



Constitution

CLAN – Constitution

Classification Restricted to Committee

Version 1.1

Date 18 March 2018

Secretary

Maintenance The Constitution is maintained by the Secretary. For accuracy, there will only be one working copy of the Constitution and this is the copy maintained by the Secretary. Changes to the Constitution can only be made as a result of agreement to do so at the Annual General meeting of CLAN or by exception in extraordinary circumstances and only by special resolution of the Association.

Changes to the Constitution must be notified to the Department of Fair Trading and the Australian Taxation Office.

Change history

Date	Change Request	Approval	Date amended	By whom
180608	Update to reflect that CLAN is a not-for-profit non government charitable organisation. Update to include CLAN's Vision, Mission and goals (objects).	Committee meeting on 180608	290608	Cath Cole
151008	In the event of the Association dissolving the amount that remains after the dissolution and satisfaction of all the debts and liabilities shall be transferred to an organisation that has been accredited by AusAID and is signatory to ACFID (http://www.acfid.asn.au/).	Committee meeting on 151008	191008	Cath Cole
040709	Update to include rules in relation to the establishment of a Relief Fund for the purpose of providing relief to people in a country declared by the Minister for Foreign Affairs to be a developing country – See section 44. Addition to the requirement that changes can only be made to the Constitution at the Annual General Meeting to include extraordinary circumstances and only by special resolution of the Association. Changes are to be notified to the Department of Fair Trading and the Australian Taxation Office.	Committee meeting on 080809	080909	Cath Cole

Date	Change Request	Approval	Date amended	By whom
28/04/12	<p>Page 1 - Prepared by Secretary.</p> <p>Page 5, 1 Preamble, insert - CLAN has been approved by AusAID for Overseas Aid Gift Deduction Scheme (OAGDS) status, endorsed by the Australian Taxation Office as a Deductible Gift Recipient (DGR) and is a signatory to ACFID Code of Conduct.</p> <p>Rewording of the Preamble B. Objects - CLAN's Vision, CLAN's Mission and CLAN's Objects</p> <p>Insert Section 1 Categories of Membership</p> <p>Section 14.2 insert (e) Public Officer.</p> <p>Section 20.5 – insert – with at least two members who are the Office Bearers.</p> <p>Section 38 Common Seal – There is no Common Seal of the Association.</p> <p>Changes are to be notified to the Department of Fair Trading and the Australian Taxation Office.</p>	<p>Extraordinary Meeting of the Association 28/04/12</p>	28/04/12	Boonseng Leelarthaepin
21/06/17	Changes due to updated Act (2009) and Regulations (2016)	Meeting of the Association 21 June 2017		Changes agreed at CLAN Association Meeting

Date	Change Request	Approval	Date amended	By whom
09/03/2018	<p>Changes due to updated (i) Act (2009) and Regulations (2016) (ii) ACFID Code of Conduct 2017</p> <p>Update 'developing countries of the world' to 'resource poor settings of the world'.</p> <p>Changes to 1(2) Category of membership – Association Member from voting to no voting rights unless elected as an ordinary member of the Committee.</p> <p>Changes to 15 Composition of committee (1)(a) from three to two ordinary members; and 15(2) from eight to seven members of the Committee,</p>		09/03/2018	Cath Cole

Constitution of CLAN

1 Preamble

- A Definitions and Interpretation
- B Objects

2 Membership

- 1 Categories of membership
- 2 Supporters of CLAN
- 3 Membership qualifications
- 4 Application for membership
- 5 Cessation of membership
- 6 Membership entitlements not transferable
- 7 Resignation of membership
- 8 Register of members
- 9 Fees and subscriptions
- 10 Members' liabilities
- 11 Resolution of internal disputes
- 12 Disciplining of members
- 13 Right of appeal of disciplined member

3 Governing Body – the Committee

- 14 Powers and Duties of the Committee
- 15 Composition and membership of the Committee
- 16 Election of members of the Committee
- 17 Roles and Responsibilities of the Office Bearers
- 18 Casual Vacancies on the Committee
- 19 Removal of member of the Committee
- 20 Meetings of the Committee
- 21 Delegation by Committee to sub-Committee
- 22 Voting and decisions of the Committee and sub-Committees

4 General meetings

- 23 Annual general meetings – holding of
- 24 Annual general meetings – calling of and business
- 25 Special General Meetings – calling of
- 26 Notice
- 27 Procedure
- 28 Presiding member
- 29 Adjournment
- 30 Making of decisions
- 31 Special resolution

- 32 Voting
- 33 Appointment of proxies

5 Miscellaneous

- 34 Insurance
- 35 Funds – source
- 36 Funds – management
- 37 Alteration of objects and rules
- 38 Common seal
- 39 Custody of books
- 40 Inspection of books
- 41 Service of notices
- 42 Dissolution
- 43 Remuneration
- 44 Establishment and operation of a Relief Fund

6 Appendices

- 1 Application for Membership
- 2 Form of Appointment of Proxy

Constitution of CLAN

1 Preamble

CLAN (Caring & Living as Neighbours) is a not-for-profit, non-government charitable organisation. It is an incorporated association incorporated under the *Associations Incorporation Act 2009* (NSW) and the *Associations Incorporation Regulation 2016* (NSW) (the *Act* and the *Regulations*)

CLAN has adopted the Model Rules for Incorporated Associations under the *Associations Incorporation Act 2009*(NSW) as published by the NSW Office of Fair Trading 2016 with some variations. Variations have been made to the Constitution based on the Model Rules for Incorporated Associations to improve the relevance of the rules to the governance and operation of CLAN.

CLAN has been approved by AusAID for Overseas Aid Gift Deduction Scheme (OAGDS) status, endorsed by the Australian Taxation Office as a Deductible Gift Recipient (DGR) and is a member of ACFID, and signatory to the ACFID Code of Conduct 2016.

CLAN is governed by legislation that applies to its endeavours and activities. This includes knowledge of, and applying legislation which may impact on guiding CLAN's strategy, financial management, annual planning and reviews for its programs and activities.

A Definitions and interpretation

(1) In these rules:

Association means CLAN (Caring & Living as Neighbours).

Commissioner means the Commissioner of the NSW Office of Fair Trading.

Committee means the officer bearers who make up the Committee charged with the governance of CLAN (Caring & Living as Neighbours).

Office Bearer means an office bearer of the Association as referred to in rule 14(2).

Secretary means:

- (a) the person holding office under these rules as secretary of the Association; or
- (b) if no such 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.

The Act means the *Associations Incorporation Act 2016* (NSW).

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

- (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* (NSW) apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

B Objects

(1) **CLAN's vision:**

Children with chronic health conditions living in resource poor settings of the world have a quality equivalent to that of children living in developed countries.

(2) **CLAN's Mission:**

To maximise quality of life for children (and their families) who are living with chronic health conditions in resource poor settings of the world.

(3) **CLAN Objects (five pillars)**

CLAN seeks to maximise quality of life for all children living with chronic health conditions in resource poor settings of the world by supporting multi-sectoral action focusing on:

1. Access to affordable medication and equipment
2. Education (of children, families, health professionals, policy makers and the international community), research & advocacy
3. Optimal medical management (primary, secondary & tertiary prevention, with a bio-psycho-social focus)
4. Encouragement of Family Support Group networks
5. Alleviation of poverty by reducing financial burdens and helping families to find a pathway to financial independence so that all members of the international community can enjoy healthy and happy lives, and know that their neighbours care.

2 Membership

1 Categories of Membership

There are four categories of membership, each with different membership fees, benefits, rights and responsibilities, attendance and voting rights. The four categories are:

(1) Office Bearers

Office Bearers should be financial members of CLAN, should attend meetings as scheduled, have voting rights at each meeting, and should assume specific roles and responsibilities allocated for each position.

(2) Association Members

Association members should be financial members of CLAN, should attend Association Committee meetings as scheduled, have no voting rights at each meeting unless elected as ordinary members of the committee, and should assume specific roles and responsibilities allocated for each position.

(3) Honorary Associate Members

The Honorary Associate Members are members who have been important friends of CLAN and have contributed significantly to CLAN's activities and are conferred as Honorary Associate Members by invitation. Honorary Associate Members do not pay annual fees, no voting rights at meetings, and can attend Committee meetings by invitation only.

2 Supporters of CLAN

This includes any supporters of CLAN, fund raisers, donors, volunteers, and friends of CLAN. Supporters- will not pay annual fees, have no voting rights, do not attend Association meetings except by invitation only.

3 Membership qualifications

A person is eligible to be a member of the Association if the person is a natural person and :

- (1) who has applied for membership of the Association as provided by rule 3, and
- (2) who has been approved for membership of the Association by the Committee of the Association.

4 Application for membership

- (1) An application of a person for membership of the Association must be made by in writing (including by email or other electronic means, if the committee so determines) with the secretary of the association, in the form set out in Appendix 1 to these rules and:
 - (a) must be accompanied by the sum payable under these rules by a member as the initial membership fee and annual membership subscription; and
 - (b) must be lodged with the secretary of the Association.
- (2) As soon as practicable after receiving an application for membership and the sum referred to in rule 3(1)(a), the secretary must refer the application to the Committee, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the Committee makes that determination, the secretary must:
 - (a) notify the applicant, in writing (including by email or other electronic means, if the committee so determines), that the Committee approved or rejected the application (whichever is applicable); and
 - (b) if the Committee rejected the application, refund to the applicant any sums paid by them under rule 3(1)(a).
- (4) The secretary must, as soon as practicable after the approval of the application for membership, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

5 Cessation of membership

A person ceases to be a member of the Association if the person:

- (1) dies; or
- (2) resigns membership in accordance with rule 6; or
- (3) is expelled from the Association in accordance with rule 11, or
- (4) fails to pay the annual membership fee within 3 months after the fee is due.

If a member of the Association ceases to be a member, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

6 Membership entitlements not transferable

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

- (1) is not capable of being transferred or transmitted to another person; and
- (2) terminates on cessation of the person's membership.

7 Resignation of membership

- (1) A member of the Association is not entitled to resign that membership except in accordance with this rule 6.
- (2) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving notice of at least one month (or such other period as the Committee 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. The secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

8 Register of members

- (1) The secretary of the Association 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 at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour or on reasonable request by the member.
- (3) A member of the Association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Committee, that other amount.
- (4) 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.

- (5) 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, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (6) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

9 Fees and subscriptions

- (1) A member of the Association must, on admission to membership, pay to the Association a fee of \$25 or, if some other amount is determined by the Committee from time to time, that other amount.
- (2) In addition to any amount payable by the member under rule 8(1), a member of the Association must pay to the Association an annual membership fee of \$25 or, if some other amount is determined by the Committee from time to time, that other amount:
 - (a) except as provided by rule 8(2)(b), before 1 July in each calendar year; or
 - (b) if the member becomes a member on or after 1 July in any calendar year or on becoming a member and before 1 July in each succeeding calendar year.

10 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 rule 8.

11 Resolution of internal disputes

- (1) Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983 (NSW)*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

12 Disciplining of members

- (1) A complaint may be made to the Committee by any person that a member of the Association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - (b) Has wilfully acted in a manner prejudicial to the interests of the Association.
- (2) On receiving such a complaint, the Committee:
 - (a) may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
 - (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The Committee 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.
- (4) If the Committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under rule 12.
- (5) The expulsion or suspension does not take effect until the later of:
 - (a) the expiration of the period within which the member is entitled to appeal under rule 12 against the resolution concerned; or
 - (b) if the member exercises the right of appeal, unless and until the Association confirms the resolution under rule 12(5).

13 Right of appeal of disciplined member

- (1) A member may appeal to the Association in general meeting against a resolution of the Committee under rule 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 rule 12(1), the secretary must notify the Committee, 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 rule 12(3):
 - (a) no business other than the question of the appeal is to be transacted; and
 - (b) the Committee 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) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

3 Governing Body – the Committee

The management structure of CLAN is based on CLAN’s Office Bearers and Committee Members. The Committee is legally responsible for planning, managing and reviewing all activities. CLAN may delegate duties to members for a specific project or program.

14 Powers and Duties of the Committee

(1) Powers of the Committee

The Committee, subject to the *Act*, the *Regulation* and these rules and to any resolution passed by the Association in general meeting:

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

(2) Duties of the Committee

The Committee is responsible for managing the affairs of CLAN, in accordance with its constitution and the *Act* and *Regulations*.

The duties and responsibilities of the Committee include:

- (a) management of financial affairs and financial viability;
- (b) ensuring that CLAN acts in accordance with its objects or purposes;
- (c) ensuring that it meets all legal obligations;
- (d) receiving annually audited financial statements;
- (e) guiding strategic direction, annual planning including goals and activities;
- (f) conducting reviews and monitoring of projects and programs;
- (g) identification and management of any conflict of interest situations;
- (h) regular reviews of risks associated with CLAN’s status and projects/programs.

15 Composition and membership of the Committee

- (1) Subject to section 14 of the *Regulations*, the Committee is to consist of the
 - (a) Office Bearers of the Association.
The Office Bearers of the Association are to be the:
 - (i) President;
 - (ii) Vice-President;
 - (iii) Treasurer;
 - (iv) Secretary;
 - (v) Public Officer.
 - (b) at least 2 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 15
- (2) The total number of committee members is to be 7.
- (3) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (4) There is no maximum number of consecutive terms for which a committee member may hold office.
- (5) An Induction Program will be implemented for any new Office Bearer or committee member elected to the Committee.
- (6) Each member of the Committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

16 Election of members of the Committee

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
 - (a) must be made in writing, signed by 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 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 committee, 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 committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons 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 committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

17 Roles and Responsibilities of Office Bearers

Note:

(1) President

The President's responsibilities include, but are not limited to:

- (a) guide and oversee areas of governance relevant to CLAN such as policies and procedures, financial and legal situation and strategic plan
- (b) work with Association members, partners and the community to implement CLAN's mission and Framework for Action

(2) Vice-President

The Vice-President assists the President on the governance and goals of CLAN. Responsibilities include, but are not limited to:

- (a) assist in research, planning and implementing projects, reviewing and monitoring activities
- (b) may have special areas of responsibility.

(3) Secretary

It is the duty of the secretary to:

- (a) keep Minutes (whether in written or electronic form) of:
 - (i) all appointments of Office Bearers and members of the Committee;
 - (ii) the names of members of the Committee present at a Committee meeting or a general meeting; and
 - (iii) all proceedings at Committee meetings and general meetings.
- (b) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (c) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (c).

(4) Treasurer

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

- (a) that current financial reports are available for each Committee meeting
- (b) that all money due to the Association is collected and received and that all payments authorised by the Association are made; and

- (c) 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; and
- (d) organising and presenting the annual balance sheet and accounts to members of CLAN at the Annual General Meeting (AGM)
- (e) that all financial records must be kept for at least 5 years.

(5) Public Officer

The Public Officer is responsible for acting as the official contact for CLAN. Responsibilities include, but not limited to:

- (a) notify legal entities of any changes in CLAN's affairs or financial position
- (b) management of CLAN's documents and records as required
- (c) act as a signatory for official documents
- (d) lodge required forms.

(6) Responsibilities of Committee members

Governance

- Know, understand and implement CLAN's governance and statutory obligations
- Be familiar with the organisation's constitution, including the specific roles and responsibilities of the Committee
- Regularly attend Committee meetings and participate in decision making
- Contribute to CLAN's strategic planning and implementation of programs and activities through active involvement and support
- Take responsibility for particular areas of work, which may involve sub-committees
- Provide induction for new Committee members

Financial

- Approve relevant documents, including documents related to the organisation's finances;
- Ensure the organisation's compliance with funding agreements, policies, legislation and regulations
- Manage the organisation's risk (i.e. minimise the impact of potential barriers preventing the organisation from achieving its objectives efficiently and effectively)
- Ensure that appropriate internal financial controls are implemented for all payments made on behalf of the association. As a matter of good corporate governance, the committee should provide oversight and authorise/approve payments regularly. As a minimum, this should be undertaken at each committee meeting.
- Disclose an interest in a matter that conflicts with the performance of their duties
- Ensure information obtained as a committee member is not used dishonestly
- Ensure their position as a committee member is not used dishonestly
- Carry out his or her functions for the benefit, as far as practical, of the association and with due care and diligence

Public representation

- Be supportive of the organisation in the eyes of the public
- Regularly attend the organisation's functions and represent the organisation at outside function

18 Casual vacancies on the Committee

In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

For the purposes of these rules, a casual vacancy in the office of a member of the Committee occurs if the member:

- (1) dies; or
- (2) ceases to be a member of the Association; or
- (3) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth); or
- (4) resigns office by notice in writing given to the secretary; or
- (5) is removed from office under rule 19; or
- (6) becomes a mentally incapacitated person; or
is absent from 3 consecutive meetings of the committee
- (7) 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
- (8) is prohibited from being a director of a company under Part 2D.6 of the *Corporations Act 2001* of the Commonwealth.

19 Removal of member of the Committee

- (1) The association in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Committee to whom a proposed resolution referred to in rule 18(1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20 Meetings of the Committee

- (1) The Committee must meet at least three times in each calendar year (with the exception of the first year of incorporation of the Association) at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the president or by the vice president.
- (3) Oral or written notice of a meeting of the Committee must be given by the secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under rule 19(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 Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any three members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee, with at least two members who are Office Bearers.
- (6) No business is to be transacted by the Committee 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 the same place and at the same hour of the same day in the following week.
- (7) 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.
- (8) At a meeting of the Committee:
 - (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, such one of the remaining members of the Committee as may be chosen by the members of the Committee present at the meeting is to preside.
- (9) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be sustained. A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment. This clause does not apply to a casual vacancy to which rule 17 applies.
- (10) Use of technology at committee meetings
 - (a) A committee may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
 - (b) A committee member who participates in a committee 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.

- (11) Decisions of the Committee will be determined by voting or by general agreement after presentation, analysis and discussion of the topics presented.

21 Delegation by Committee to sub-Committee

- (1) The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a 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 section 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 rule, the Committee 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 rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-Committee may meet and adjourn, as it thinks proper.

22 Voting and decisions of the Committee or sub-Committees

- (1) Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-Committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (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.
- (3) Subject to rule 19(5), the Committee may act despite any vacancy on the Committee. Any three members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee, with at least two members who are Office Bearers.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-Committee appointed by the Committee, is valid and effectual

despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-Committee.

4 General meetings

23 Annual general meetings – holding of

- (1) The association must hold its first annual general meeting within the period of 18 months after its incorporation under the Act; and
- (2) An association's committee must ensure that annual general meetings are held:
 - (a) within the period of 6 months after the close of the first financial year of the Association, or
 - (b) with such further time as may be allowed by the Secretary or prescribed by the regulations.

24 Annual general meetings – calling of and business at

- (1) The annual general meeting of the Association is, subject to the Act and to rule 23, be convened on such date and at such place and time as the Committee 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 Committee reports on the activities of the Association during the last preceding financial year,
 - (c) to elect Office Bearers of the Association and ordinary members of the Committee,
 - (d) to receive and consider the statement which is required to be submitted to members under section 44 of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

25 Special General Meetings – calling of

- (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (2) The Committee must, on the requisition in writing of at least 5 percent 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) 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 of the members making the requisition.
- (4) If the Committee 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 secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (5) A Special General Meeting convened by a member or members as referred to in rule 24(4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.
- (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 by lodged, or by electronic means.

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 secretary 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 secretary 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 rule 25(1), the intention to propose the resolution as a specific 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(4).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27 Procedure

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If at 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 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 person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) 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 3) is to constitute a quorum.

28 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.

29 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 rule 28(1) and 28(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:
 - (a) a show of hands or, if the meeting is one to which clause 31 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the that the question should be determined by a written ballot – a 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 committee 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.
- (5) A resolution put to a vote at a general meeting being held using technology (as per clause 31(6) can be decided using a suitable method that the committee determines.
- (6) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least three members present in person or by proxy at the meeting.
- (7) If a poll is demanded at a general meeting, the poll must be taken:
 - (a) Immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - (b) In any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

31 Special resolution

A special resolution may only be passed by the association in accordance with section 39 of the *Associations Incorporation Act 2009 NSW*)

- (1) A resolution is passed by an association as a "**special resolution**":
 - (a) at a meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
 - (b) in a postal or electronic ballot conducted by the association, or
 - (c) in such other manner as the Secretary may direct, if it is supported by at least three-quarters of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.
- (2) A notice referred to in subsection (1)(a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (3) A postal or electronic ballot referred to in subsection (1)(b) may only be conducted in relation to resolutions of a kind that the association's constitution permits to be voted on by means of a postal or electronic ballot and, if conducted, must be conducted in accordance with the regulations.
- (4) A direction under subsection (1)(c) may not be given unless the Secretary is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by subsection (1)(a) or (b).

32 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 or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year. A member is not entitled to vote and any general meeting of the association if the member is under 18 years of age.
- (4) A resolution put to a vote at a general meeting being held using technology (as per clause 31.6 can be decided using a suitable method that the committee determines.
- (5) Postal or electronic ballots
 - (a) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
 - (b) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.
- (6) Use of technology at general meetings
 - (a) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
 - (b) A member of an association who participates in a general 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.

33 Appointment of proxies

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

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 entrance fees and annual subscriptions of members, donations/gifts, government grants and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee 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 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 in pursuance of the objects of the Association in such manner as the Committee determines. 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 member.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.
- (3) In reference to rule 35(1) the funds, property and income of the Association shall be applied solely in furtherance of the objects of the Association and no portion thereof shall be distributed to its members, whether directly or indirectly. Nothing herein shall prevent the payment in good faith of remuneration to any member of the Association in return for any services rendered to the Association or expenses incurred on behalf of the Association.

37 Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by special resolution of the Association.

38 Common seal

There is no Common Seal of the Association.

39 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:

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

40 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 committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee 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.

41 Service of notices

- (1) For the purpose of these rules, 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 these rules, 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 Dissolution

- (1) In the event of the Association dissolving the amount that remains after the dissolution and satisfaction of all the debts and liabilities shall be transferred to an organisation that has been accredited by AusAID and is signatory to ACFID (<http://www.acfid.asn.au/>).
- (2) 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.

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.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

43 Remuneration

The Committee has complete discretion to approve remuneration to any persons.

Provided that:

- (1) the persons have been engaged by the Association to perform services; and

- (2) the persons have performed the services for which they were engaged; and
 - (3) the remuneration does not exceed that which would be paid to the persons had they performed the services by way of gainful employment; and
 - (4) in the case of members, the remuneration is bonafide;
- Such approval must be in writing, by way of a special resolution passed at a special general meeting.

44 Establishment and operation of a Relief Fund

- (1) Maintaining the Fund – The Association must maintain for its objects a fund (CLAN Health & Development Relief Fund):
 - (a) to which gifts of money or property for those objects are to be made;
 - (b) to which any money received by the company because of those gifts is to be credited; and
 - (c) that does not receive any other money or property.

The general public will be invited to make gifts to the Fund for the purpose of carrying out the objects of the Fund.
- (2) Limits on the use of the funds - The Association must use the following only for its objects:
 - (a) gifts made to the Fund; and
 - (b) any money received because of those gifts.
- (3) Fund Account - An account called CLAN Health & Development Relief Fund will be established to receive all gifts received by the Fund which must only include:
 - (a) any money or property which is a gift to the Fund; or
 - (b) money or property received because of 3(a) above including, without limitation, interest received on any monies in the account.

This account will be distinguishable in name from the other accounts held by the Company.
- (4) Receipts - All receipts for gifts to the Fund must contain the following:
 - (a) the name of the Fund on behalf of the Company;
 - (b) that the receipt is for a gift; and
 - (c) the Australian Business Number for the Company.
- (5) Management Committee - The Fund will be managed by a committee of members, a majority of persons who have a degree of responsibility to the general community by reason of their occupation or standing in the community.
- (6) Non Profit - The assets and income of the Fund shall be applied solely in furtherance of the objects and purpose of the relevant Fund and no portion shall be distributed directly or indirectly to any individual except as bona fide compensation for services rendered or expenses incurred on behalf of the Fund.
- (7) Winding up the Fund

At the first occurrence of: the winding up of the Fund; or the company ceasing to be endorsed as a deductible gift recipient under Subdivision 30-BA of ITAA

- 97, any surplus assets of the Fund must be transferred to a fund, authority or institution:
which is charitable at law;
- (a) whose constitution prohibits distributions or payments to its members and directors
 - (b) gifts to which are deductible under Division 30 of ITAA 97.
- (8) Notice to the Australian Tax Office - The organisation will notify the Australian Tax Office of any alterations made to the relief fund clauses or to the objects of the Company.

6 Appendices

Appendix 1 (Rule 3 (1))



APPLICATION FOR MEMBERSHIP

CLAN (Caring & Living as Neighbours) (incorporated under the Associations Incorporation Act 1984)

I,

(full name of applicant)

of

(address)

.....

(occupation)

.....

(e-mail address)

CLAN cares for the environment and will be distributing our Annual Report electronically. Please tick the box if you require it in hard copy.)

hereby apply to become a member of CLAN (Caring & Living as Neighbours). In the event of my admission as a member, I agree to be bound by the rules of the Association in force from time to time.

.....

Signature of applicant

.....

Date

Appendix 2 (Rule 33 (2))



FORM OF APPOINTMENT OF PROXY

I,

(full name)

of

(address)

being a member of CLAN (Caring & Living as Neighbours) hereby appoint

.....

(full name of proxy)

of

(address)

.....

(e-mail address)

being a member of CLAN (Caring & Living as Neighbours), as my proxy to vote for me on my behalf at the general meeting of the annual general meeting/Special General Meeting [select appropriate meeting] of CLAN (Caring & Living as Neighbours) to be held on the..... [date] day of [month & year] and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against [delete as appropriate] the following resolution[s] [insert details].

.....

Signature of member appointing proxy

.....

Date

[NOTE: A proxy vote may not be given to a person who is not a member of the Association]