- (f) appointing a Public Officer and ensuring that any vacancy is filled within 28 days;
- (g) appointing additional authorised signatories and removing such appointments;
- (h) ensuring that annual general meetings are held within 6 months after the close of the Association's financial year;
- (i) ensuring proper financial records are kept and financial statements prepared in accordance with legal requirements;
- (j) lodging an Annual summary of financial affairs with the prescribed fee within one month of the Association's annual general meeting;
- (k) ensuring that the Association's full name appears on all official documents and publications;
- (l) ensuring that the Association does not incur debts that are not expected to be repaid;
- (m) ensuring that the Association does not do any act with intent to defraud;
- (n) ensuring that any document addressed to the Association is brought to the attention of the Board as soon as practicable;
- (o) complying with any additional duty set out in the constitution;
- (p) be aware of the duties of the Public Officer and ensure they are properly carried out;
- (q) use reasonable care and skill in the performance of their duties;
- (r) act in good faith and in the best interest of the Association;
- (s) ensure that new committee members are aware of their statutory obligations and responsibilities to the Association;
- (t) ensure that appropriate internal financial controls are implemented for all payments made on behalf of the Association. As a matter of good corporate governance the Board should oversight and authorise/approve payments regularly. As a minimum this should be undertaken at each Board meeting.

23. Duties of Office Bearers -President

- (1) The President shall be a person with a disability.
- (2) It is the duty of the President to:
 - (a) Preside at meetings of the Board and general meetings of the Association;
 - (b) Represent the Association where public statements to the community or any parts thereof on behalf of the Association are required;
 - (c) Have general responsibility and authority, by resolution of the Board, to execute contracts and other documents on behalf of the Association.

24. Duties of Office Bearers - Vice-President

It is the duty of the Vice-President to ensure the duties and responsibilities of the President are fulfilled in the President's absence.

25. Duties of Office Bearers – Secretary

- (1) The Secretary of the Association shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of her or his address.
- (2) It is the duty of the Secretary to ensure that proper minutes are kept 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 shall be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

26. Duties of Office Bearers – Treasurer

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

- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- (b) 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.

27. Reasonable Accommodation

Any member of the Association who is elected to the Board and who requires reasonable accommodation to enable them to properly discharge their duties as a member of the Board shall have the reasonable costs of such accommodation met by the Association.

28. Co-option

- (1) The Board can co-opt from time to time:
 - (a) any individual person with disability or family member of a person with disability who is a Full Member of the Association;
 - (b) any individual person with disability or family member of a person with disability who is an Associate Member of the Association; or
 - (c) any individual person who is an ally to a person or people with disability and who is an Associate Member of the Association,

as advisors to provide expertise as needed for a limited period of time, provided the number of persons co-opted does not exceed four (4) at any one time.

- (2) Individuals who are co-opted to the Board are not full members of the Board and do not have the right to vote in Board decisions.
- (3) Any person co-opted under clause 28(1) of this Constitution:
 - (a) will attend Board meetings when requested by the Board; and
 - (b) shall be entitled to address such meetings by leave of the Chair; and

- (c) will report to the Board
- (4) The term of any person co-opted under clause 28.1 of this Constitution shall be until the next Annual General Meeting or such shorter time as is determined by the Board. A person who has previously been co-opted is eligible to be co-opted again by the incoming Board.

29. Casual vacancies

- (1) A casual vacancy to the office of a member of the Board occurs if the Board member:
 - (a) dies;
 - (b) ceases to be a Full Member of the Association;
 - (c) becomes bankrupt or makes any arrangement or composition with creditors generally;
 - (d) resigns office by notice in writing to the Secretary;
 - (e) is removed from office under of this Constitution;
 - (f) is absent without the consent of the Board from three (3) meetings;
 - (g) holds any office of profit under the Association; or
 - (h) is directly or indirectly interested in any contract or proposed contract with the Association;
 - (i) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months.
- (2) In the event of a casual vacancy occurring in the office of Board member, a person with a disability or a family member who are full members of the Association may be co-opted to fill the vacancy for the unexpired term of the member they are replacing.

30. Election of the Board

- (1) The Board shall be elected by ballot of the voting membership of the Association, for a term of two (2) years, with a half-Board election annually.
- (2) At least forty-five (45) days prior to the proposed date of the Annual General Meeting, the Secretary will request from Members nominations for elections to positions falling vacant, which must be received no less than twenty-one (21) days prior to the Annual General Meeting.
- (3) Nominations of candidates for a role on the Board must:
 - (a) be in a form approved by the Board,
 - (b) be signed by the nominee and seconded by a Full Member of the Association who is either a person with a disability or a family member,
 - (c) must be delivered to the Secretary of the Association at least twenty-one (21) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
 - (d) The Secretary must notify all members of nominated candidates for election to the Board at least fourteen (14) days prior to Annual General Meeting.

- (4) If insufficient nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held (in line with clause 21(2)).
- (6) The ballot for the election of the Board of Directors is to be conducted at the Annual General Meeting.
- (7) A person nominated as a candidate for election to the Board of the Association must be a person with a disability or a family member who is a financial Full member of the Association.
- (8) The Election for the Board must be conducted to achieve the two third Board majority of people with disability (in line with clause 21(2))
- (9) Any employee of the Association, whether or not they are otherwise eligible for membership, is not eligible for election to the Board.

31. Term of Office for Directors

- (1) A term is for period of two (2) years. A Director may not serve more than three (3) consecutive terms as a Director, unless otherwise resolved by special resolution at a General Meeting of the member of the Association.
- (2) A Director who has served a maximum three (3) terms shall not be eligible for re-election as a Director for two (2) years following the completion of three (3) consecutive terms.

32. Removal of Director

- (1) The Association may in a General Meeting by ordinary resolution remove any Director prior to the expiration of that Director's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) Unless otherwise by special resolution at a General Meeting, a Director removed cannot be re-appointed as a Director within two years of their removal.

33. Board 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 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 must specify the general nature of the business to be transacted at the meeting. No business other than that business is to be transacted at the meeting, except

business which the Board members present at the meeting unanimously agree to treat as urgent business.

- (5) A minimum of five (5) members of the Board, with a minimum of four (4) being persons with disability, 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. 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, or as otherwise agreed by the committee providing notice of meeting.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

34. Delegation by Board to sub-committee

- (1) The Board is empowered to delegate specific functions to sub-committees, but ultimate authority will remain with the Board.
- (2) The Board may by resolution, delegate to one or more sub-committees the power to carry out certain functions of the Board that can be delegated, other than:
 - (a) the power of delegation to the Board or other sub-committees, and
 - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- (3) Functions delegated to a sub-committee by the Board will be renewed at the first Board meeting after the Annual General meeting.
- (4) A function delegated to a sub-committee remains in force and may be exercised from to time by the sub-committee in accordance with terms contained in the resolution contained in clause 34(2).
- (5) The Board may revoke wholly or in part any delegation under clause 34(2).
- (6) A sub-committee may meet and adjourn as it thinks proper.

35. 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 present at the meeting.
- (2) Each director present at a meeting of the Board or of any sub-committee appointed by the Board is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Any act or thing done by the Board, is valid and effective despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

36. Remuneration of Board Members

Board Members are not to receive remuneration. The Association must not;

- (a) appoint a Board Member to any salaried office of the Association or any office of the Association paid by fees; or
- (b) pay or give a Board Member remuneration or other benefits in money or money's worth except, with the approval of the Committee, repayment of out-of-pocket expenses.

37. Vacation of Office

- (1) The office of a member of the Board shall become vacant if the Board member:
 - (a) holds an office of profit in the Association;
 - (b) is directly or indirectly interested in any contract or proposed contract with the Association;
 - (c) breaches his or her statutory directors duties;
 - (d) has a material unresolved conflict of interest;
 - (e) fails to attend more than three meetings without leave of the Board.

38. Public Officer

- (1) The Board shall appoint a person resident of the Hunter region to be the public officer of the Association. The public officer must be at least eighteen (18) years of age.
- (2) If the office of public officer becomes vacant, the Board shall, within fourteen (14) days after it becomes vacant, appoint a person resident of the Hunter region to fill the vacancy.

Part 4: General meetings

39. Annual general meetings - holding of

- (1) The Association must hold its first annual general meeting within eighteen (18) months after its registration under the Act.
- (2) The Association must hold its annual general meetings:
 - (a) within six (6) months after the close of the Association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.
 - (c) With no less than (45) days' notice given to all members of the association.

40. Annual general meetings - calling of and business at

- (1) The annual general meeting of the Association is, subject to the Act and to clause 39, to be convened on such date and at such place and time as the Board thinks fit.

(2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
- (b) to receive from the committee reports on the activities of the Association during the last preceding financial year,
- (c) to elect office-bearers of the Association and ordinary Board members
- (d) to receive and consider any financial statement or report required to be submitted to members under the Act.

(3) An annual general meeting must be specified as such in the notice convening it.

41. 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 or other accessible formats of at least five (5) per cent of the total number of members, convene a special general meeting of the Association.

(3) A requisition of members for a special general meeting:

- (a) must 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.

(4) If the Board fails to convene a special general meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.

(5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

42. 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 twenty-one (21) 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-eight (28) days before the date fixed for the holding of the general meeting, cause notice to be given to

each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 40(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member. The notice must be given to the Secretary at least twentyone (21) days before the date of the annual general meeting.

43. Quorum for general annual meetings and general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) A quorum for a general meeting requires ten (10) full, voting members to be present, a majority of these must be people with disability.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least five (5)) are to constitute a quorum.

44. Presiding member

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

45. 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 subclauses (1) and (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.

46. Making of decisions

- (1) A question arising at a general meeting of the Association is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the Chairperson or if five (5) or more members present at the meeting decide that the question should be determined by a written ballot, then the question will be determined by written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.

47. Special resolutions

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

48. Voting

- (1) On any question arising at a general meeting of the Association a person with disability has one vote only and family members, other than the person with disability, are limited to one (1) vote per family group.
- (2) 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.
- (3) 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.
- (4) A member is not entitled to vote at any general meeting of the Association if the member is under eighteen (18) years of age.

49. Appointment of Proxies

- (1) Each full voting member shall be entitled to appoint another full voting member as a proxy by notice in writing (or other manner approved by the Board) given to the Secretary not later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.

- (2) The notice appointing the proxy shall be in the form prescribed by the Board.

50. Postal ballots

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 19).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation

Part 5 - Miscellaneous

51. Insurance

The Association may effect and maintain insurance.

52. Funds - source

- (1) The funds of the association are to be derived from fees and annual subscriptions of members, donations, grants 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 or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

53. Funds - management

- (1) The assets and income of the organisation shall be applied solely in furtherance of the above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- (2) All cheques, electronic transfers, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the committee or employees of the Association, being members or employees authorised to do so by the Board.

54. Change of name, objects and constitution

An application to the Director-General 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 Board member.

55. Custody of books etc

Except as otherwise provided by this constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

56. Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable 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.

57. Service of notices

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

58. Financial year

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

59. Winding up and Cancellation

- (1) The Association may be wound up by a resolution at a Special General Meeting of the Association for that purpose to be decided by a majority comprising three-quarters of the members present, provided that notice of motion in respect thereof has been forwarded to all members at least two weeks and not more than four weeks prior to the meeting.

- (a) The notice of motion referred to in subclause (1) shall state the reasons for the proposed winding up of the Association.
- (b) For the purposes of the vote referred to in subclause (1), members attending shall be deemed to form a quorum.

60. Distribution of surplus assets on winding up

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remain any assets, the assets must not be distributed to the members or former members.
- (2) If, after satisfaction of all its debts and liabilities, there remains any property whatsoever, the same shall be disposed of in accordance with Section 43 of the Associations Incorporation Act 2009.
- (3) The surplus assets must be given or transferred to another Association incorporated under the Associations Incorporation Act 2009 that:
 - (a) has similar objects or purposes;
 - (b) is not carried on for profit or gain to its individual members and where gifts to that Association are tax deductible under the Income Tax Assessment Act 1997 or any successive legislation; and
 - (c) is determined by resolution of the members.

61. Gift Fund

The Association maintains a Gift Fund and if the Gift Fund is wound up or if the endorsement (if any) of the Association as a Deductible Gift Recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to a Public Benevolent Institution, preferably an institution with objectives similar to those of the Association, to which income tax deductible gifts can be made.

62. Notification of Proposed Alteration of Constitution

A proposed alteration of the Constitution or of the statement of objects of the Association shall be notified to the Minister administering the Charitable Fundraising Act, 1991 in the manner required by the regulations under that Act.

63. Compliance with the Charitable Fundraising Act, 1991

The Association shall comply with all such other provisions of the Charitable Fundraising Act, 1991 and the regulations there under as are applicable to it.