



Bellambi Neighbourhood Centre Inc.

Bellambi Neighbourhood Association Inc.
49A Cawley Street, Bellambi NSW

Constitution

December 5th 2017

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1 Definitions

(1) In this constitution:

ordinary Board member means a member of the Board who is not an office-bearer of the association.

member means a registered financial member of the Association.

natural person means an individual and not a company or an individual representing a company

president means the person holding office under this constitution as president of the association.

public officer means the person appointed to be the Public Officer of the Association in accordance with the *Associations Incorporation Act 2009* (NSW).

secretary means:

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

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

treasurer means the person holding office under this constitution as treasurer of the association.

the Act means the *Associations Incorporation Act 2009* (NSW).

the Regulation means the *Associations Incorporation Regulation 2016* (NSW).

vice president means the person holding office under this constitution as vice president of 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

- (1) A person is eligible to be a member of the association if:
 - (a) the person is a natural person, and
 - (b) the person has applied and been approved for membership of the association in accordance with clause 3

3 Application for membership

- (1) An application by a person for membership of the association:
 - (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee;
 - (b) must be lodged (including by electronic means, if the committee so determines) with the secretary of the association; and
 - (c) accompanied by the membership fee outlined in clause 8.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the next ordinary Board meeting, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the Board makes that determination, the secretary must notify the applicant in writing (including by email or other electronic means, if the Board so determines) that the Board approved or rejected the application (whichever is applicable).
- (4) The secretary must, on payment by the applicant of the amounts referred to in subclause (1) (c) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

4 Cessation of membership

- A person ceases to be a member of the association if the person:
- (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the association, or
 - (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

5 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6 Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least 1 month (or any other period that the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member, or with immediate effect if desired.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7 Register of members

- (1) The secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales at the main premises of the association.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour, following a request in writing to the Board.
- (4) Any member exercising their right to inspect the registry under this clause is limited to inspecting a list of association members names and financial status only.
- (5) A member of the association may not obtain a copy of any part of the register.
- (6) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (7) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association as authorised by the Board, or
 - (b) any other purpose necessary to comply with a requirement of the Act or

the Regulation as authorised by the Board.

8 Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$2.00 plus GST or, if some other amount is determined by the Board, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee of \$1 plus GST or, if some other amount is determined by the Board, that other amount:
 - (a) except as provided by paragraph (b), before the first day of the financial year of the association in each calendar year, or
 - (b) if the member becomes a member on or after the first day of the financial year of the association in any calendar year—on becoming a member and before the first day of the financial year of the association 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) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, is to be resolved as outlined in the Dispute Resolution Policy and Procedures.

11 Disciplining of members

- (1) A complaint may be made to the Board by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has willfully acted in a manner prejudicial to the interests of the association.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board decides to deal with the complaint, the complaint will be dealt with in accordance with the Complaint and Dispute Resolution Policy and

Procedure.

- (4) The Board may, by resolution, expel the member from the association or suspend the member 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 and the expulsion or suspension is warranted in the circumstances.
- (5) If the Board expels or suspends a member, the secretary must, within seven (7) days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

12 Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the Board under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the Board, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 The Board

13 Powers of the Board

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

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all the acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the association.

14 Composition and membership of Board

- (1) The Board is to consist of:
 - (a) the office-bearers of the association, and
 - (b) a minimum of three (3), and a maximum of five (5), ordinary Board members,

each of whom is to be elected at the annual general meeting of the association under clause 15.
- (2) The total number of Board members is to be a maximum of nine (9).
- (3) The office-bearers of the association are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (4) A Board member may hold up to 2 offices (other than both the offices of president and vice-president).
- (5) There is no maximum number of consecutive terms for which a Board member may hold office.
- (6) Each member of the Board is, subject to this constitution, to hold office until immediately before the election of Board members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

15 Election of Board members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary Board members:

- (a) must be made in writing, signed by two (2) 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 to the secretary of the association at least seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) After the close of nominations the Secretary is responsible for providing that a list of people nominating for positions to be displayed on the Notice Board of the Centre, no later than five (5) days before the annual general meeting at which the election is to take place.
 - (3) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
 - (4) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
 - (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
 - (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
 - (7) The ballot for the election of office-bearers and ordinary Board members of the Board is to be conducted at the annual general meeting in any usual and proper manner that the Board directs.
 - (8) A person nominated as a candidate for election as an office-bearer or as an ordinary Board member of the association must be a member of the association.

16 Secretary

- (1) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the Board, and
 - (b) the names of members of the Board present at a Board meeting or a general meeting, and
 - (c) all proceedings at Board meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be circulated to all Board members at least seven (7) days prior to the next meeting of the Board. The Board must then accept the minutes of the previous meeting as being true and accurate at that meeting.

17 Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that

all payments authorised by the association are made, and

- (b) that 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 Board, the Board may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Board occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) becomes a mentally incapacitated person, or
 - (f) is absent without the consent of the Board from 3 consecutive meetings of the Board, or
 - (g) 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
 - (h) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

19 Board meetings and quorum

- (1) The Board must meet at least three (3) times in each period of 12 months at the place and time that the Board may determine.
- (2) Additional meetings of the Board may be convened by the president or by any member of the Board.
- (3) Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least seven (7) days (or any other period that may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (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 Board members present at the meeting unanimously agree to treat as urgent business.

- (5) Half of the members of the Board constitutes a quorum for the transaction of the business of a meeting of the Board.
- (6) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a new date as notified to members by the Secretary.
- (8) At a meeting of the Board:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the Board chosen by the members present at the meeting is to preside.

20 Use of technology at Board meetings

- (1) A Board meeting may be held at two (2) or more venues using any technology approved by the Board that gives each of the Board's members a reasonable opportunity to participate.
- (2) A Board member who participates in a Board meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

21 Delegation by Board to sub-Board

- (1) The Board may, by instrument in writing, delegate to one or more sub-Boards (consisting of the member or members of the association that the Board thinks fit) the exercise of any of the functions of the Board that are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- (2) Sub-Boards must act in accordance with the Delegations Policy and Procedure
- (3) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (4) Any act or thing done or suffered by a sub-Board 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 Board.
- (5) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (6) A sub-Board may meet and adjourn as it thinks proper.

22 Voting and decisions

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

Part 4 General meetings

23 Annual general meetings - holding of

- (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 six (6) months after the close of the association's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

24 Annual general meetings – calling of, notice and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the Board thinks fit.
- (2) Members of the association must be given fourteen (14) days notice of the holding of the annual general meeting, or twenty-one (21) days notice if the annual general meeting is to consider a special resolution.
- (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 Board reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary Board members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

25 Special general meetings - calling of, notice and business at

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The Board must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:

- (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) The Secretary must table the requisition for a special general meeting at the next ordinary meeting of the Board. The Board must convene the special general meeting within one (1) month of the meeting in which the requisition for a special general meeting was tabled.
- (5) Members of the Association must be given fourteen (14) days notice of the special general meeting, or twenty-one (21) days notice if a special resolution is to be considered.
- (6) For the purposes of subclause (3):
- (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.
- (7) No other business, apart from that listed on the requisition may be considered at the special general meeting.

26 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five (5) members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of members—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to another date and time as determined by the committee.

27 Presiding member

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

28 Adjournment

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

29 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a secret written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the Board under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

30 Special resolutions

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

31 Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

32 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

33 Postal or electronic ballots

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

Part 5 Miscellaneous

34 Insurance

The association may effect and maintain insurance.

35 Funds - source

- (1) The funds of the association are to be derived from annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, any other sources that the Board determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

36 Funds - management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

37 Association is non-profit

- (1) Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.
- (2) The Association must not continue to operate if insolvent.

38 Distribution of property on winding up of association

- (1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that 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 of the association.

39 Change of name, objects and constitution

- (1) An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Board member.
- (2) This Constitution may only be amended by Special Resolution.

40 Custody of books

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the Board determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

41 Inspection of books

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all Board meetings and general meetings of the association.
- (2) A member of the association may not obtain a copy of any of the documents referred to in subclause (1).
- (3) Despite subclauses (1) and (2), the Board may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

42 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which

- it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

43 Financial year

The financial year of the association is:

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