



# Constitution

for

Security4Women

Incorporated

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## **PART 1 – PRELIMINARY**

### **1. Definitions**

(1) In this Constitution:

**Administrative Assistant** means the person appointed by the Management Group to assist with the administrative tasks on an as needed basis for the Association. The person fulfilling this role may receive remuneration

**Advisory Group** means a sub-committee of Authorised Representatives of the Association.

**Association** means Security4Women Incorporated (aka economic Security4Women "eS4W").

**Authorised Representative** means a natural person nominated by a Member Organisation to represent its interests and vote at meetings of the Association on behalf of that Member Organisation.

**Chair** means the person who is the Chair of eS4W and the Management Group.

**Coordinator** means the person appointed by the Management Group to assist with the operations of the Association. Subject to the approval of the Management Group, the person fulfilling this role may receive remuneration.

**Council Member** means a person who is the Authorised Representative of the Member

**Director General** means the Director General of the Department of Finance and Services

**Executive Officer/Director** means the person appointed by the Management Group to oversee, manage and implement eS4W's strategic objectives. Subject to approval of the Management Group, the person fulfilling this role may receive remuneration.

**Finance & Project Officer** means person appointed by the Management Group to oversee, manage and implement eS4W's operations and Funding Agreement/s. The person fulfilling this role may receive remuneration.

**General Meeting** means a meeting of Authorised Representatives of the Association.

**Management Group** means the Committee as defined in section 28 of the Act.

**Member Organisation** means an association, organisation or partner member admitted to membership of the Association in accordance with clause 2.

**Ordinary Member** means an Authorised Representative elected to sit on the Management Group in accordance with clause 14.

**National Member** means a Member Organisation which the Management Group in its sole and absolute discretion determines to be a National Member.

**Partner Member** means a Member Organisation that represents an individual, association or organisation which the Management Group in its sole and absolute discretion determines to be a Partner Member.

**Public Officer** means the person appointed by the Management Group as defined in section 34 of the Act. Subject to the approval of the Management Group, the Act and this Constitution, the Public Officer may receive remuneration for their role and may fulfil other roles for the Association.

**Secretary** means the Authorised Representative holding office under this Constitution as Secretary of the Association and, if no such person holds that office, the Public Officer of the Association. Subject to the approval of the Management Group, the Act and this Constitution, the Secretary may fulfil other roles for the Association.

**Special General Meeting** means a general meeting of the Association other than the annual general meeting.

**State Member** means a Member Organisation which the Management Group in its sole and absolute discretion determines to be a State Member.

**the Act** means *The Associations Incorporation Act, 2009 (NSW)* as amended or reenacted from time to time and any replacement or additional legislation or regulation made or issued under it.

**the Regulation** means the Associations Incorporation Regulation 2010.

**Treasurer** means the Authorised Representative holding office under these rules as Treasurer of the Association.

**Working Group** means a sub-committee of Authorised Representatives the Association.

- (2) In this Constitution:
- (a) a reference to a function includes a reference to a power, authority and duty, and
  - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act 1987 apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

## **Part 2 – MEMBERSHIP**

### **2. Membership generally**

An organisation or association is eligible to be a member of the Association if, but only if:

- a. they are associations or organisations which represent at least 5 persons who are members; and
- b. it is a member based organisation, regardless of form and with common objectives which agree with the objectives of the Association.
- c. is an individual, association or organisation that shares the same economic wellbeing and financial security goals as the Association.

### **3. Nomination of membership**

- (1) A nomination for membership of the Association
  - a. must be lodged with the Secretary/Public Officer of the Association via email; and
  - b. must contain the name(s) of the proposed member organisation's Authorised representative(s) and address(s) for services of notices. A National Member Organisation may nominate no more than two Authorised representatives and a State Member Organisation may only nominate one Authorised representative.
- (2) As soon as practicable after receiving a nomination for membership, the Public Officer or Secretary must refer the nomination to the Management Group which is to determine whether to approve or to reject the nomination. The Management Group in its sole and absolute discretion must also determine at the time of nomination whether a proposed member organisation is a National Member or a State Member.
- (3) As soon as practicable after the Management Group makes that determination regarding a proposed new member organisation, the Public Officer/Secretary must:
  - a. notify the nominee, in writing, that the Management Group has approved or rejected the nomination (whichever is applicable);
  - b. if the Management Group approves the nomination, provide the nominee with a copy of The Association's Constitution and notify them whether they are a National member or a State member
  - c. if the Management Group approves the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this Constitution by a Member Organisation as an entrance fee and annual subscription.
- (4) The Public Officer/Secretary must, on payment by the nominee of the amounts referred to in clause [(3) (b)] within the period referred to in that clause, enter the nominee's name and membership status (State Member or National Member) in the register of Member Organisations and Authorised

Representatives and, on the name being so entered, the nominee becomes a Member Organisation.

- (5) A Member Organisation may apply at any time to the Management Group to change its membership status to or from a National Member or to or from a State Member.
- (6) The Management Group may change a Member Organisation's membership status only after providing 28 days written notice to Authorised Representatives of the Association regarding the proposed change. The notice must contain the Management Group's reasons for the proposed change. If the Management Group receives no objection then the membership status change is effective 60 days after the date of the notice sent to Authorised Representatives.
- (7) Should any Member Organisation object to the proposed change, the Member Organisation has 28 days to make written submission to the Management Group. The Management Group has a further 28 days to consider the submission. If an agreement between the Management Group and the objecting Member Organisation(s) cannot be reached regarding the proposed change in membership status, the matter is to be listed for determination at the Association's next general meeting. The change of status of membership will be confirmed only when passed by an ordinary resolution of Member Organisations and will be effective 28 days after the passing of such a resolution.

#### **4. Cessation of membership**

A Member Organisation ceases to be a member of the Association if the organisation:

- a. resigns membership;
- b. is expelled from the Association;
- c. fails to pay the annual membership fee in accordance with clause [8 (2)] within 3 months after the fee is due.

#### **5. Membership entitlements not transferable**

- (1) A right, privilege or obligation, which a Member Organisation has because of being a member of the Association:
  - a. is not capable of being transferred or transmitted to another organisation; and
  - b. terminates on cessation of the Member Organisation's membership
  - c. terminates on cessation of the members membership
- (2) A Member Organisation may make a written request to the Management Group nominating an additional Authorised Representative or replacing an existing Authorised Representative up to the limit of two Authorised

Representatives per National Member Organisation and one per State Member Organisation.

## **6. Resignation of membership**

- (1) A Member Organisation may resign its membership of the Association by first giving to the-Secretary/Public Officer written notice of at least 1 month (or such other period as the Management Group may determine) of the Member Organisation's intention to resign and, on the expiration of the period of notice, the Member Organisation ceases to be a member.
- (2) If a Member Organisation ceases to be a member in accordance with clause (2) and in every other case where a Member Organisation ceases to hold membership, the Public Officer/Secretary must make an appropriate entry in the relevant registers recording the date of cessation of the Member Organisation and its Authorised Representative(s).

## **7. Register of members**

- (1) Subject to a resolution of the Management Group, the Public Secretary must establish and maintain a register of Member Organisations of the Association specifying the name and postal or residential address of each Member Organisation which together with the date on which the Member Organisation became a member and similar details in respect of the Member Organisation's Authorised Representatives
- (2) The 'register of members' as defined in sub clause [1] must be kept in New South Wales
  - a. at the main premises of the Association; or
  - b. if the Association has no main premises, at the Association's official address.
- (3) The 'register of members' must be open for inspection, free of charge, by any Member Organisation at any reasonable hour.
- (4) Member Organisation may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a Member Organisation requests that any information contained on the register about the Member Organisation (other than its name) not be available for inspection that information must not be made available for inspection.
- (6) A member Organization or Authorised Representative must not use any information obtained from the register to contact or send material to any person, other than,
  - a. for the purpose of sending the person a newsletter, notice in respect of a meeting or other event relating to the Association or other material relating to the Association or
  - b. for the purpose relevant and necessary to comply with a requirement of the Act or the Regulation.

## **8. Fees and subscriptions**



- (1) A Member Organisation must, on admission to membership, pay to the Association a fee of \$1 or, if some other amount is determined by the Management Group, that other amount.
- (2) In addition to any amount payable by the Member Organisation in accordance with clause [(1)], a Member Organisation must pay to the Association an annual membership fee of \$2 or, if some other amount is determined by the Management Group that other amount:
  - a. except as provided by paragraph (b), before 1 July in each calendar year; or
  - b. if the Member Organisation becomes a member on or after 1 July in any calendar year – on becoming a Member Organisation and before 1st January in each succeeding calendar year.

## **9. Members' liabilities**

The liability of a member of The Association to contribute towards the payment of the debts and liabilities of The Association or the costs, charges and expenses of the winding up of The Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Clause 8.

## **10. Resolution of-disputes**

- (1) Disputes between Authorised Representatives of Member Organisations (in their capacity as members) and The Association, are to be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centre's Act, 1983 (NSW).
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute must be referred to arbitration.
- (3) The Commercial Arbitration Act, 2010 (NSW) applies to any such dispute referred to arbitration.

## **11. Disciplining of members**

- (1) A Member Organisation may lodge a complaint in writing with the Management Group in respect of another Member Organisation if the former reasonably believes that the latter:
  - a. has refused or neglected to comply with a provision or provisions of this Constitution and has failed to comply with such provision(s) after being requested in writing to do so; or
  - b. has willfully acted in a manner prejudicial to the interests of the Association.

- (2) The Management Group may refuse to deal with a complaint if it reasonably considers the complaint to be trivial or vexatious in nature.
- (3) If the Management Group decides to deal with the complaint, it must:
  - a. cause notice of the complaint to be served on the Member Organisation concerned;
  - b. give the Member Organisation at least 14 days from the time the notice is served within which to make submissions to the Management Group in connection with the complaint; and
  - c. take into consideration any submissions made by the Member Organisation in connection with the complaint.
- (4) The Management Group may, by resolution, expel the Member Organisation from the Association or suspend the Member Organisation from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (5) If the Management Group expels or suspends a Member Organisation, the Secretary/Public Officer or another person nominated by the Management Group must, within 7 days after the action is taken, cause written notice to be given to the Member Organisation of the action taken, the reasons given by the Management Group for having taken such action and of the Member Organisation's right of appeal pursuant to clause [12].
- (6) The expulsion or suspension does not take effect:
  - a. until the expiration of the period within which the Member Organisation is entitled to appeal against the resolution concerned, or
  - b. if, within that period, the Member Organisation exercises the right of appeal, unless and until the Association confirms the resolution pursuant to clause [12(5)], whichever is the latter.

## **12 Right of appeal of disciplined member**

- (1) A Member Organisation may appeal to the Association in general meeting against a resolution of the Management Group pursuant to clause [11], within 7 days after notice of the resolution is served on the Member Organisation, by lodging with the Secretary/Public Officer a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the Member Organisation intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a Member Organisation pursuant to clause [(1)], the Secretary/Public Officer must notify the Management Group, which must convene a general meeting of the Association to be held within 28 days after the date on which the Secretary/Public Officer received the notice.

- (4) At a general meeting of the Association convened pursuant to clause [(3)]:
  - a. no business other than the question of the appeal is to be transacted;
  - b. the Management Group and the Member Organisation must be given the opportunity to state their respective cases orally or in writing, or both; and
  - c. the Authorised Representatives present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
  
- (5) The appeal is to be determined by a simple majority of votes cast by Council members (representing Member Organisations) of The Association See clause [5].

## **PART 3 – THE MANAGEMENT GROUP**

### **13. Powers of the management group**

- (1) The Committee is to be called the Management Group of the Association and, subject to the Act, the Regulation, this Constitution and any resolution passed by the Association in general meeting, the Management Group:
  - a. is to control and manage the affairs of the Association;
  - b. may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution and the By-laws/procedures to be exercised by a general meeting of Member Organisations; and
  - c. has power to perform all such acts and do all such things as appear to the Management Group to be necessary or desirable for the proper management of the affairs of the Association.

### **14. Composition and membership**

- (1) The Management Group is to consist of at least 6 Authorised Officers:
  - a. the office-bearers of the Association; and
  - b. at least two Ordinary Members, each of whom is to be elected at the annual general meeting of the Association pursuant to clause [15]; and
  - c. the Immediate Past Chair.
  
- (2) The office-bearers of the Association will be:
  - a. the Chair
  - b. the Deputy- Chair
  - c. the Treasurer,
  - d. the Secretary
  
- (3) A National Member may have no more than one Authorised Representatives elected to, and/or serve on, the Management Group.
  
- (4) Partner Members may hold no more than 2 positions on the Management Group across all Partner Members.

- (5) A State Member may have no more than one Authorised Representative elected to, and/or serve on the Management Group.
- (6) A member of the Management Group may hold up to two offices other than both the Chair and the Deputy-Chair offices.
- (7) Only Authorised Representatives of the Member Organisations are eligible to be elected to serve on the Management Group.
- (8) Each member of the Management Group is, subject to this Constitution, to hold office until the conclusion of the second annual general meeting following the date of their election.
  - a. Four (4) elected members of the Management Group shall retire in each odd year and two (2) elected members shall retire in each even year.
  - b. The Chair at the end of their two-year term will automatically be appointed as Past Chair until the conclusion of the annual general meeting following the date of the member's retirement as Chair.
  - c. No member shall sit on the Management Group for more than three (3) consecutive terms
- (9) In the event of a casual vacancy occurring in the Management Group, the Management Group may, subject to sub clause [4], appoint an Authorised Representative to fill the vacancy and the Authorised Representative so appointed is to hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.

## **15. Election of Management Group**

- (1) Nominations of candidates for election as office-bearers of the Association or as Ordinary Members:
  - a. must be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - b. must be delivered via post or email to the Public Officer/Secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Management Group, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Management Group are taken to be casual vacancies.

- (4) If the number of nominations received is equal to the number of vacancies to be filled, the Authorised Representatives of the Member Organisations nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and Ordinary Members of the Management Group is to be conducted at the annual general meeting by the Council Members in attendance or via proxy.
- (7) A person nominated as a candidate for election as an office-bearer or as an Ordinary Member of the Management Group must be an Authorised Representative of the Association.

## **16. Secretary**

- (1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (2) Unless otherwise approved by the Management Group, it is the duty of the Secretary to keep minutes of:
  - a. all appointments of office-bearers and Ordinary Members of the Management Group;
  - b. the names of members of the Management Group present at Management Group meetings or general meetings; and
  - c. all meetings of the Management Group, Sub Committees and the Association.
- (3) Minutes of proceedings at a meeting must be signed by the Chair after the meeting or at the next succeeding meeting.
- (4) Minutes are to be kept in written or electronic form and that the Secretary can sign the minutes of meeting proceedings electronically.

## **17. Treasurer**

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

- (1) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- (2) correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

## **18. Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the Management Group, the Management Group may appoint an Authorised Representative to fill the vacancy and the Authorised Representative so appointed is to hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Management Group occurs if the Authorised Representative of a Member Organisation:
  - a. dies, or
  - b. ceases to be an Authorised Representative of the Association, or
  - c. becomes insolvent under administration within the meaning of the Corporations Act, 2011 (Cth) or
  - d. becomes a mentally incapacitated person; or
  - e. resigns office by notice in writing given to the Public Officer, or
  - f. is removed from office under clause 19, or
  - g. is absent without the consent of the Management Group from all meetings of the Management Group held during a period of 6 months
  - h. or is absent without the consent of the Management Group from three consecutive meetings of the Management Group,
  - i. is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - j. is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act, (Cth)

## **19. Removal of Management Group Members**

- (1) The Association in a general meeting may by resolution remove any member of the Management Group from the office before the expiration of the member's term of office and may by resolution appoint another Authorised Representative to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Management Group to whom a proposed resolution referred to in sub-clause [(1)] relates makes representations in writing to the Secretary/Public Officer or Chair (not exceeding 1,000 words) and requests that the representation be notified to Member Organisations, the Secretary/Public Officer or the Chair may send a copy of the representations to each Member Organisation or, if the representations are not so sent, the Management Group member concerned is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **20. Management Group Meetings and quorum**

- (1) The Management Group must meet at least three times in each period of 12 months at such place and time as the Management Group may determine.
- (2) Meetings of the Management Group may be held at 2 or more venues using any technology that gives each of the members of the Management Group reasonable opportunity to participate.
- (3) Additional meetings of the Management Group may be convened by the Chair or by any member of the Management Group.
- (4) Oral or written notice of a meeting of the Management Group must be given by the Secretary/Public Officer to each member of the Management Group at least 48 hours (or such other period as may be unanimously agreed on by the members of the Management Group) before the time appointed for the holding of the meeting.
- (5) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business, which the Management Group members present at the meeting unanimously agree to treat as urgent business.
- (6) Any three elected members of the Management Group constitute a quorum for the transaction of the business of a meeting of the Management Group.
- (7) No business is to be transaction by the Management Group unless a quorum is present. Therefore:
  - (a) If the total number of Management Group members is less than the number required to make a quorum (i.e. less than 3), then the existing Management Group members may appoint enough association members to establish a quorum,
  - (b) if within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (8) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (9) At a meeting of the Management Group:
  - a. the Chair or, in the Chair's absence, the Deputy-Chair is to preside, or
  - b. if the Chair and the Deputy-Chair are absent or unwilling to act, such one of the remaining members of the Management Group as may be chosen by the members present at the meeting is to preside.

## **21. Delegation by the Management Group to Sub Committee**

- (1) The Management Group may, by instrument in writing, delegate to one or more Sub-Committees (consisting of such Member Organisation(s) as the Management Group thinks fit) the exercise of such of the functions of the Management Group as are specified in the instrument, other than:
  - a. this power of delegation; and
  - b. a function, which is a duty, imposed on the Management Group by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a Sub-Committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the Sub Committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause the Management Group may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Management Group.
- (6) The Management Group may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A Sub-Committee may meet and adjourn, as it thinks proper.

## **22. Voting and decisions**

- (1) Questions arising at a meeting of the Management Group or Sub-Committees appointed by the Management Group are to be determined by a majority of the votes of the members of the Management Group or Sub-Committee present at the meeting subject to the following conditions:
  - a. each Authorised Representative present at a meeting of the Management Group or Sub-Committee appointed by the Management Group is entitled to one vote; and
  - b. in the event of an equality of votes on any question, the motion will lapse at that meeting.
- (2) Subject to clause [20(5)], the Management Group may act despite any vacancy on the Management Group.



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

## **PART 4 – GENERAL MEETINGS**

### **23. Annual General meetings**

- (1) The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Association must hold its annual general meetings:
  - a. within 6 months after the close of the Association’s financial year; or
  - b. within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **24. Annual General meeting – calling of and business**

- (1) The annual general meeting of the Association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the Management Group thinks fit.
- (2) In addition to any other business, which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - a. to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - b. to receive from the Management Group reports on the activities of the Association and the Management Group’s progress on the priorities agreed by the Association during the last preceding financial year;
  - c. to elect office-bearers of the Association and Ordinary Members of the Management Group;
  - d. to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.
- (4) An annual general meeting may be held at 2 or more venues using any technology that gives each Authorised Representative a reasonable opportunity to participate.

## **25. Special general meetings – calling of**

- (1) The Management Group may, whenever it thinks fit, convene a special general meeting of The Association.
- (2) The Management Group must, on the requisition in writing of at least 5 percent of the total number of Authorised Representatives convene a special general meeting of The Association.
- (3) A requisition of Authorised Representatives for a special general meeting:
  - a. must state the purpose or purposes of the meeting, and
  - b. must be signed by the Authorised Representatives making the requisition, and
  - c. must be lodged/emailed with the Public Officer, and
  - d. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Management Group fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Public Officer, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Management Group and any member who consequently incurs expenses is entitled to be reimbursed by The Association for any expense so incurred.

## **26. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of The Association, the Public Officer must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of The Association, the Public Officer must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business, which may be transacted under rule 24(2).

- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Public Officer who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **27. Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of Authorised Representatives of Member Organisations entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) A general meeting may be held at 2 or more venues using any technology that gives each of the Authorised Representatives a reasonable opportunity to participate.
- (3) Eight Authorised Representatives present (being Authorised Representatives of Member Organisations entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (4) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting:
  - a. if convened on the requisition of Authorised Representatives, is to be dissolved; and
  - b. in any other case, is to stand adjourned to the same day in the following week at the same time and unless another place is specified at the time of the adjournment by the Authorised Representative presiding at the meeting or communicated by written notice to Authorised Representatives given before the day to which the meeting is adjourned) at the same place.
- (5) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Authorised Representatives present (being at least three) is to constitute a quorum.

## **28. Presiding member**

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

## **29. Adjournment**

- (1) The Chair of a general meeting at which a quorum is present may, with the consent of the majority of Authorised representatives present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Public Officer must give written or oral notice of the adjourned meeting to each Member Organisation of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **30. Making of decisions**

- (1) A question arising at a general meeting of the Association is to be determined by either:
  - a. a show of hands; or
  - b. if on motion of the Chair or if 5 or more Authorised Representatives present at a meeting decide that the question should be determined by a written ballot – a written ballot; or
  - c. in the case of a meeting held at 2 or more venues using technology, in such manner as the Chair concludes fair, reasonable and expedient in the circumstances.
- (2) At a general meeting of the Association, a poll may be demanded by the Chair or by at least three Authorised Representative present at the meeting.
- (3) If the question is to be determined by a show of hands, a declaration by the Chair that a resolution has, on a show of hands, been carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evident of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution.
- (4) If the question is to be determined by a written ballot, a ballot is to be conducted in accordance with the directions of the Chair.

### **31. Special resolution**

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

### **32. Voting**

- (1) On any question arising at a general meeting of the Association, a National Member has two votes, a State Member has one vote and a Partner Member has one vote.
- (2) All votes must be given personally at the meeting or electronically via email to the Public Officer 24 hours prior to the general meeting.
- (3) In the case of an equality of votes on a question at a general meeting, the motion will lapse at that meeting.
- (4) A Council member is not entitled to vote at any general meeting of The Association unless all money due and payable by the member to The Association has been paid.
- (5) A Council member is not entitled to vote at any general meeting of The Association if the Council member is under 18 years of age.

### **33. Proxy**

- (1) Proxy voting may only be undertaken at or in respect of a general, special general or annual general meeting when an Authorised Representative cannot attend in person and another member of the same member organisation is not able to attend in person.

### **34. Postal ballots**

- (1) The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the regulation.

## **PART 5 – MISCELLANEOUS**

### **35. Insurance**

The Association may affect and maintain insurance.

### **36. Funds – source**

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of Member Organisations, donations, grants from the Federal Government Office for Women or other sources and, subject to any resolution passed by the Association in general meeting, such other sources as the Management Group may determine.

- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institutional account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **37. Funds – management**

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

### **38. Change of Name, Objects and Constitution**

- (1) An application to the Director General for registration of a change in the Association's name, objects or Constitution in accordance with Section 10 of the Act is to be made by the Public Officer or a member of the Management Group.

### **39. Custody of books etc.**

- (1) Except as otherwise provided by this Constitution, the Public Officer or such other person nominated by the Management Group must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

### **40. Inspection of books etc.**

- (1) The following documents must be open to inspection, free of charge, by the Authorised Representative of a Member Organisation at any reasonable hour:
  - a. records, books and other financial documents of the Association,
  - b. this Constitution,
  - c. minutes of all Management Group meetings and general meetings of the Association.
- (2) An Authorised Representative of a Member Organisation may obtain a copy of any of the documents referred to in sub clause (1) on payment of a fee of not more than \$1 for each page copied.

### **41. Service of notices**

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

## **42. Financial year**

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

## **43 Winding Up**

This process is undertaken under applied provisions of the Corporations Act 2001 (C'wealth).

The process involves:

- a) passing a special resolution to approve the association being wound up
- b) appointing the Finance & Project Officer to manage the process of realising the association's assets and the orderly winding up of the association's affairs
- c) payment of its debts (if any), and
- d) distribution of any surplus assets to the Funding Body.





