

Counterpoint Community Services Incorporated



proposed updated Constitution 2023

Incorporated under the *Associations Incorporation Act 2009* (NSW) (**the Act**)
and the *Associations Incorporation Regulation 2022* (NSW) (**the Regulations**)

This constitution is informed by Counterpoint's current constitution, the NSW Fairtrade model constitution and advice by Justice Connect following an independent governance review in 2022.

This Draft was Produced on 1/9/2023 by Michael M. Shreenan, EO/ Public officer Counterpoint, and reviewed and recommended for membership adoption by the management committee on 12 October 2023. It is to be tabled by special resolution at the AGM of 24 November 2023

This draft does not constitute legal Advice/ Review.

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Definitions

In this constitution:

committee member means an office-bearer or ordinary committee member.

office-bearer means a committee member who is elected to an office referred to in clause 15.

ordinary committee member means a committee member who is not an office-bearer.

register of members means the register of members maintained under clause 12.

secretary, of the association, means:

- (a) the person holding office under this constitution as secretary, or
- (b) if no person holds that office -the public officer of the association.

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

subcommittee means a subcommittee established under clause 14.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2022*.

Note: The Act and the *Interpretation Act 1987* contain definitions and other provisions that affect the interpretation and application of this constitution.

The *Interpretation Act 1987* applies to this constitution as if it were an instrument made under the Act.

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

The Association's name.

The name of the Association is Counterpoint Community Services Incorporated

2 The Association's objects

The Association's objectives are to assist in the relief of poverty, sickness, suffering, distress, misfortune, destitution or helplessness by fostering the growth of community life and community services, working with community to build capacity, connection, wellbeing and resilience. To achieve the above objective, the Association shall facilitate appropriate activities and offer itself as a charitable and public benevolent organisation and resource for people.

We will work with other community groups and organisations whose objectives are aligned to the Associations. To this end, the Association will pursue resources and operational activities that will aid us in attaining our objectives, including, but not limited to, the provision of:

- Community Development Services for all, with particular emphasis on members of our community in vulnerable situations and people experiencing deep and persistent disadvantage.
- Provision of Community Support Services and Facilities for individuals, families, and community groups
- Capacity Building for individuals, families, community groups and other organisations aligned with our objectives.
- Community Advocacy that is independent and impartial and represents the diversity of our communities, with a particular emphasis on amplifying the voices of community members who have had limited opportunities to share their views with those in positions of power
- Community Events that promote harmony, diversity, and inclusion
- Social Enterprises that enable us to further our aims.
- Specialised children's services that foster education, family support, child safety and wellbeing
- We will partner with other organisations and community groups whose objectives align with our Association and which helps to further our objectives. This will include but is not limited to auspicing, participating in appropriate consortia and inter-agencies, and entering appropriate Memorandums of Understanding (MOU)
- Any other service or activity which furthers or is incidental to our objects.

3 The Association's powers

The Association has the legal capacity of an individual.

The Association has the power to do anything that helps it to achieve its objectives.

Subject to the Act and Regulations, the Association may only:

- Exercise its powers, and
- use its income and assets (including any surplus) for its objects.

4 Use of the Association's income and assets

The Association is a non-profit Registered charity and public benevolent organisation that must apply its funds and assets solely to pursue the Association's objectives.

The Association must not distribute any surplus, income, or assets directly or indirectly to its members.

This rule does not prevent the Association from:

- paying its members reimbursement for expenses properly incurred by them or for goods supplied and services provided by them, if this is done in good faith on terms no more favorable than if the member were not a member or
- distributing any surplus, income, or assets by rules 38 and 38A.

5 Financial years

The financial year of the Association starts on 1 July of each year. It runs for 12 months ('Financial Year'), except for the first financial year of the Association, which starts on the date of incorporation and stops on 30 June.

6 Members

The Association must have at least five members.

Any person who supports the Association's objectives can apply to join the Association as a member.

A 'person' in this rule means an individual, a corporation, or a body, corporate or politic.

7 Membership applications

A person may apply to join the Association as a member by writing on the form determined by the committee and submitted to the Association's Secretary (Secretary).

In this constitution, writing includes email and other correspondence in electronic form.

The Committee (if any) must approve applications for Association membership.

The Committee can approve or reject a membership application. If the Committee denies a membership application, giving reasons for that decision is not required. Still, it must return the annual subscription fee paid by the applicant (if there is a annual subscription fee) and write to the person to tell them their membership application has been rejected. The Committee must consider applications for Association membership and notify the applicant of its decision as soon as practicable.

Following approval, the secretary must enter the applicant's name in the register of members as soon as practicable after the applicant pays the entrance fee and annual subscription fee in accordance with rule 12

The Association must inform the person when their membership has started and whether they have to pay any joining fee and annual subscription fee. Those fees (if any) must be paid within the time specified by the Committee.

8 Membership Fees

The Committee can set or change members' joining and annual subscription fees.

Members must pay the joining fee (if any) and the annual subscription fee (if any) within the time specified by the Committee.

If the member becomes a member on or after 1 July in any financial year - on becoming a member and 1 July in each succeeding financial member does not pay in time, their membership application can be declined. Their membership is suspended until the fee is paid (when membership is suspended, a member cannot exercise their member's rights, such as voting at the Annual General Meeting (AGM)), or their membership may be terminated by rule 11.

9 Members' liabilities

A member of the Association does not have any liability to contribute to the payment of the debts and liabilities of the Association or the costs, charges, and expenses of the winding up of the Association.

10 Members' rights

Members have rights, obligations and liabilities as set out in the Act, the Regulations and this constitution. Subject to any restrictions or requirements in this constitution, the Act or the Regulations, the rights of a member entitled to vote include the right to:

- Receive notice of general meetings and proposed special resolutions in the manner and time prescribed by this constitution.
- Submit items of business for consideration at a general meeting.
- Attend and be heard at general meetings.
- Vote at general meetings.
- Any other rights expressly granted by this constitution.

The rights of a member are not transferable and end when membership stops.

11 Ending membership

Members can stop being a member of the Association at any time by notice in writing to the Secretary.

A member stops being a member if:

- The member resigns by the constitution.
- The disciplinary procedures expel the member set out in the constitution (if any).
- The member dies (if they are an individual), or the member otherwise stops existing.
- the member's joining fee and the annual subscription fee are more than 12 months overdue, or

- where no annual subscription fee is payable, the Secretary has made a written request to the member to confirm they wish to remain a member, and the member has not, within three months after receiving that request, confirmed in writing that they want to stay a member.

When membership ends, the Association will not refund any fees already paid.

Writing includes email and other correspondence in electronic form.

12 Register of members

The Secretary must establish and maintain a register of Association members (Register of Members).

The Register of Members can be kept in written or electronic form and must be held in New South Wales:

- at the central premises of the Association; or
- if the Association has no premises at the Association's official address.

The Register of Members must include the following information:

- The name of the member.
- The address for notice under rule 39.
- The date on which the person became a member and
- the date on which the person ceased to be a member.

The address for the notice may be an email address.

The Secretary must update the Register of Members within 14 days of being notified of a change to the details recorded on the register or the member ceasing to be a member.

If a member requests that any information contained on the Register of Members about the member (other than the member's name) not be available for inspection, that information must not be made available.

A member must not use information about a person obtained from the Register of Members to contact or send material to the person other than for:

- the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association, or
- any other purpose necessary to comply with a requirement of this constitution, the Act or the Regulations.

13 The Committee

The Association is governed by a management committee (Committee) comprising committee members elected under this constitution.

14 The Committee's responsibilities and functions

The Committee is responsible for the management of the affairs of the Association. It can exercise all powers and functions of the Association (consistently with this constitution, the Act, and the Regulations), except for powers and functions that the members must exercise at a general meeting (under this constitution, the Act, or Regulations).

The Committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member, or a member other than the power of delegation or duty imposed on the Committee by the Act or under any other law.

A delegation must be in writing. There can be conditions or limitations on a delegation if the Committee considers it appropriate. The Committee can revoke a delegation in writing in whole or in part.

In addition to the Public Officer, the Committee must appoint at least one other authorised signatory to execute documents on the Association's behalf. An authorised signatory must be a committee member or a member and ordinarily reside in Australia.

Among its other responsibilities, the Committee is responsible for making sure that:

- Accurate minutes of general meetings and association committee meetings are made and kept.
- Any direct or indirect interest of a committee member in a matter that is being or will be considered at a committee meeting is disclosed as soon as possible at that committee meeting and recorded in the Disclosure of Interests Book (as defined in rule 19);

- An up-to-date Register of Committee Members is kept by rule 16, and an up-to-date Register of Members is maintained in accordance with rule 12;
- records that correctly record and explain the Association's financial transactions and financial position are kept, and
- All records, books, documents and securities of the Association are maintained correctly and by this constitution.

15 The committee members

The Committee is made up of the following committee members:

- the Chairperson, the Treasurer, the Secretary (the Office Bearers), and
- up to Six ordinary committee members.

Members of the Association elect committee members at each Annual General Meeting (AGM) by this constitution.

A person is eligible to be elected or appointed as a committee member if they:

- Are a member of the Association.
- Are at least 18 years of age and
- are entitled to vote at a general meeting of the Association.

All members of the Committee must ordinarily reside in Australia.

16 Register of Committee members

The Secretary must maintain a register of committee members by this constitution, the Act and the Regulations (Register of Committee Members).

The Register of Committee Members must contain the following information for each committee member:

- The name, date of birth and residential address of each committee member.
- The date on which the committee member takes office.
- The date on which the committee member vacates office.

- If the committee member holds an Office Bearer position:
 - Their position (Chairperson, Secretary, Treasurer).
 - the date on which they were elected or appointed to the position, and
 - the date on which they ceased to hold the position.

The Register of Committee Members must be kept in New South Wales:

- at the central premises of the Association; or
- if the Association has no premises at the Association's official address.

Any change in the Committee's membership must be recorded in the Register of Committee Members within one month after the change occurs.

The Register of Committee Members must be available for inspection (during reasonable hours), free of charge.

17 Election of the Committee

The ballot for the election of Committee Members is to be conducted at the Annual General Meeting in such usual and proper manner as the committee may direct.

Nominations for each position can be made by notifying the Secretary or their delegate in writing up to 7 days before the AGM.

Candidates must be a Member of the Association and their nomination must be made by the completion of the Nomination form as determined by the committee. Nominations must be signed by 2 other Members of the Association and accompanied by the written consent of the candidate (which should be endorsed on the form of the nomination), and

If the number of candidates for a position is equal or fewer than the number to be elected:

- Those nominated will be elected following a vote of confidence and
- The Committee may fill the remaining vacancies by rule 22.

If there are more candidates for a position than the number to be elected, a ballot must be held as set out below.

The chair of the meeting must appoint a returning officer to conduct the ballot (who may be the chair of the meeting).

The candidates may each make a short speech in support of their election.

The election must be by secret ballot.

The returning officer must give the following:

- each member present in person or by a representative, and
- each proxy appointed by a member,

a blank piece of paper for each ballot (or, for those present using technology, an equivalent means of registering their vote).

For each ballot, voters must:

- Write down the names of the candidate or candidates they wish to vote for, and
- Do not write down the names of more candidates than the number to be elected in that ballot.

Ballot papers that do not comply with these requirements are informal.

Each formal ballot paper where a candidate's name has been written down counts as one vote for that candidate.

The returning officer must declare elected the number of candidates to be elected who receive the most votes, subject to the requirement below.

If two or more candidates receive the same number of votes, and not all of those candidates are to be elected, the returning officer must decide by lot which is to be elected.

Writing includes email and other correspondence in electronic form.

The first full meeting of the Management Committee is to be held within one month of the Annual General Meeting. The Management Committee at their first meeting will vote on office-bearers positions of the Association which will include the following positions:

A. The Chairperson,

B. The Treasurer,

C. The Secretary

18 General duties of Committee members

After being elected or appointed to the Committee, each member must become familiar with this constitution, the Act, and the Regulations as soon as practicable.

The Committee ensures that the Association complies with this constitution, the Act, the Regulations and meets any other legal requirements.

Each committee member must perform their functions for the Association's benefit, as practicable, and with due care and diligence.

Committee members must not use their position as a committee member or information obtained as a committee member dishonestly to gain an advantage for themselves or any other person or cause detriment to the Association.

Committee members may have other obligations under the Act and Regulations, some of which may continue after they stop being committee members.

19 Conflict of interest

If a committee member has:

- a direct or indirect interest in a matter being considered by the Committee, and
- that interest appears to raise a conflict with the proper performance of the committee member's duties,

Then, the committee member must disclose the nature and extent of that interest at a committee meeting as soon as possible.

Unless the Committee determines otherwise, the committee member:

- must not be present while the Committee is considering the matter and
- must not vote on the matter or take part in the decision.

While the Committee determines whether the committee member can be present, take part in or vote on the matter, the committee member who has disclosed the interest must not be present for any discussion of the Committee relating to that determination or take part in making the determination.

Any direct or indirect interest disclosed by a committee member as required by this constitution or the Act must be recorded in a book kept for that purpose (Disclosure of Interest Book).

The Secretary is responsible for keeping and maintaining the Disclosure of Interest Book by this constitution, the Act and the Regulations.

20 Term of office

At each AGM:

- A committee member who has been appointed to fill a casual vacancy under rule 22 automatically retires from their role and
- At least half of the remaining committee members automatically retire.

The committee members who automatically retire will be those who have been longest in office since being elected. Where committee members were elected on the same day, their retirement will be decided by lot unless they agree otherwise.

A committee member who automatically retires under this rule may nominate for election or re-election.

Other than a committee member appointed to fill a casual vacancy, a committee member's term of office starts at the end of the AGM at which they are elected and ends at the end of the AGM at which they retire.

Each committee member must retire at least once every two years.

Committee members can be re-elected for a maximum consecutive term of eight years.

Committee members seeking to stand for longer than the maximum term can only do so by way of a special resolution.

For this rule, a 'year' is the period from one AGM to the next.

21 The Public Officer

The Committee must appoint a Public Officer. The Public Officer can be someone other than a member of the Committee.

The Association's first Public Officer is nominated as a public officer in the application for Association registration.

The Public Officer must be at least 18 years of age, ordinarily reside in New South Wales and notify the relevant Government department of their appointment by the Act.

The Public Officer must perform any duty or function required under the Act, the Regulations, or this constitution to be completed by the Public Officer.

A Public Officer vacates the position of Public Officer if the person:

- Dies.
- Resigns in writing to the Committee.
- Is removed from office by passing a resolution at the Association's general meeting.
- Becomes bankrupt.
- Becomes a mentally incapacitated person.
- Ceases to reside in New South Wales ordinarily or
- in other circumstances as provided in this constitution or the Act.

The Committee must fill any vacancy in the office of Public Officer within 28 days after the vacancy arises (or such other time as specified in the Act from time to time).

If no person holds the position of Secretary, the Public Officer is responsible for the duties assigned to the Secretary in this constitution.

22 Committee member resignations, removal, and casual vacancies

A committee member stops being on the Committee if they:

- Stop being a member of the Association.
- Fail to attend three consecutive committee meetings (other than urgent committee meetings) without leave of absence granted by the Committee.
- Resign by writing to the Committee or the Secretary.
- Are removed by a resolution of members of the Association.
- Become insolvent under administration (within the meaning of the 2001 of the Commonwealth).

- Become a mentally incapacitated person.
- Die.
- are prohibited from being a director of a company under Part 2D.6 (disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth or
- otherwise, stop being a committee member by operation of the Act.

If a committee member stop being on the Committee before the end of their term by this constitution, the Committee can appoint a member of the Association to fill the vacancy on the Committee until the next AGM.

The Committee may act despite any vacancy in its membership.

Note: The Act states that the Association's registration may be cancelled if the Committee fails to have three or more members, each of whom is aged 18 years or more. At least three of them are ordinarily resident in Australia.

Writing includes email and other correspondence in electronic form.

23 Calling Committee meetings

The Secretary or their delegate must give seven days' written notice of a committee meeting to committee members unless the meeting is urgent.

For urgent meetings, the Secretary must ensure at least 24 hours' notice is given (which need not be in writing) unless the committee members unanimously agree to a shorter notice period.

Notice of a meeting must specify the place, date and time of the meeting and the general nature of the business to be conducted at the meeting. If the meeting is to be held via technology, the notice must state this and include instructions for accessing the meeting.

Only the business for which the meeting was called may be conducted at an urgent meeting.

The Committee can decide how often it meets.

The Chairperson may convene committee meetings.

The Chairperson or a majority of committee members may convene an urgent committee meeting.

Writing includes email and other correspondence in electronic form.

24 Committee meetings procedure

As long as all committee members that are present can hear, participate and communicate clearly at the same time, committee meetings may be held at more than one place using technology (such as telephone or video conferencing).

The Chairperson is entitled to chair committee meetings.

Other office bearers are entitled to a chair if the Chairperson is absent, does not wish, or cannot chair the meeting.

Decisions of the Committee at a committee meeting are to be determined by a majority of the committee members' votes. Each committee member has one vote.

There is no voting by proxy.

The chair of the meeting does not have a casting vote. If an equal number of votes are cast for and against a motion or amendment, the meeting chair must declare the motion or amendment lost.

Subject to this constitution, the procedure to be followed at a committee meeting may be determined from time to time by the Committee.

The business may only be conducted at a committee meeting if a quorum is present (either in person or through technology).

Quorum is the presence of 50% of the committee members at the time.

If a Quorum is not present within 30 minutes after the notified commencement time of a committee meeting:

- In the case of an urgent meeting, the meeting lapses.
- In any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date, and place to which the meeting is adjourned must be given by this constitution.

25 Annual General Meetings

The Association must hold an AGM within six months of the end of the Association's Financial Year or such other time as permitted by the Act or Regulations.

The Committee determines the date, time, and place of the AGM.

The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports on the Association's activities in the last Financial Year, receive and consider any financial statement or information required to be submitted to members under the Act and elect committee members.

The AGM may also conduct any other business of which notice has been given by this constitution.

26 Calling a Special General Meeting

The Committee may convene the Association's Special General Meeting (SGM).

An SGM is a general association meeting that is not an AGM.

The Committee must convene a Special General Meeting (SGM) if a request to do so is made by this rule by at least 15% of the total number of members.

This request by members for an SGM must:

- Be in writing.
- State the business to be considered at the meeting and any resolutions to be proposed.
- Include the names and signatures of the members requesting the meeting.
- Be given to the Secretary.

If the Committee does not convene an SGM within one month after the date on which the request is made, the members making the request (or any of them) may convene the SGM.

An SGM convened by members must:

- be held within three months after the date on which the original request was made, and

- only consider the business stated in that request.

The Association must reimburse all reasonable expenses incurred by the members convening an SGM.

Writing includes email and other correspondence in electronic form.

27 Notice of general meetings

In this constitution, a reference to a general meeting includes an AGM or an SGM.

Notice of the date, time and place of a general meeting must be provided to members at least 14 days (or 21 days if a special resolution is proposed) before the meeting date in writing to each member's postal or email address listed on the members register.

If the general meeting is to be held via technology, the notice must state this and include instructions for accessing the meeting.

The notice must specify whether the general meeting is an AGM or an SGM.

Notices of general meetings must include all proposed matters and motions to be dealt with at that meeting.

If a special resolution is proposed, the notice must also include the following:

- the full proposed resolution and
- a statement of the intention to propose the resolution as a special resolution.

Writing includes email and other correspondence in electronic form.

28 General meetings procedure

As long as all members present at the meeting can hear and communicate simultaneously, general meetings may be held at multiple places using technology (such as telephone or video conferencing).

A member participating in a general meeting using technology as permitted under this constitution is taken to be present at the meeting and, if the member votes at the meeting, is assumed to have voted in person.

The Chairperson is entitled to chair general meetings.

The Deputy Chairperson is entitled to chair if the Chairperson is absent or does not wish to chair the meeting.

If neither the Chairperson nor the Deputy Chairperson is present, or if neither wishes to chair the meeting, the meeting must elect another member to chair.

Decisions at a general meeting must be made by majority vote (subject to the provisions in this constitution regarding special resolutions).

Other than resolutions being voted on by way of a postal or electronic ballot, votes must be held by:

- where no member has appointed a proxy on that member's behalf, a show of hands, or
- Otherwise, a written ballot

or, in either case, another method determined by the chair that is fair and reasonable in the circumstances.

If a vote is held initially by show of hands (or any other manner specified by the chair), any member may request a vote be held again by written ballot. A ballot must be conducted by the procedure determined by the chair.

For this rule, a member who is not an individual may appoint a representative to act on its behalf either at all meetings of members or at a specific meeting and may change any such appointment from time to time. An appointment form appointing a representative for an indefinite period may be relied on by the Committee until the member provides notice of Revocation of the appointment. The Secretary must receive an appointment form (in the form approved by the Committee, if any) at least 24 hours before a meeting at which such a representative will act.

Subject to the Act and this constitution, each member has one vote on any question arising at the meeting.

The chair of the meeting does not have a casting vote.

Members may not vote by proxy at general meetings.

29 Quorum for general meetings

Business may only be conducted at a general meeting if a quorum of members entitled under this constitution to vote is present (either in person or through technology).

A Quorum is 15% of the members or any 12 association members, whichever is higher.

The chair may adjourn the meeting if a quorum is not reached within 30 minutes of the meeting start time or if there needs to be more time at a meeting to address all business. Notice of the date, time and place of the adjourned meeting must be sent to members as soon as practicable after the meeting. This notice must only comply with this constitution's time for notice requirements if the adjourned meeting is more than 14 days after the original meeting date.

If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least 6) are to constitute a quorum.

No other business may be conducted at an adjourned meeting, other than the business that remained unfinished when the meeting was adjourned.

30 Postal or electronic ballot

Unless otherwise specified in this constitution, the Association may hold a postal or electronic ballot for members to vote on any matter or resolution (including matters to be determined by special resolution).

The Committee is responsible for deciding whether a postal and or electronic ballot will be held.

A postal or electronic ballot is to be conducted by Schedule 3 of the Regulations.

31 Special resolutions

A special resolution is passed if it is supported by at least three-quarters of the votes cast by members of the Association who are entitled to vote on the resolution.

32 Custody of documents and members' access to documents

The Treasurer must ensure custody of the financial records of the Association. The financial records must correctly record and explain the Association's financial transactions and position.

The Treasurer must ensure that financial records of the Association are kept in either written or electronic form for at least seven years after the record was made (or any more extended period as required by law).

The Secretary must ensure custody of all books, documents, and securities of the Association (other than the financial records held by the Treasurer by this constitution).

The Secretary must ensure a Register of Committee Members is maintained, a Disclosure of Interest Book and a Register of Members by this constitution, the Act and the Regulations.

The Secretary must ensure that minutes of general meetings and committee meetings are kept in either written or electronic form for at least five years after the record was made (or any more extended period as required by law).

If the Association's records, books and documents are kept electronically, they must be convertible into hard copies.

A member may, subject to this constitution, inspect the following records, books, and documents of the Association, free of charge at any reasonable hour:

- The Register of Members.
- The Register of Committee Members.
- The Disclosure of Interest Book.
- The Constitution of the Association.
- minutes of committee meetings and general meetings of the Association; and
- other books, documents and securities of the Association, including financial records, contracts, and, if kept, the asset records of the Association.

A member can write to the Secretary requesting copies of a record, book, or association document.

The Association must provide copies of a record, book, or document of the Association if a member requests copies per this constitution (unless the Association is permitted to refuse the request per this constitution).

If the Association determines a member is entitled to a copy of the record, book, or document. In that case, it must be made available to the member within a reasonable time of the request.

Subject to the Act and Regulations, the Association can charge a reasonable fee for providing copies.

Subject to the Act and Regulations, and other than the Register of Committee Members and Disclosure of Interest Book, the Association can refuse a request to inspect or get copies of the books, records and documents of the Association or provide only limited access if they contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.

33 Disciplining members and right of appeal

The Committee can discipline a member of the Association if it considers the member has breached this constitution or if the member's behaviour is causing (or has caused) damage or harm to the Association.

The Committee must arrange a disciplinary procedure that meets these requirements:

- The member must be notified in writing that disciplinary action is being considered and the reasons for it;
- An unbiased decision-maker must determine the outcome.
- The member must have the opportunity to make submissions to the decision-maker, who must take those submissions into account in determining the outcome and
- The disciplinary procedure must be completed as soon as reasonably practicable.

A disciplinary procedure may only result in suspending or expelling a member or a finding that no action should be taken. The Association cannot fine a member.

The Secretary must notify the member in writing of the outcome of a disciplinary procedure, including the reasons for the decision. This notice must be provided to the member within seven days after the disciplinary process has concluded.

Despite any other provision in this constitution, a member whose membership has been suspended by the disciplinary procedure is not eligible to be elected or appointed as a committee member and is not entitled to vote at a general meeting while the suspension remains in effect.

A member may appeal the outcome of a disciplinary procedure at a general meeting of the Association.

If a member intends to appeal the outcome of a disciplinary procedure, they must notify the Secretary in writing within seven days after notice of the outcome of the disciplinary process is given to the member.

If the Secretary receives a notice from a member, the Secretary must notify the Committee. The Committee must convene a general association meeting within 28 days after the date on which the Secretary received the notice.

At a general meeting of the Association convened for this purpose:

- The Committee and the member must be allowed to state their cases orally, in writing, or both and
- The members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked, and
- No business can be dealt with at the meeting.

The appeal is to be determined by a simple majority of votes cast by association members. A postal or electronic ballot may not determine the request.

34 Resolving disputes.

If there is a dispute between:

- a member and the Association; or
- a member and another member,

In any matter related to the Association, the people involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to them all (Negotiation Period). To avoid doubt, a member of this rule includes a committee member.

If the dispute can't be resolved between the people involved within the Negotiation Period, the following grievance procedure must be followed:

- The person or people with a grievance must, within 14 days after the Negotiation Period, write to the Committee and any other people affected and explain their grievance (Grievance Notice);
- The Committee must, within 14 days after receipt of a Grievance Notice, appoint an unbiased mediator to hear from all the people involved and try to find a solution. The person or people providing the Grievance Notice must pay the costs of the mediator unless the Committee determines that the Association should meet those costs;
- The Committee must give the people involved reasonable notice of the time and place of the mediation, which must be held as soon as practicable after the appointment of the mediator.
- At the mediation conference, each person must have an opportunity to be heard and
- All people involved in the dispute must do their best to resolve it.
- If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.

35 Funds

The Association's funds can be from membership fees (if any), donations, grants, fundraising, service fees, contracts, interest, and any other sources approved by the Committee.

The Association's funds are to be used solely in pursuance of the Association's objectives in the manner that the Committee determines.

The Committee may determine such procedures governing the management of the Association's funds as appropriate.

Cheques (if used by the Association), EFT transfers or cash payments made from the Association's funds and all other financial transactions must be authorised as determined by the Committee from time to time.

Financial records must be kept and stored in either electronic or hard copy for seven years after the record was made (or such other periods as required by law).

36 Common seal

The Association does not have a common seal.

37 Changing the constitution.

Subject to the Act and Regulations, this constitution may be changed, added to, or replaced only by a special resolution of the Association's members at a general meeting.

38 Winding up the Association.

The members may vote by special resolution at a general meeting to wind up the Association or voluntarily cancel its registration.

If the Association is wound up or voluntarily cancelled, any surplus property must only be distributed to the members or former members of the Association if the member or former member is an organisation described below.

The surplus property of an association is the property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up or voluntary cancellation of the Association.

Subject to the Act, the Regulations, any other applicable law and any court order, if the Association is wound up, any surplus property must be given or transferred to another fund, authority or institution, which is in each case:

- charitable at law
- required to pursue charitable purposes similar to, or inclusive of, the purposes of the Association;
- required to apply its income and assets in promoting its purposes;
- prohibited from making distributions to its members to at least the same extent as the Association;
- endorsed as a deductible gift recipient within the meaning of the *Income Tax Assessment Act 1997* (Cth), and
- selected at or about the time by a special resolution of members.

38A Revocation of deductible gift recipient endorsement

Subject to the Act, the Regulations, any other applicable law and any court order, if the Association's endorsement as a deductible gift recipient is revoked (whether or not the Association is to be wound up), any surplus:

- gifts of money or property for the principal purpose of the Association;
- contributions made about an eligible fundraising event held for the principal purpose of the Association, and
- money received by the Association because of such gifts and contributions,

held at the time of the Revocation must be given or transferred to another fund, authority or institution that meets all the requirements listed under rule 38.

39 Notices

Members must give the Association their address for notices and any change in that address.

The address for notices may include an email address.

The Secretary must ensure the enter of any change in a member's address in the members' register by rule 12.

Notice may be given to a member by sending it to the address last provided by the member.

Members may give notice to the Association or the Committee by sending the notice by post to the registered address. If the Committee determines that it is appropriate, email the Association's email address or the Secretary.

In this constitution, a period of notice of a meeting is expressed in days:

- does not include the day on which notice is given, but
- includes the day on which the meeting is held.

Notices sent by post are taken to have been given on the fourth day after posting that is not a Saturday, Sunday or public holiday at that address.

Notices sent by email are taken to have been given on the first day after sending that is not a Saturday, Sunday or public holiday at that address.

In this rule, ' member' includes a committee member.