



ONE MEAL
IT MAKES A DIFFERENCE

Constitution

Contents

Part 1	Introduction.....	4
1	Name	4
2	Objectives.....	4
3	Financial Year	4
4	Definitions	4
Part 2	Powers of One Meal	6
5	Powers of One Meal.....	6
6	Not for Profit organisation	6
Part 3	Membership	7
7	Members of association.....	7
8	Register of members.....	8
9	Fees and subscriptions	9
10	Limitation of rights and liabilities of members	9
11	Disciplinary action against members	9
12	Right of appeal against disciplinary action.....	10
13	Membership entitlements not transferable	10
14	Member resignation.....	11
15	Cessation of membership.....	11
Part 4	General meetings of association.....	12
16	Annual general meetings	12
17	Special general meetings	12
18	Notice of a general meeting.....	13
19	Proxies	13
21	Quorum -General Meetings	14
22	Adjournment of general meetings.....	14
23	Voting at general Meetings.....	14
24	Transaction of business outside meetings and use of technology	15
Part 5	Board.....	16
25	Powers of the Board.....	16
26	Delegation	16
27	Composition of the Board	16
28	Office bearers.....	17
29	Secretary	17
30	Treasurer	17

31 Election of Directors.....	18
32 Election of Office Bearers.....	19
33 Terms of office	19
34 Vacancies in office.....	19
35 Delegation to subcommittees.....	20
36 Board meetings	20
37 Notice of Board meeting.....	20
38 Quorum - Board Meetings	21
39 Voting.....	21
40 Use of technology	21
41 Conflict of interest.....	22
42 Minutes	22
Part 6 Administration	23
43 Alteration of the Constitution	23
44 Change of name, objects or constitution	23
45 Funds.....	23
46 Management of funds.....	23
47 Financial Records.....	23
48 Financial statements	24
49 Insurance.....	24
50 Service of notices	24
51 Custody of records and books.....	25
52 Inspection of records and books	25
53 Distribution of property on winding up	25
SCHEDULE 1. TRANSITIONAL ARRANGEMENTS.....	26

Part 1 Introduction

1 Name

- (1) 'One Meal – It Makes a Difference' is an incorporated association.

2 Objectives

- (1) The objectives of One Meal are to pursue the following charitable purpose.
- (2) One Meal works to provide aid and assist the homeless, marginalized and vulnerable within our service areas / areas of operation.
- (3) One Meal will pursue these purposes through activities including, but not limited to:
 - a. Provision of cooked meals at designated sites
 - b. Provision of packaged food and food hampers, toiletries, and a range of items (such as clothing, bedding, sleeping bags, swags and tents) when needed.

3 Financial Year

- (1) The financial year of One Meal is each period of 12 months ending on 30 June.

4 Definitions

- (1) In this Constitution:

One Meal refers to the incorporated association, One Meal – It Makes a Difference.

AGM Annual General Meeting

Association refers to One Meal.

Board Meeting means a meeting of the Board of Directors

Director means a Board member who is not an office-bearer.

exercise a function includes perform a duty.

function includes a power, authority or duty.

General Meeting includes Annual General and Special General Meetings

Member means a person who has applied and been accepted per the process / criteria established in this document

Office-Bearer means a Board Director who is elected to an office referred to in clause 28.

Register of Members means the register of members maintained under clause 8.

Secretary, of the association in clause 29, means:

- I. the person holding office under this constitution as secretary, or
- II. if no person holds that office -the public officer of the association.

Service Area means areas of operation as established by the board and defined in lower-level policy / procedural documents

Special General Meeting, of the association, means a meeting of the association.

- a. called by the Board as per clause 17(1)
- b. a called by members per clause 17(2), or
- c. any meeting with exception of the AGM where changes to the Constitution are being proposed, or
- d. any meeting with exception of the AGM where a change to Board Membership is proposed (excluding the filling of casual vacancies).

special resolution means a resolution:

- a. of which notice has been given under clause 18(2), and
- b. that has been passed by at least 75% of the votes cast by members present and entitled to vote on the resolution.

subcommittee means a subcommittee established by the Board under clause 26(2).

Volunteer means persons who have completed volunteer application protocols and remain active /engaged in One Meal activities in a voluntary capacity.

the Act means the Associations Incorporation Act 2009.

Note: The Act, Part 4 deals with various matters relating to the management of associations.

Part 2 Powers of One Meal

5 Powers of One Meal

- (1) Subject to the Act, One Meal has the power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting clause 5(1), One Meal may
 - a. Open and operate accounts with financial institutions.
 - b. Invest its money in any security in which trust monies may lawfully be invested.
 - c. Raise money and borrow money on any terms and in any manner as it thinks fit but never more than the cash reserves of One Meal.
 - d. Secure the repayment of money borrowed, with a line of credit to settle account if necessary.
 - e. Appoint agents to transact business on its behalf.
 - f. Enter any contract it considers necessary or desirable.
 - g. One Meal may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for Profit organisation

- (1) The assets and income of One Meal shall be applied solely to further its objectives and One Meal must not distribute any surplus, income or assets directly or indirectly to its Members.
- (2) Clause 6(1) does not prevent One Meal from reimbursing a Member or Volunteer for expenses properly incurred, consistent with the financial delegations.

Part 3 Membership

7 Members of association

- (1) One Meal is a volunteer run organisation. Volunteers who are interested in increasing their level of involvement (towards membership eligibility) are encouraged to discuss this with their Service Area leadership or with Board Members directly.
- (2) Membership is intended to provide a pathway to nomination for the Board and also to extend voting rights (for General Meetings) to those who are contributing in a significant way to the running of the organisation. Membership criteria is intended to ensure voting rights are limited to those making a significant contribution to the organisation.
- (3) One Meal must have at least 5 members
- (4) The criteria for a person to become a member is as follows (all must be met):
 - a. They have been a registered volunteer with at least 12 months continuous service.
 - b. They must have completed all registration protocols and adhered to Code of Conduct, policies and protocols of the organisation.
 - c. They must be 18 years of age.
 - d. They contribute at least 5 hours per week in a management capacity or in a portfolio area in support of One Meal. This is intended to capture persons undertaking roles such a Service Area Coordinator, Service Coordinator or those undertaking significant administrative tasks - Volunteer Onboarding Coordinator (for instance).
 - e. They are willing to undertake management / portfolio activities at the organisation level beyond the service area/s volunteering they are active in; and
 - f. Their membership application is endorsed or authorised by the Service Area Coordinator (or Service Area Management Committee where applicable), and is subject to approval by the Board as per 7(10).
- (5) Notwithstanding 7(4):
 - a. the Board may endorse an application for membership from any registered volunteer for the purposes of nomination for a Board role if such nominations are required or appropriate to address skills needs or other shortfalls on the board. Such nominations are subject to normal Board onboarding processes.
 - b. Directors who complete tenure are afforded membership for the following 12 months.

- c. Members who have made exceptional contribution to the organisation may be offered Life Membership. Nominations for Life Membership must be made by the Board and endorsed by a majority of members.
- (6) A person who is not an individual is not eligible to be a member of the association.
 - (7) An application by a person to be a member of the association must be:
 - a. made in writing, and
 - b. approved by the service area subcommittee or service area Coordinator (as applicable); and
 - c. in the form determined by the Board, and
 - d. lodged with the secretary.
 - (8) The Board may determine that an application may be made or lodged by email or other electronic means.
 - (9) The secretary must refer an application to the Board as soon as practicable after receiving the application. This will usually be at the next scheduled Board meeting.
 - (10) The Board must approve or reject the application.
 - (11) As soon as practicable after the Board has decided the application, the secretary must give the applicant written notice of the decision (including any reasons for rejection). This notice may be delivered by email or other electronic means as determined by the Board, and
 - (12) if the application is approved and if membership fees are required, the applicant must pay the fees within 28 days of the day the applicant receiving the notice.
 - (13) The secretary must enter the applicant's name in the register of members as soon as practicable.
 - (14) The applicant becomes a member once the applicant's name is entered in the member register.

8 Register of members

- (1) The secretary must establish and maintain a register of members of the association.
- (2) The register:
 - a. will be maintained in electronic form, and
 - b. will include an amendment record and revision date.
 - c. must include, for each member:
 - I. the member's full name, and
 - II. a residential or postal and email addresses, and
 - III. the date on which the person became a member, and
 - IV. if the person ceases to be a member - the date on which the person ceased to be a member.

- (3) It is the Member's responsibility to provide One Meal with current contact information.
- (4) Any member may, at a reasonable time and free of charge, inspect the register of members.
- (5) A member may obtain a hard copy of the register, or a part of the register, on payment of a fee of not more than \$1, as determined by the Board, for each page copied.
- (6) A member may request the secretary to restrict access to their personal information by ticking a box on the membership form.
- (7) If the secretary is satisfied that there are special circumstances which justify doing so, the secretary must agree to the request.

9 Fees and subscriptions

- (1) At each annual general meeting One Meal members must determine:
 - a. the annual membership fee (if any) for the following financial year; and
 - b. the date for payment of the annual fee (if any).

10 Limitation of rights and liabilities of members

- (1) Except as otherwise provided by this Act or the rules of an incorporated association, a member of the Board, the secretary or a member of the association is not, merely because of being such a member or the secretary, liable to contribute towards the payment of:
 - a. the debts and liabilities of the association; or
 - b. the costs, charges and expenses of the winding up of the association.

11 Disciplinary action against members

- (1) A person may make a complaint to the Board that a member of the association has:
 - a. failed to comply with a provision of this Constitution and the Code of Conduct, or
 - b. refuses to support the purposes of One Meal, or
 - c. wilfully acted in a way prejudicial to the interests of One Meal.
- (2) The Chair of the Board will determine the appropriate process to handle the complaint.
- (3) The Board may refuse to deal with a complaint if the Board considers the complaint is trivial or vexatious.
- (4) If the Board decides to deal with the complaint, the Secretary must:
 - a. serve notice of the complaint on the member, and
 - b. give the member at least 14 days from the day the notice is served on the member within which to make submissions to the Board about the complaint, and
 - c. consider any submissions made by the member.

- (5) The Board may, by resolution, reprimand, suspend or expel the member from the association if, after considering the complaint, the Board is satisfied that:
 - a. the facts alleged in the complaint have been proved, and
 - b. the reprimand, suspension or expulsion is warranted.
- (6) If the Board reprimands, suspends or expels the member, the Secretary must, within 7 days of that action being taken, give the member written notice of:
 - a. the action taken, and
 - b. the reasons given by the Board for taking the action, and
 - c. the member's right of appeal under clause 12(1).
- (7) If any members fees are being charged by One Meal, there will not be a reimbursement for a resigned, suspended, or expelled member.

12 Right of appeal against disciplinary action

- (1) A member may appeal against a resolution of the Board under clause 11(5) by lodging a notice of appeal with the secretary within 7 days of being served notice of the resolution.
- (2) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) The secretary must notify the Board that the secretary has received a notice of appeal.
- (4) If notified that a notice has been received, the Board must call a general meeting of the association to be held within 28 days of the day the notice was received.
- (5) At the general meeting:
 - a. no business other than the question of the appeal is to be transacted, and
 - b. the member must be given an opportunity to state the member's case orally or in writing, or both, and
 - c. the Board must be given the opportunity to state the Board's case orally or in writing, or both, and
 - d. the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (6) The appeal is to be determined by a simple majority of votes cast by the members.

13 Membership entitlements not transferable

- (1) A right, privilege or obligation that a person has because the person is a member of the association:
 - a. cannot be transferred to another person, and
 - b. terminates once the person ceases to be a member of the association.

14 Member resignation

- (1) A member of the association may resign from being a member by giving the secretary written notice, effective immediately and register changed within 7 days.
- (2) If One Meal is charging member fees, the member is considered to resign if they have not paid within 3 months of receiving the fee invoice.

15 Cessation of membership

- (1) A person ceases to be a member of the association if the person:
 - a. No longer meets the criteria for membership;
 - b. dies, or
 - c. resigns from being a member, or
 - d. is expelled from the association.

Part 4 General meetings of association

16 Annual general meetings

- (1) The association must hold annual general meetings within:
 - a. six months of the last day of the association's financial year, or
 - b. at a later time as allowed or prescribed by the regulations with reference to the Act, section 37(2)(b).
- (2) Subject to the Act and clauses 16(1)a. and 16(1)b., the annual general meeting is to be held at the place and time determined by the Board.
- (3) The business that may be transacted at an annual general meeting includes the following:
 - a. confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting;
 - b. receiving reports from the Board on the association's activities during the previous financial year;
 - c. electing ordinary Board Directors,
 - d. receiving and considering financial statements or reports required to be submitted to members of the association under the Act.

Note: The Act, section 37(1) and (2) provides for when annual general meetings must be held.

17 Special general meetings

- (1) The Board may call a special general meeting whenever the Board thinks fit.
- (2) The Board must call a special general meeting if the Board receives a request made by at least 25% of the total number of members with representation from at least 3 service areas.
- (3) The request:
 - a. must be in writing, and
 - b. must state the purpose of the meeting, and
 - c. must be signed by the members making the request, and
 - d. may consist of more than one document in a similar form signed by one or more members to meet the requirements in 17(2), and
 - e. must be lodged with the secretary, and
 - f. may be in electronic form and signed and lodged by electronic means.
- (4) If the Board fails to call a special general meeting within one month of the request being lodged, one or more of the members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.

- (5) A special general meeting held under 17(4) must be conducted, as far as practicable, in the same way as a general meeting called by the Board.

18 Notice of a general meeting

- (1) The secretary must provide each member notice of a general meeting. This may be via electronic means as permitted by 24(1):
- (2) if a matter to be determined is by a special resolution, then at least 21 days' notice must be given, or
- (3) in any other case, at least 14 days' notice.
- (4) The notice must specify:
 - a. the place and time at which the meeting will be held, and
 - b. the nature of the business to be transacted at the meeting, and
- (5) if a special resolution is to be proposed:
 - a. it needs to be provided in full.
 - b. the intention to propose a special resolution needs to be stated.
- (6) The only business that may be transacted at the meeting is the business specified in the notice.
- (7) A member may give written notice to the secretary of business they wish to raise at a general meeting.
- (8) If the secretary receives a notice under clause 18(2), the secretary must specify the nature of the business in the notice calling a general meeting.
- (9) An accidental failure to send a notice of general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings or any resolution passed at the general meeting.

19 Proxies

- (1) A member may appoint another member or the Chair to vote on their behalf at a general meeting.
- (2) The appointment of the proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy can give specific directions on how to vote, otherwise the proxy holder may vote in any matter as they see fit.
- (4) The proxy must be received by the Secretary 48 hours before the general meeting.
- (5) With the exception of the Chair of the general meeting, a member present at the general meeting can have a maximum of 2 proxies in addition to their own vote.
- (6) A member not physically present at a general meeting may be permitted to participate by using technology that allows the members and the members present at the meeting to communicate clearly and simultaneously with each other.

- (7) A member participating in a general meeting as permitted under 19(6) is taken to be present and having voted in person.

21 Quorum -General Meetings

- (1) The quorum for an Annual General Meeting (AGM) is 5 members of the association, entitled to vote under this constitution.
- (2) The quorum for a Special General Meeting (SGM) is 15 members or 25% of the members of the association, whichever is greater, entitled to vote under this constitution
- (3) No business may be transacted at a general meeting unless a quorum is present.
- (4) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
 - a. if called on the request of members - is dissolved, or otherwise:
 - b. is adjourned to a date not more than 21 days after the adjournment date: and
 - c. notice of the date, time and place of the adjourned meeting must be given at the meeting and confirmed.
- (5) If a quorum is not present within half an hour of the time an adjourned meeting commences (refer 21(4)b.) but there are at least 3 members present, the members present constitute a quorum.

22 Adjournment of general meetings

- (1) The chair of a general meeting at which there is a quorum may, with the consent of a majority of the members present, adjourn the meeting to another time and place.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining when the meeting was previously adjourned.
- (3) Notice of the adjournment of a meeting under this clause is not required unless the meeting is adjourned for at least 14 days, in which case notice of the meeting must be given in accordance with Clause 18.

23 Voting at general Meetings

- (1) A member is not entitled to vote at a general meeting unless the member:
 - a. has paid all money owed by the member to the association (if necessary).
- (2) Each member has one vote and can vote in person or by proxy.
- (3) Resolutions require 51% of the vote to carry, with exception of Special resolutions which require 75%
- (4) If the votes are divided equally, the chair of the meeting has a second or casting vote.
- (5) Only members present at the previous general meeting can vote to confirm the minutes of that meeting.
- (6) For a secret ballot to occur, the chair moves the question and at least 5 members present agree.

- (7) A written ballot must be conducted in accordance with the directions of the chair of the meeting.

24 Transaction of business outside meetings and use of technology

- (1) The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.
- (2) If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the association made at a general meeting, with exception of Special Resolutions which require a 75% majority.
- (3) The association may transact its business at a general meeting at which one or more members are using technology, provided a member who speaks on a matter can be heard by the other members.
- (4) The chair of the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of:
 - a. the approval of a resolution under clause 24(2), or
 - b. a meeting held in accordance with clause 24(3).
- (5) A resolution approved under clause 24(2) must be recorded in the minutes of the meetings of the association.

Part 5 Board

25 Powers of the Board

- (1) Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the Board:
- (2) is to control and manage the affairs of the association, and
- (3) may exercise all the functions that may be exercised by the association, other than a function that is required to be exercised by the association in general meeting, and
- (4) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the association.
- (5) It is the duty of each committee member to carry out his or her functions for the benefit, so far as practicable, of the association and with due care and diligence.¹
- (6) The Board may establish subcommittees consisting of members with terms of reference if considered appropriate.
- (7) A matter or thing done or omitted to be done by a board and/or committee member, or by a person acting under the direction of a committee member, does not, if the matter or thing was done or omitted to be done in good faith for the purpose of exercising the committee member's functions under this Act, subject the committee member or person so acting personally to any action, liability, claim or demand.

26 Delegation

- (1) The Board may delegate to a member of the Board or a subcommittee any powers and function other than-
 - a. The power of delegation
 - b. A duty imposed on the Board by the Act or other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke the delegation wholly or in part.

27 Composition of the Board

- (1) The Board of Directors consists of:
 - a. Chair
 - b. Deputy Chair
 - c. Secretary
 - d. Treasurer
 - e. and a minimum of three (3) other Directors having regard to 27(3) and 27(4).
- (2) The Board will comprise a minimum of 7 Directors and a maximum of 9 Directors.

¹ <https://legislation.nsw.gov.au/view/html/inforce/current/act-2009-007#sec.30A>

- (3) Board members will be selected on the basis of qualifications and experience as relevant to the needs to manage the business of One Meal.
- (4) The composition of the Board should provide a good spread of representation of the service area network.
- (5) An office-bearer may hold up to 2 offices, other than both Chair and Deputy Chair.

28 Office bearers

- (1) The Chair is the chairperson for any general meetings and for any Board meetings.
- (2) The Deputy Chair is the chairperson for any general meetings and for any Board meetings when the Chair is unavailable.
- (3) If both the Chair and Deputy Chair are absent or unable to preside:
 - a. In the case of a general meeting – a member is elected to be chair by the other members present.
 - b. In the case of a Board meeting, a Director is elected to be chair by the other Directors present.
- (4) In a general meeting, if the Chair is a nominee for a Board position, another Board member will chair the meeting until that election is resolved so there is not a conflict of interest.

29 Secretary

- (1) As soon as practicable after being elected as secretary, the secretary must lodge a notice with the association specifying the secretary's address.
- (2) The secretary must keep minutes of:
 - a. all elections of Board members, and
 - b. the names of Board members present at a meeting of the Board or a general meeting, and
 - c. all proceedings at Board meetings and general meetings.
- (3) The minutes must be:
 - a. kept in written or electronic form, and
 - b. be signed, in writing or by electronic means, by either the member who presided at the meeting, or the member presiding at the subsequent meeting.

30 Treasurer

- (1) The treasurer must:
 - a. Ensure all money paid or received by the association is issued a receipt (as possible) in the name of One Meal, and

- b. ensure that all money received is paid into the One Meal account in a timely manner,
- c. make all payments authorised by the Board or a general meeting of One Meal from One Meal's account,
- d. ensure payments and dealings with the bank are authorised by 2 Directors.
- e. ensure that the One Meal financial records are kept in accordance with the Act, and
- f. coordinate the preparation of the financial statements of One Meal and their certification before their submission to the annual general meeting.
- g. ensure that at least one other Director has access to the accounts and financial records.

31 Election of Directors

- (1) A member is eligible to be elected (or appointed) as a Board Director.
- (2) Any member of the association may be nominated as a candidate for election as a Board Director. The eligible member nomination must be:
 - a. made in writing, and
 - b. in the nomination form approved by the Board; and
 - c. signed by at least 2 members of the association, not including the candidate, and
 - d. accompanied by the written consent of the candidate to the nomination, and
 - e. given to the secretary at least 14 days before the date fixed for the annual general meeting at which the election is to take place.
- (3) If insufficient nominations are received to fill all vacancies:
 - a. the candidates nominated are taken to be elected, and
 - b. a call for further nominations must be made at the meeting.
- (4) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the chair of the meeting.
- (5) Vacancies that remain after a call for further nominations are taken to be casual vacancies.
- (6) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.
- (7) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the Board.

32 Election of Office Bearers

- (1) Following the annual general meeting election for Directors, the Board will convene and elect the office bearers.

33 Terms of office

- (1) A Board Director holds office from the day the member is elected until immediately before the next annual general meeting in two years' time (subject to completion of Board Member onboarding requirements within 6 weeks). A Director has a maximum of six years (three consecutive terms) and will not be eligible for re-election or re-appointment until two years after their last term finished, following which, tenure limitations are reset.
- (2) In the circumstances where the Board are in agreement or there are insufficient suitable nominees for Board positions, the Board can approve extending a director's allowable tenure beyond the six years. The decision would be minuted and sent to members before the AGM.

34 Vacancies in office

- (1) A Director may resign from the Board by written notice to the Chair.
- (2) A casual vacancy in the office of a Board member arises if the member:
 - a. dies, or
 - b. ceases to be a member of the association, or
 - c. resigns from office by written notice given to the secretary, or
 - d. is removed from office by the association under this clause, or
 - e. is absent from 3 consecutive meetings of the Board without the consent of the Board, or
 - f. becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - g. is prohibited from being a director of a company under the Corporations Act 2001 of the Commonwealth, Part 2D.6, or
 - h. is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
 - i. becomes a mentally incapacitated person.
- (3) The association in general meeting may, by resolution:
 - a. remove a Board member from office at any time, and
 - b. appoint another member of the association to hold office for the balance of the Board member's term of office.
- (4) A Board member to whom a proposed resolution referred to 34(3)a. relates may:

- a. give a written statement, of a reasonable length, to the chair or secretary, and
 - b. request that the Board send a copy of the statement to each member of the association at least 7 days before the general meeting at which the proposed resolution will be considered.
- (5) At the meeting at which the proposed resolution will be considered.
- a. The Board may appoint a member of the association to fill a casual vacancy other than a vacancy arising from the removal from office of a Board member.
- (6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the annual general meeting at which the vacated term would have expired.

35 Delegation to subcommittees

- (1) The Board may:
- a. establish 1 or more subcommittees to assist the Board to exercise the Board's functions, and
 - b. appoint 1 or more members of the association to be the members of the subcommittee.
- (2) The Board may delegate to the subcommittee the exercise of the Board's functions specified in the instrument, other than:
- a. this power of delegation, or
 - b. a duty imposed on the Board by the Act or another law.

Note: The Interpretation Act 1987, section 49 deals with various matters relating to delegations.

36 Board meetings

- (1) The Board must meet at least 6 times in each 12-month period at the place and time determined by the Board.
- (2) Additional meetings of the Board may be called by any Board member.
- (3) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

Note: The Act, section 30(1) provides that Board meetings may be held as and when the association's constitution requires.

37 Notice of Board meeting

- (1) The secretary must give each Board member oral or written notice of a meeting of the Board at least 48 hours, or another period on which the Board members unanimously agree, before the time the meeting is due to commence.
- (2) The notice must describe the general nature of the business to be transacted at the meeting.

- (3) The only business that may be transacted at the meeting is:
 - a. the business described in the notice, and
 - b. business that the Board members present at the meeting unanimously agree is relevant and appropriate business.

38 Quorum - Board Meetings

- (1) The quorum for a meeting of the Board of Directors is 4, or a majority of the established board at the time, whichever is greater.
- (2) No business may be transacted by the Board unless a quorum is present.
- (3) A quorum must remain for the duration of the meeting.
- (4) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned.
- (5) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- (6) If the number of Board members is less than the number required to constitute a quorum for a Board meeting, the Board members may appoint 1 or more members of the association as Board members to enable the quorum to be constituted.
- (7) A Board member appointed under 38(6) holds office, subject to this constitution, until the next annual general meeting.
- (8) Clause 38(6) does not constitute the filling of a casual vacancy to which clause 34 applies.

39 Voting

- (1) Each Director present has one vote.
- (2) A decision is carried when a majority of the Directors present vote in favour.
- (3) If the votes are divided equally on a question, the Chair has a second or casting vote.
- (4) Voting by proxy is not permitted.

40 Use of technology

- (1) The Board may hold their meetings by using any technology that is agreed by all the Directors.
- (2) The Board may transact its business at a meeting at which 1 or more Directors participate by technology, provided that when a Director speaks on a matter they can be heard by the other Directors.
- (3) When the Board transacts business by the circulation of papers, a written resolution that is approved in writing by a majority of Directors, is taken to be a decision of the Board made at a meeting.
- (4) A Director that is present at a Board meeting through the use of technology is deemed to be present at the meeting.

- (5) A resolution approved under subclause 40(3) must be recorded in the minutes of the Board meeting.

41 Conflict of interest

- (1) A Director who has a material interest in a matter being considered at a Board meeting must disclose the nature and extent to the Board, and:
 - a. must not be present while the matter is being considered at the meeting; and
 - b. must not vote on the matter.
- (2) A Member who has a material interest in a matter being considered at a General Meeting must disclose the nature and extent to the membership present, and:
 - a. must not be present while the matter is being considered at the meeting; and
 - b. must not vote on the matter.

42 Minutes

- (1) The Board must ensure that minutes are taken and kept of each board meeting.
- (2) The minutes must record the following:
 - a. Names of the Directors present
 - b. The business considered at the meeting.
 - c. Any resolution on which a vote was taken and the result of the vote.
 - d. Any material personal interest disclosed under clause 41(1).

Part 6 Administration

43 Alteration of the Constitution

- (1) This Constitution may only be altered by the passing of a special resolution of a general meeting of the association.

44 Change of name, objects or constitution

- (1) An application for registration of a change in the association's name, objects or constitution made under the Act, section 10 must be made by:
 - a. the public officer, or
 - b. a Board Director.

45 Funds

- (1) Subject to a resolution passed by the association, the association's funds may be derived from the following sources:
 - a. membership fees,
 - b. donations,
 - c. other sources as determined by the Board.

46 Management of funds

- (1) The association must open an account with a financial institution from which all expenditure is made and into which all of the revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the association, the Board may approve expenditure on behalf of the association.
- (3) The Board may authorise specific members to expend funds on behalf of the association up to a specified limit without requiring approval from the Board for each item on which funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Directors.
- (5) All funds of the association must be deposited into the financial account of the association no later than 5 working days after receipt.
- (6) With Board approval, the Treasurer may maintain a cash float provided that all money paid from or into the float is accurately recorded at the time of transaction.

47 Financial Records

- (1) The association must keep financial records that:
 - a. Correctly record and explain its transactions, financial position and performance;
and
 - b. Enable financial statements to be prepared as required by the Act.

- (2) The association must retain financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in their custody, or under their control:
 - a. The financial records for the current financial year; and
 - b. Any other financial records as authorised by the Board.

48 Financial statements

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to financial statements of the association are met.
- (2) Those requirements include:
 - a. The preparation of the financial statements;
 - b. If required, the review or auditing of the financial statements;
 - c. The certification of the financial statements by the Board;
 - d. The submission of the financial statements to the annual general meeting of the association.
 - e. The lodgement with the Registrar of the financial statements and accompanying reports, certificates statements and fee.

49 Insurance

- (1) The association may take out and maintain insurance as appropriate for the association's assets and liabilities.

50 Service of notices

- (1) For the purposes of this constitution, a notice may be given to or served on a person:
 - a. by delivering the notice to the person personally, or
 - b. by sending the notice by pre-paid post to the address of the person, or
 - c. by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) A notice is taken to have been given to or served on a person, unless the contrary is proved:
 - a. for a notice given or served personally - on the date on which the notice is received by the person, or
 - b. for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
 - c. for a notice sent by electronic transmission, on the date the notice was sent

51 Custody of records and books

- (1) Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:
- (2) at the association's main premises, in the custody of either of the following persons, as determined by the Board:
 - a. the public officer,
 - b. a member of the association, or
 - c. if the association has no premises - at the association's official address, in the custody of the public officer.

52 Inspection of records and books

- (1) The following documents must be available for inspection, free of charge, by members of the association at a reasonable time:
 - a. Register of members, with the exception per 8(6) and 8(7).
 - b. minutes of general meetings of the association,
 - c. financial records, books and other documents relating to the association, subject to Board approval.
- (2) A member may obtain a hard copy of a document referred to in 52(1) on payment of a fee of not more than \$1, as determined by the Board, for each page copied.
- (3) The Board may refuse to allow a member to inspect or obtain a copy of a document under this clause:
 - a. that relates to confidential, personal, commercial, employment or legal matters,
or
 - b. if the Board considers it would be prejudicial to the interests of the association for the member to do so.

53 Distribution of property on winding up

- (1) Subject to the Act and the Regulation, in a winding up of the association, the surplus property of the association must be transferred to another organisation:
 - a. with similar objects, and
 - b. which is not carried on for the profit or gain of the organisation's members.
- (2) There is no liability of the association's members 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.

SCHEDULE 1. TRANSITIONAL ARRANGEMENTS

- (1) At the conclusion of the Special General Meeting in 2023:
- (2) For the purposes of creating a stagger in tenure completion, and thus improve Board stability, Directors shall take office on the following terms:
 - a. the half of the Directors shall have the period remaining till the next AGM;
 - b. The other Directors shall at the 2023 AGM be considered to be halfway through a two-year term (thus not subject to re-election at 2023 AGM)
- (3) The process will consider tenure served among other things but will be sufficiently flexible to output an approximate 50-50 stagger with consideration of the current board members willingness to continue and the need to formally fill casual vacancies.