

# Constitution

The Inclusion Circle Incorporated INC 9882830  
**(Association)**

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# Constitution

## The Inclusion Circle Incorporated INC 9882830

### 1 Association's name

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The name of the Association is The Inclusion Circle Incorporated (**Association**).

### 2 Statement of Purposes

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The Association is established to support human resources and diversity practitioners to network, share best practice and to learn from functional and industry experts by, without limitation:

- (a) providing a forum for information exchange between members;
- (b) acting in a consultative capacity to government and business organisations;
- (c) promoting awareness of principles and best practice;
- (d) contributing to public debate; and
- (e) promoting professional development of members and practitioners.

### 3 Association's powers

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Solely for carrying out the Association's purposes, the Association may:

- (a) raise funds or encourage contributions by way of gifts (by will or otherwise), grants, sponsorships or otherwise, by personal or public appeals or by any other manner;
- (b) provide funds or other material benefits by way of grant or otherwise;
- (c) accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the Committee from a class of trusts, objects or purposes specified by any person;
- (d) accept and undertake trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration for doing so;
- (e) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges;
- (f) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;

- (g) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes;
- (h) construct, improve, maintain, develop, work, manage and control real or personal property;
- (i) enter into contracts and deeds;
- (j) appoint an attorney or agent with the powers (including the power to sub-delegate) and on the terms the Association thinks fit, and procure registration or recognition of the Association in any other country or place;
- (k) enter into arrangements with any government or authority, and obtain from any government or authority any right, privilege or concession;
- (l) engage, dismiss or suspend any employee, agent, contractor or professional person;
- (m) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the Association's property (both present and future) and purchase, redeem or pay off those securities;
- (n) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (o) print and publish newspapers, periodicals, books or leaflets or otherwise publish information in hard copy or by electronic means;
- (p) accept any gift of property, whether subject to any special trust or not;
- (q) appoint patrons of the Association;
- (r) make donations for charitable purposes;
- (s) decline or otherwise refuse to accept any gift (by will or otherwise), donation, settlement or other disposition of money or property;
- (t) co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums; and
- (u) do all other things that are incidental or conducive to doing so.

## 4 Not for profit status

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### 4.1 Application of the Association's income and property

- (a) The Association's income and property must be applied solely towards promoting the Association's purposes.
- (b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any of the members.
- (c) This rule 4.1 does not prohibit payments under rule 4.2 to, or indemnification of, or payment of premiums on contracts of insurance for, any Committee member to the extent permitted by this constitution.

## 4.2 Payments to Committee members

All payments to Committee members must be approved by the Committee including, but not limited to:

- (a) out-of-pocket expenses incurred by a Committee member in performing a duty as a Committee member; or
- (b) a service rendered to the Association by a Committee member in a professional or technical capacity or as an employee, other than in the capacity as a Committee member, where:
  - (1) the provision of the service has prior approval of the Committee; and
  - (2) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

## 5 Membership

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### 5.1 Members

- (a) The members are:
  - (1) the members under the existing constitution at the date of the adoption of this constitution; and
  - (2) the members who are admitted to membership in accordance with rule 5.2.
- (b) Subject to this constitution and applicable law (including the Act), the Committee may from time to time determine, vary and replace:
  - (1) the classes of membership of the Association (including the rights attaching, or not attaching, to a particular class of membership); and
  - (2) the qualifications for admission, and continued membership, in a particular class of membership (including any membership fees payable on application or on a periodic basis).

### 5.2 Application

- (a) An application for membership of the Association must be in the form and manner decided by the Committee.
- (b) After the receipt of an application for membership, the Committee, or a delegate approved by the Committee, must consider the application and decide whether to admit or reject the admission of the applicant, or ask the applicant to give more evidence of eligibility or suitability for membership.
- (c) The Committee or their delegate need not give any reason for rejecting an application.
- (d) As soon as practicable after the Committee makes a determination to approve or reject an application, the secretary must:
  - (1) notify the applicant in writing (including by email or other electronic means, if the Committee so determines) that the Committee approved or rejected the application (whichever is applicable), and

- (2) if the Committee approved the application, request the applicant to pay (within the period of 28 days), after receipt by the applicant of the notification) the sum payable under rule 5.1(b)(2) by a member.

### 5.3 Membership fee

- (a) Members must pay to the Association an annual membership fee to be determined by the Committee.

### 5.4 Register of members

- (a) The Committee must keep a register of members. The full name, address and date of entry of the name of each member must be entered.
- (b) The register of members must be available for inspection by members at the Association's office on giving reasonable notice to the Association.
- (c) The register of members may be kept in any manner or form the Committee thinks fit, so long as it is readily convertible to written or printed form.
- (d) All persons may treat the register of members as complete and accurate. Nothing done in good faith based on the completeness and accuracy of the register of members will be rendered ineffective, void or voidable by any subsequently discovered omission from, or inaccuracy in, the register of members.
- (e) The secretary must, on payment by the applicant of any amounts referred to in rule 5.1(b)(2), enter or cause to be entered, the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

### 5.5 Grievance procedure

- (a) Any dispute under this constitution between a member and another member or between a member and the Association must, unless the parties otherwise agree, be dealt with by the procedure in this rule 5.5.
- (b) Any party to a dispute between members, may refer the dispute to the Committee for determination or mediation.
- (c) The Committee may, subject to rule 5.5(e) below, act as a mediator or may appoint a third party as a mediator.
- (d) If there is a dispute between the Association and a member, either party may require the dispute be referred to mediation.
- (e) The mediator must be:
- (1) a person chosen by agreement between the parties to the dispute; or
  - (2) in the absence of agreement within 14 days of a party requiring mediation;
    - (A) in the case of a dispute between a member and another member, a person appointed by the Committee; or
    - (B) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by a community justice centre under the *Community Justice Centres Act 1983* (NSW).
- (f) A member can be a mediator.

- (g) The mediator cannot be a party to the dispute.
- (h) Any party to a dispute may appoint any person to act on behalf of that party in the process of determination by the Committee or mediator.
- (i) The Committee, in determining the dispute (if requested under rule 5.5(b)) or a mediator, in conducting the mediation, must:
  - (1) give the parties to the dispute every reasonable opportunity to be heard;
  - (2) allow due consideration by all parties of any written statement submitted by a party; and
  - (3) ensure that natural justice is accorded to the parties to the dispute throughout the process.
- (j) If the mediation process does not result in the dispute being resolved, within a reasonable time as decided by the mediator, or failing this decision, within 2 months of the party requiring mediation, any party to the dispute may seek to resolve the dispute in accordance with the *Commercial Arbitrations Act 1984* or otherwise at law.
- (k) A determination made by the Committee under this rule is final and binding on all parties to the dispute.

## 5.6 Members' liabilities

A member of the Association has no liability to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association.

## 5.7 Cessation of membership

An organisation or individual immediately ceases to be a member of the Association if:

- (a) where it is an organisation, becomes insolvent or makes any arrangement or composition with creditors;
- (b) where it is an individual, the member:
  - (1) becomes bankrupt; or
  - (2) dies;
- (c) it gives the Association written notice of resignation, from the date of receipt of that notice by the Association or such longer period as determined by the Association and the retiring member;
- (d) is expelled under rule 5.8; or
- (e) it has failed to pay annual membership fees or any other fees that the Committee determines are payable under rule 5.1(b)(2) for at least three months after the date on which they were due and payable (unless the Committee determines otherwise); or
- (f) it becomes, if the Committee so decides in its absolute discretion, an untraceable member because the member has ceased to reside at, attend or otherwise communicate their registered address.



## 5.8 Expulsion and disciplining members

- (a) The Committee may by resolution expel a member from the Association if, in its absolute discretion, it decides it is not in the interests of the Association for them to remain a member.
- (b) If the Committee intends to consider a resolution under rule 5.8(a), at least one week before the meeting at which the resolution is to be considered, they must give the member written notice:
  - (1) stating the date, place and time of the meeting;
  - (2) setting out the intended resolution and the grounds on which it is based;
  - (3) informing the member that he or she may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote; and
  - (4) that there is no further right of appeal if the Committee resolves to expel the member.
- (c) If the Committee expels a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and confirming that there is no further right of appeal.

## 6 Winding up

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- (a) In a winding up of the Association, the surplus property of the Association is to be distributed to one or more not-for-profit organisations in accordance with a special resolution of the Association.
- (b) The organisations so nominated must be one which fulfils the requirements specified in section 65(3) (a)–(c) of the Act.

## 7 General meetings

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### 7.1 Holding and calling general meetings

- (a) The Association must in each calendar year convene an annual general meeting of the members within 6 months of the end of the financial year.
- (b) A general meeting other than the annual general meeting is known as a special general meeting.
- (c) A special general meeting may only be called:
  - (1) by the Committee, whenever it thinks fit;
  - (2) by the Committee, on the requisition in writing lodged with the secretary of not less than 5 per cent of the total number of members;
  - (3) by a member or members as set out in rule 7.1(d); or
  - (4) as otherwise provided in the Act.

- (d) If the Committee fails to call a special general meeting to be held within 1 month after the date on which a requisition under rule 7.1(c)(2) is lodged with the secretary, any one or more of the members who made the requisition may call a special general meeting to be held not later than 3 months after that date.
- (e) The Committee may change the venue for, postpone or cancel a general meeting if:
  - (1) it considers that the meeting has become unnecessary;
  - (2) the venue would be unreasonable or impractical; or
  - (3) a change is necessary in the interests of conducting the meeting efficiently.

## 7.2 Notice of general meetings

- (a) At least 14 days' notice of every general meeting must be given and where a special resolution is required at the general meeting, at least 21 days' notice of the general meeting must be given. The notice must be given in any manner authorised by rule 11 to each person who is at the date of the notice:
  - (1) a member;
  - (2) a Committee member; or
  - (3) the auditor.
- (b) A notice of a general meeting must:
  - (1) specify the date, time and place of the meeting;
  - (2) except as provided by the Act, state the general nature of the business to be transacted at the meeting;
  - (3) set out the full details of any proposed special resolution and state that the resolution is being proposed as a special resolution; and
  - (4) specify a place or electronic address for the receipt of proxies.
- (c) A person may waive notice of a general meeting by written notice to the Association.
- (d) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting does not invalidate any thing done or resolution passed at the general meeting if:
  - (1) the non-receipt or failure occurred by accident or error; or
  - (2) before or after the meeting, the person has notified or notifies the Association of the person's agreement to that thing or resolution.
- (e) A person's attendance at a general meeting waives any objection that person may have to:
  - (1) a failure to give notice, or the giving of a defective notice, of the meeting unless, at the beginning of the meeting, the person objects to the holding of the meeting; and
  - (2) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

### 7.3 Quorum at general meetings

- (a) No business may be transacted at a general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) A quorum consists of 15 members present in person (being members entitled to vote), unless the Association has less than 15 members, in which case, quorum is a majority of members.

Note: A member is considered to be present in person when they participate in the meeting by technology (see rule 7.4(c)) or by proxy (see rule 17.2(c)).

- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting the meeting stands adjourned to the day, and at the time and place, that the Committee decides or, if the Committee does not make a decision, to the same day in the next week at the same time and place.
- (d) If at the adjourned meeting under rule 7.3(c), a quorum is not present within 30 minutes after the time appointed for the meeting, the quorum for the adjourned meeting may be considered to be 5 members. If the adjusted quorum is still not present the meeting must be dissolved.

### 7.4 General meetings by technology

- (a) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the members in person, to constitute a quorum constitutes a meeting of the members, provided each member has a reasonable opportunity to participate at the meeting.
- (b) All the provisions in this constitution relating to meetings of the members apply, so far as they can and with any necessary changes, to meetings of the members by telephone or other electronic means.
- (c) A member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.

### 7.5 Chairperson of general meetings

- (a) The president must preside as chairperson at a general meeting if present within 15 minutes after the time appointed for the meeting and willing to act.
- (b) If both of the conditions in rule 7.5(a) have not been met, the members present must elect another chairperson of the meeting.
- (c) A chairperson elected under rule 7.5(b) must be:
  - (1) another Committee member who is present and willing to act; or
  - (2) if no other Committee member present at the meeting is willing to act, a member who is present and willing to act.

### 7.6 Conducting and adjourning general meetings

- (a) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.

- (b) The chairperson of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- (c) Where a meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (d) Except as provided by rule 7.6(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (e) Where a meeting is adjourned, the Committee may change the venue of, or postpone or cancel, the adjourned meeting.

## 7.7 Decisions at general meetings

- (a) Except where by law a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the members present at the meeting. Such a decision is for all purposes a decision of the members.
- (b) Where the votes on a proposed resolution are equal, the chairperson of the meeting may exercise a second or casting vote.
- (c) A resolution put to the vote of a general meeting must be decided as the chairperson of the meeting determines unless, before the vote is taken or before or immediately after the declaration of the result of the vote, a poll is demanded by:
  - (1) the chairperson of the meeting; or
  - (2) at least 3 members present and with the right to vote on the resolution.
- (d) A demand for a poll does not prevent a general meeting continuing for the transaction of any business except the question on which the poll has been demanded.
- (e) Unless a poll is duly demanded, a declaration by the chairperson of a general meeting that a resolution has been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (f) If a poll is duly demanded at a general meeting, it must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chairperson of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded.
- (g) A poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
- (h) The demand for a poll may be withdrawn.

## 7.8 Voting rights

- (a) Subject to this constitution and to any rights or restrictions attached to any class of membership, at a general meeting every member present and entitled to vote has one vote. For the avoidance of doubt, classes of members may be entitled

to more than one vote as set out in any membership policy adopted by the Committee from time to time in the membership policy.

- (b) Each member entitled to vote may appoint any person as a proxy by notice, but no person may hold more than 5 proxies.
- (c) An instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument so provides, the proxy is not entitled to vote on the proposed resolution except as directed in the instrument.
- (d) A proxy is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in his or her own right.
- (e) A member is not entitled to vote at any general meeting unless all money due and payable by the member has been paid.
- (f) The Committee may decide to hold a postal ballot or electronic ballot on any resolution provided it is conducted in accordance with the Act and its regulations and any other applicable laws.
- (g) An objection to the qualification of a person to vote at a general meeting must be:
  - (1) raised before or at the meeting at which the vote objected to is given or tendered; and
  - (2) referred to the chairperson of the meeting, whose decision is final.
- (h) A vote not disallowed by the chairperson of a meeting under rule 7.8(g) is valid for all purposes.

## 7.9 Representation at general meetings

- (a) Subject to this constitution, each member entitled to vote at a meeting of members may vote:
  - (1) in person; or;
  - (2) by one proxy.
- (b) A proxy may, but need not, be a member of the Association.
- (c) A proxy may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.

## 7.10 Authority of a proxy

- (a) Unless otherwise provided in the instrument, an instrument appointing a proxy is to be taken to confer authority:
  - (1) to agree to a meeting being convened by shorter notice than is required by the Act or by this constitution; and
  - (2) to agree to a resolution being proposed and passed as a special resolution at a meeting of which less than the period of notice required by the Act has been given.
- (b) Even though the instrument (appointing a proxy) may refer to specific resolutions and may direct the proxy how to vote on those resolutions, unless otherwise provided, it is taken to confer authority:

- (1) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
  - (2) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
  - (3) to act generally at the meeting.
- (c) An instrument appointing a proxy need not be in any particular form as long as it is in writing, legally valid and signed by or on behalf of the appointer or the appointer's attorney and given to the secretary no later than 24 hours before the time of the general meeting for which the proxy is appointed.

## 8 Committee

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### 8.1 Composition of Committee

- (a) The Committee is:
  - (1) those persons who were Committee members immediately before the adoption of this constitution; and
  - (2) the Committee members who are appointed under this rule 8.1.
- (b) The minimum number of Committee members is 7. The maximum number of Committee members is to be fixed by the Committee, but may not be more than 11 unless the Association in general meeting resolves otherwise. The Committee must not determine a maximum which is less than the number of Committee members in office at the time the determination takes effect.
- (c) The Committee may appoint any individual as a Committee member, either to fill a casual vacancy or as an addition to the existing Committee, provided:
  - (1) the number of Committee members does not exceed the maximum number fixed under rule 8.1(a); and
  - (2) before appointing the Committee member, the proposed Committee member signs a consent to act as a Committee member and discloses any other office or personal interest which may give rise to a conflict of interest.
- (d) There is no maximum term for Committee members to remain Committee members. Subject to rule 8.5, the Committee members must resign as provided in rule 8.2 but may offer themselves for re-election.

### 8.2 Retirement of Committee members by rotation

- (a) A Committee member appointed by the Committee under rule 8.1(c) holds office only until the conclusion of the next annual general meeting following his or her appointment.
- (b) At every annual general meeting if the number of Committee members (after excluding any Committee members appointed by the Committee under rule 8.1(c) and standing for election):
  - (1) is 5 or less, then 2 of the remaining Committee members must retire from office; or

- (2) if the number is more than 5, one third of those Committee members (to the nearest whole number) must retire from office.
- (c) No Committee member may hold office without re-election beyond the third annual general meeting following the meeting at which the Committee member was last elected or re-elected.
- (d) The Committee members to retire under rule 8.2(b) are those Committee members who wish to retire and not offer themselves for re-election, those Committee members required to retire under rule 8.2(c) and, so far as is necessary to obtain the number required, those who have been longest in office since their last election or appointment. As between Committee members who were last elected or appointed on the same day, those to retire must, unless they can agree among themselves, be decided by lot.
- (e) The Committee members to retire under rule 8.2(b) (both as to number and identity) is decided having regard to the composition of the Committee at the date of the notice calling the annual general meeting. A Committee member is not required to retire and is not relieved from retiring because of a change in the number or identity of the Committee members after the date of the notice but before the meeting closes.
- (f) A Committee member retiring from office is eligible for re-election.
- (g) The retirement of a Committee member from office and the re-election of the Committee member or the election of another person to that office (as the case may be) takes effect at the conclusion of the meeting at which the retirement and re-election or election occur.

### 8.3 Removal of Committee members

- (a) Subject to rule 8.2(b) the members may, by resolution passed at a general meeting, remove any Committee member and appoint another Committee member in his or her place to hold office.
- (b) The Committee member who is the subject of a proposed resolution under rule 8.2(a) must be given at least 4 weeks' notice of the general meeting and may make a representation in writing to the president (not exceeding a reasonable length) and request that the representation be notified to the members and the president must send a copy of the representation to each member if received at least 30 days before the general meeting and, if it is not so sent, the Committee member may require that it be read out at the general meeting.

### 8.4 Vacation of office

The office of a Committee member becomes vacant if the Committee member:

- (a) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
- (b) is found guilty of or convicted of an indictable offence punishable by imprisonment;
- (c) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- (d) is removed from office by resolution of the members in accordance with rule 8.2;

- (e) fails to attend meetings of the Committee for at least 3 consecutive meetings or at least 4 meetings over a period of 12 months without leave of absence, unless the Committee subsequently decides to grant a leave of absence; or
- (f) resigns by written notice to the Association.

## 8.5 Committee members' interests

- (a) If:
  - (1) a Committee member has a direct or indirect interest in a matter being considered or about to be considered at a Committee meeting, and
  - (2) the interest appears to raise a conflict with the proper performance of the Committee member's duties in relation to the consideration of the matter,

the Committee member must, as soon as possible after the relevant facts have come to the Committee member's knowledge, disclose the nature of the interest at a Committee meeting.
- (b) A disclosure by a Committee member at a Committee meeting that the Committee member:
  - (1) is a member, or is in the employment, of a specified company or other body, or
  - (2) is a partner, or is in the employment, of a specified person, or
  - (3) has some other specified interest relating to a specified company or other body or to a specified person,

is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person that may arise after the date of the disclosure and that is required to be disclosed under rule 8.5(a).
- (c) Particulars of any disclosure made under this rule 8.5 must be recorded by the Committee in a book kept for that purpose and that book must be open at all reasonable hours to inspection by any member of the association on payment of the fee determined by the Committee (but not exceeding the maximum fee prescribed by the regulations).
- (d) The book must be kept at the same address as the register of Committee members.
- (e) After a Committee member has disclosed the nature of an interest in any matter, the Committee member must not, unless the Committee otherwise determines:
  - (1) be present during any deliberation of the Committee with respect to the matter, or
  - (2) take part in any decision of the Committee with respect to the matter.
- (f) For the purposes of the making of a determination by the Committee under rule 8.5(e), a Committee member who has a direct or indirect interest in a matter to which the disclosure relates must not:
  - (1) be present during any deliberation of the Committee for the purpose of making the determination, or
  - (2) take part in the making by the Committee of the determination.
- (g) The Committee may make regulations or a policy requiring the disclosure of interests that a Committee member, and any person considered by the



Committee as related to or associated with the Committee member, may have in any matter concerning the company or a related body corporate. Any regulations or policy made under this rule bind all Committee members but no act, transaction, agreement, instrument, resolution or other thing with a third party is invalid or voidable only because a Committee member fails to comply with the regulations or policy.

- (h) A Committee member is not disqualified from contracting or entering into an arrangement with the company as vendor, purchaser or in another capacity, merely because the Committee member holds office as a Committee member or because of the fiduciary obligations arising from that office.
- (i) A contract or arrangement entered into by or on behalf of the company in which a Committee member is in any way interested is not invalid or voidable merely because the Committee member holds office as a Committee member or because of the fiduciary obligations arising from that office.
- (j) A Committee member who is interested in an arrangement involving the company is not liable to account to the company for any profit realised under the arrangement merely because the Committee member holds office as a Committee member or because of the fiduciary obligations arising from that office, provided that the Committee member complies with applicable disclosure requirements under the regulations adopted by the Committee, and under the Act regarding that interest.
- (k) A Committee member may hold any other office or position (except auditor) in the Association or related body corporate in conjunction with his or her Committee membership and may be appointed to that office or position on terms (including remuneration and tenure) that the Committee decides.
- (l) A Committee member may be or become:
  - (1) a director of;
  - (2) another officer of; or
  - (3) interested in,
 a related body corporate or other body corporate associated with the Association, and, with the consent of the Committee, need not account to the Association for remuneration or other benefits the Committee member receives as a director or officer of, or from having an interest in, that body corporate.
- (m) The Committee may exercise the voting rights conferred by shares in a body corporate held or owned by the company in the manner that they think fit.

## 8.6 Use of information or position

- (a) A Committee member must not:
  - (1) while a Committee member; and
  - (2) after ceasing to be a Committee member,
 knowingly or recklessly make improper use of information acquired by virtue of his or her position in the Association so as to:
  - (3) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
  - (4) cause a detriment to the Association.
- (b) A Committee member must not knowingly or recklessly make improper use of his or her position in the Association so as to:

- (1) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
- (2) cause detriment to the Association.

## 8.7 Powers and duties of the Committee

- (a) The Committee is responsible for managing the Association's affairs and carrying out the objects of the Association. The Committee may exercise to the exclusion of the Association in general meeting all the Association's powers which are not required, by the Act or by this constitution, to be exercised by the Association in general meeting.
- (b) The Committee may:
  - (1) appoint or employ an officer, agent or attorney of the Association with the powers, discretions and duties vested in or exercisable by the Committee, on the terms the Committee decides;
  - (2) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
  - (3) subject to any contract between the Association and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney at any time, with or without cause.
- (c) A power of attorney may contain any provisions for the protection and convenience of the attorney or persons dealing with the attorney that the Committee thinks fit.

## 8.8 Proceedings of the Committee

- (a) The Committee members may meet together and adjourn and otherwise regulate their meetings as they think fit.
- (b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the Committee members to constitute a quorum constitutes a meeting of the Committee. All the provisions in this constitution relating to meetings of the Committee apply, so far as they can and with any necessary changes, to meetings of the Committee by telephone or other electronic means.
- (c) A Committee member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the Committee members involved was at that place for the duration of the meeting.
- (e) If, before or during the meeting, any technical difficulty occurs as a result of which one or more Committee members cease to participate, the chairperson may adjourn the meeting until the difficulty is remedied or may, where a quorum of Committee members remains present, continue with the meeting.

## 8.9 Notice of meetings of the Committee

- (a) Subject to this constitution, notice of a meeting of the Committee must be given to each person who is at the time of giving the notice a Committee member, except a Committee member on leave of absence approved by the Committee.

- (b) A notice of a meeting of the Committee:
  - (1) must specify the time and place of the meeting;
  - (2) need not state the nature of the business to be transacted at the meeting;
  - (3) subject to rule 8.9(c), must be given at least 48 hours before the meeting; and
  - (4) may be given in person or by post, telephone or other electronic means.
- (c) A Committee member may waive the requirement of notice of a meeting of the Committee by notifying the Association to that effect in person or by post, telephone or other electronic means.
- (d) The non-receipt of notice of a meeting of the Committee by, or a failure to give notice of a meeting of the Committee to, a Committee member does not invalidate any thing done or resolution passed at the meeting if:
  - (1) the non-receipt or failure occurred by accident or error;
  - (2) the Committee member has waived or waives notice of that meeting under rule 8.9(c) before or after the meeting;
  - (3) the Committee member has notified or notifies the Association of his or her agreement to that thing or resolution personally or by post, telephone or other electronic means before or after the meeting; or
  - (4) the Committee member attended the meeting.
- (e) Attendance by a person at a meeting of the Committee waives any objection which that person may have to a failure to give notice of the meeting.

### **8.10 Quorum at meetings of the Committee**

- (a) No business may be transacted at a meeting of the Committee unless a quorum of Committee members is present at the time the business is dealt with.
- (b) A quorum consists of three Committee members.
- (c) If there is a vacancy in the office of a Committee member then, subject to rule 8.10(d), the remaining Committee members may act.
- (d) If the number of Committee members in office at any time is not sufficient to constitute a quorum, or is less than the minimum number of Committee members fixed under this constitution, the remaining Committee members must act as soon as possible to appoint additional Committee members, as required, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

### **8.11 Office bearers of the Association**

- (a) The Committee must appoint, from the Committee, the following office bearers of the Association:
  - (1) the president;
  - (2) the vice president; and
  - (3) the treasurer,
 and may decide the period for which that Committee member is to hold that position.

- (b) The Committee may appoint, from the Committee, any other officeholders the Committee considers necessary and may decide the period for which that Committee member is to hold that position.

### **8.12 Chairperson at meetings of the Committee**

- (a) The president must preside as chairperson at each meeting of the Committee if present within 10 minutes after the time appointed for the meeting and willing to act.
- (b) If the president is absent or unwilling to act as chairperson, one of the remaining Committee members must be elected by the Committee as chairperson of the meeting.

### **8.13 Decisions of the Committee**

- (a) A meeting of the Committee at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Committee under this constitution.
- (b) Questions arising at a meeting of the Committee must be decided by a majority of votes cast by the Committee members present. Such a decision is for all purposes a decision of the Committee.
- (c) Where the votes on a proposed resolution are equal the chairperson of the meeting may exercise a second or casting vote.

### **8.14 Written resolutions of Committee**

- (a) A resolution is taken to have been passed by a meeting of the Committee if:
  - (1) all of the Committee members (other than any Committee member on leave of absence approved by the Committee, any Committee member who disqualifies himself or herself from considering the resolution in question and any Committee member who would be prohibited by the Act from voting on the resolution in question) sign or consent to a written resolution; and
  - (2) the Committee members who sign or consent to the resolution would have constituted a quorum at a meeting of the Committee held to consider that resolution.
- (b) A Committee member may consent to a resolution by:
  - (1) signing the document containing the resolution (or a copy of that document);
  - (2) giving to the Association at its registered address a written notice (including by electronic means) addressed to the secretary or to the president signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or
  - (3) telephoning the secretary or the president and signifying assent to the resolution and clearly identifying its terms.

### **8.15 Minutes of meetings and minutes of resolutions**

- (a) The Committee must ensure minutes of proceedings and resolutions of general meetings and of meetings of the Committee (including sub-committees of the Committee) are kept by the Association.

- (b) The Committee must ensure minutes of resolutions passed by the Committee (and sub-committees of the Committee) without a meeting are kept by the Association.
- (c) The minutes of a meeting must be signed within a reasonable time by the chairperson of the meeting or the chairperson of the next meeting.
- (d) If requested by a member, the Association will provide the member with a copy of the minutes of a specified general meeting. The Association may charge a reasonable amount for providing a copy of the minutes.

### **8.16 Sub-committees**

- (a) The Committee may delegate any of its powers to one or more sub-committees consisting of the number of Committee members and others as the Committee thinks fit.
- (b) A sub-committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the Committee.
- (c) The provisions of this constitution that apply to meetings and resolutions of the Committee apply, so far as they can and with any necessary changes, to meetings and resolutions of a sub-committee formed under this rule 8.16.

### **8.17 Delegates**

- (a) The Committee may from time to time appoint delegates of the Association, who may or may not be Committee members.
- (b) A delegate to whom any powers have been delegated must exercise the powers delegated in accordance with any directions given by the Committee.
- (c) Despite rule 8.17(b), the Committee remains responsible for the:
  - (1) exercise of the Committee's powers; and
  - (2) discharge of the Committee's responsibilities,
  - (3) actions and omissions of a delegate appointed under rule 8.17(a), provided they are within the terms of the delegation.

### **8.18 Validity of acts**

An act done by a person acting as a Committee member, a meeting of the Committee, or a sub-committee of Committee attended by a person acting as a Committee member, is not invalidated merely because of one of the following circumstances, if that circumstance was not known by the person, the Committee or the sub-committee (as applicable) when the act was done:

- (a) a defect in the appointment of the person as a Committee member;
- (b) the person being disqualified to be a Committee member or having vacated office; or
- (c) the person not being entitled to vote.

## 9 Indemnity and insurance

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### 9.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this rule 9 apply to Indemnified Officers.

### 9.2 Indemnity

- (a) The Association must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the Association.
- (b) This indemnity:
  - (1) is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an officer of the Association; and
  - (2) operates only to the extent that the loss or liability in question is not covered by insurance.

### 9.3 Insurance

The Association may, to the extent permitted by law, purchase and maintain insurance; or pay or agree to pay a premium for insurance, for any Indemnified Officer against any liability incurred by the person as an officer of the Association where the Committee considers it appropriate to do so.

### 9.4 Savings

Nothing in this rule 9:

- (a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this indemnity or insurance; or
- (b) limits the capacity of the Association to indemnify or provide or pay for insurance for any person to whom this rule 9 does not apply.

## 10 Auditor

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- (a) The Association may appoint an auditor, and if required by the Act or any other law or contract, must appoint an auditor.
- (b) The Committee may fix the remuneration of the auditor from time to time.
- (c) The auditor must:
  - (1) examine the accounting records of the Association at least once in each financial year; and
  - (2) meet with relevant Committee members for this purpose at times arranged with the relevant Committee members.

## 11 Notices

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### 11.1 Notices by the Association

The Association may give notices to any person who is entitled to notice under this constitution: , including a notice of general meeting to a member:

- (a) by serving it on the person;
- (b) by sending it by post to the address for the person shown in the register of members or the alternative address (if any) supplied by the person to the Association for sending notices to the person; or
- (c) by sending it to the electronic address supplied by the person to the Association for sending notices to the person,

at the Association's election.

### 11.2 Notices by member or Committee members to the Association

Subject to this constitution, a notice may be given by a member or Committee member to the Association by:

- (a) serving it on the Association at the registered address of the Association;
- (b) sending it by post in a prepaid envelope to the registered address of the Association; or
- (c) by sending it to principal electronic address of the Association.

### 11.3 Time of service

- (a) Where a notice is sent by post, service of the notice is to be taken to be effected:
  - (1) if a prepaid envelope containing the notice is properly addressed and placed in the post; and
  - (2) on the day after the date of its posting.
- (b) Where a notice is sent by electronic means service of the notice is to be taken to be effected when the sender's electronic mail or other electronic messaging system indicates the notice has been sent.
- (c) If service under rules 11.1, 11.2 and 11.3 is on a day which is not a Business Day or is after 4.00pm (addressee's time), the notice is regarded as having been received at 9.00am on the next following Business Day.
- (d) For the purposes of rule 11.3(c), **Business Day** means a day that is not a Saturday, Sunday or a public holiday or bank holiday in the place concerned.

### 11.4 Other communications and documents

Rules 11.1 to 11.3 (inclusive) apply, so far as they can and with any necessary changes, to the service of any communication or document.

### 11.5 Notices in writing

A reference in this constitution to a written notice includes a notice given by electronic transmission or any other form of written communication.

## 12 Financial year

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The financial year of the Association is the period of 12 months ending on 31 December.

## 13 Source of funds

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The funds of the Association are to be derived from fees, contractual payments, membership fees, gifts, sponsorships, donations, government grants and contracts, fundraising activities and such other sources as the Committee determines.

## 14 Cheques

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All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed:

- (a) as the Committee decides; or
- (b) failing a decision under rule 14(a), by any 2 Committee members.

## 15 Custody, inspection and return of records

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### 15.1 Custody of records

The Committee or its delegate for this purpose must keep in its or custody or under its control, all books, documents and securities of the Association.

### 15.2 Inspection of records

The documents associated with incorporation, the register of members and the minutes of general meetings, including accounting records and financial statements, must be made available for inspection by any member who gives the Committee or its delegate for this purpose reasonable notice that he, she or it wishes to inspect them.

### 15.3 Returning documents of the Association

- (a) All office bearers, former office bearers or members of the Association are required to return any documents that belong to the Association.
- (b) The documents must be returned to the Committee within 28 days after the person ceases to hold the position of office holder or ceases to be a member.

## 16 Common seal

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There is no common seal. Contracts and documents of the Association must be signed:

- (a) as authorised by the Committee; or



- (b) by any 2 Committee members.

## 17 Definitions and interpretation

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### 17.1 Definitions

The meanings of the terms used in this constitution are set out below.

Term	Meaning
<b>Act</b>	the <i>Associations Incorporation Act 2009 (NSW)</i> .
<b>Committee</b>	the committee of management of the Association.
<b>Indemnified Officer</b>	<ol style="list-style-type: none"> <li>1 each person who is or has been a Committee member of the Association; and</li> <li>2 any other officers or former officers of the Association as the Committee in each case decides.</li> </ol>

### 17.2 Interpretation

In this constitution:

- (a) references to notices include formal notices of meeting and all documents and other communications from the Association to its member;
- (b) a reference to any legislation or a provision of any legislation includes any amendment to that legislation or provision, any consolidation or replacement of that legislation or provision and any subordinate legislation made under that legislation;
- (c) a reference to a member present at a general meeting is a reference to a member present in person or by proxy;
- (d) a reference to writing and written includes printing, lithography and other ways of representing or reproducing words in a visible form; and
- (e) the singular (including defined terms) includes the plural and the plural includes the singular.

### 17.3 Headings

Headings are used for convenience only and do not affect the interpretation of this constitution.

## 18 Application of the Act

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### 18.1 What parts of the Act apply

Unless the contrary intention appears:

- (a) an expression used in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision; and
- (b) subject to rule 18.1(a), an expression in a rule that has a defined meaning for the purposes of the Act has the same meaning as in the Act.