

## **1.0 PURPOSE OF THE CONSTITUTION**

- 1.1 The Constitution of an incorporated association is a contract between the association and its members, who agree to adhere to the provisions outlined in the Constitution.
- 1.2 Every incorporated association must have a Constitution. This Constitution is recorded in the public register of incorporated associations, maintained by NSW Fair Trading.

## **2.0 NAME**

- 2.1 The name of the association shall be Inner West Neighbour Aid Incorporated (the "Association").

## **3.0 OBJECTIVES**

- 3.1 The objects of the Association shall be:
  - (1) To conduct such public benevolent and charitable services as are considered necessary for the charitable purpose of advancing social and public welfare.
  - (2) The Association achieves this purpose through providing social support and home assistance to older people, people with disabilities and carers. It also connects people who are passionate about helping others with people who need support to live safely and independently at home and remain active in our community,
  - (3) Its activities will include:
    - (a) To deliver appropriate services to eligible clients;
    - (b) To ensure access of the service to people from culturally and linguistically diverse backgrounds;
    - (c) To recruit, train and support volunteers in order to provide services;
    - (d) To network with other Inner West services to collectively improve the level of service provision for the target group within the area;
    - (e) To network with other Neighbour Aid services to collectively address the needs of those who are socially isolated;
    - (f) To create an up-to-date information and referral service for the use of clients, volunteers and other service providers.
    - (g) To undertake other activities which may provide resources or other support for the above objects,

## **4.0 MEMBERSHIP**

- 4.1 Membership is open to all individuals and organisations who accept the objectives and rules of the Association. An organisation that is unincorporated can become a member of an incorporated association. However, no organisation may be an officer of an incorporated association (i.e. Board member, public officer, and employee). That right is reserved for individual people only.
- 4.2 Individuals and organisations wishing to become members of the Association shall apply to the Board or their delegate for membership.
- 4.3 The Board or their delegate shall determine whether or not to accept an application for membership. The Board is not required to supply reasons for accepting or rejecting an application for membership.
- 4.4 Members shall pay such fees as are determined by the Board.

- 4.5 A register of members shall be kept by the Association showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.
- 4.6 Membership shall cease upon resignation, expulsion, or failure to pay outstanding membership fees within 3 months of the due date.
- 4.7 Membership fees shall fall due on the first day of each financial year of the Association. The financial year of the Association shall run from July 1 to June 30 or such other period as is determined by the Board.

## **5.0 MEMBERS' LIABILITY**

- 5.1 The members and affiliates of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

## **6.0 RESOLUTION OF INTERNAL DISPUTES**

- 6.1 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 Centre's Act, 1983*.

## **7.0 DISCIPLINING OF MEMBERS**

- 7.1 A member may be disciplined by the Board, if it is the opinion of the Board, after affording such member an opportunity to provide an explanation of his/her conduct either verbally or in writing as he/she prefers, that his/her conduct is such as to be detrimental to the best interests of the Association.
- 7.2 Expulsion of a member shall be by unanimous vote by the Board.

## **8.0 MANAGEMENT BY BOARD**

- 8.1 The Association shall have its affairs controlled and managed by a committee of office bearers and other members known as the Board.
- (1) The office bearers shall be a Chairperson, Secretary and Treasurer. The Board shall comprise of no less than 6 members and no more than 10 members, including the 3 office bearers.
  - (2) The office bearers and other members of the Board shall be elected at each Annual General Meeting. Any casual vacancy occurring in the Board may be filled by a member appointed by the Board.
  - (3) Each member of the Board shall hold office from the date of their election or appointment until the next Annual General Meeting.
  - (4) Retiring Board members are eligible for re-election.
  - (5) Office bearers hold a particular position for no more than 3 consecutive years. After a rest of one year, they may hold the same position again. They may hold another office in that time. If there is no suitable alternative applicant for Chairperson, the Board may elect the person who has held this office for 3 consecutive years for one more year, but within this year the Board must make it a priority to source other applicants for Chair for the following year.
  - (6) The Board should include at least one member who is a client representative or older person unless there is no suitable applicant.

8.2 Board Meetings:

- (1) The Board shall meet as often as necessary to conduct the business of the Association and up to 10 times per year but not less than 7 times annually.
- (2) The quorum for meetings of the Board shall be one half the number of Board members currently holding office.
- (3) Notice of meetings shall be given at the previous meeting or by such other means as the Board may decide upon.
- (4) A member of the Board shall cease to hold office upon resignation in writing, removal as a member of the Association or absence from 3 successive Board meetings without approval by the Board.
- (5) The Board may function validly provided its number is not reduced below the quorum. Should numbers fall below the quorum the remaining members may act only to appoint new Board members.
- (6) Questions arising at any meeting of the Board shall be decided upon by the majority of votes of those present. In the case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.
- (7) If within half an hour of the time appointed for a Board meeting a quorum is not present the meeting shall be dissolved.
- (8) Additional meetings of the Board may be convened by the Chairperson or any 2 members of the Board.
- (9) The Board may establish and dissolve sub-committees as it thinks fit.
- (10) The Board may delegate any of its powers to sub-committees consisting of such members or such employee or employees of the Association as it thinks fit.
- (11) Any sub-committee so formed shall in the exercise of the powers so delegated conform to any conditions or stipulation that may be imposed on them by the Board.
- (12) A sub-committee may elect a Convener of their meetings.
- (13) A sub-committee may meet and adjourn as they think proper.

8.3 Using technology to hold Board meetings:

- (1) The Board may hold their meetings by using any technology (such as video or teleconferencing) approved by the Board.
- (2) The Board members' agreement may be a standing (ongoing) one.
- (3) A Board member who participates in a Board meeting using technology approved by the Board is taken to be present at the meeting and if votes at the meeting, is taken to have voted in person.

8.4 Circular resolutions of Board members:

- (1) The Board may pass a circular resolution without a Board meeting being held.
- (2) A circular resolution is passed if all the Board members entitled to vote on the resolution sign or otherwise agree to the resolution.
- (3) Each Board member may sign:
  - (a) A single document setting out the resolution and containing a statement that they agree to the resolution, or

- (b) Separate copies of that document, as long as the wording of the resolution is the same in each copy.
- (4) The Association may send a circular resolution by email to the Board members and the Board members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- (5) A circular resolution is passed when the last Board member signs or otherwise agrees to the resolution.

## **9.0 GENERAL MEETINGS**

- 9.1 An Annual General Meeting of the Association shall be held each year within 6 months from the end of the financial year of the Association.
- 9.2 The Board may, whenever it thinks fit, convene a Special General Meeting of the Association. A Special General Meeting must be convened by the Board within 3 months of receiving a written request to do so from at least 5% of the membership of the Association.
- 9.3 At least 21 days' notice of all General Meetings and notices of motion shall be given to members.
- 9.4 In the case of the Annual General Meeting the following business shall be transacted:
  - (1) Confirmation of the minutes of the last Annual General Meeting and any recent general meeting;
  - (2) Receipt of the Board's report upon the activities of the Association in the last financial year;
  - (3) Election of office bearers and other members of the Board;
  - (4) Receipt and consideration of a statement from the Board which is not misleading and gives a true and fair view for the last financial year of the Association's:
    - (a) Income and expenditure
    - (b) Assets and liabilities
    - (c) Mortgages, charges and other securities
    - (d) Trust properties
- 9.5 The quorum for a General Meeting shall be 5% of members who must be present in person. If within half an hour of the time appointed for a General Meeting a quorum is not present the meeting shall be dissolved.
- 9.6 Voting at General Meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three-quarter majority is required.
- 9.7 All votes shall be given personally and there shall be no voting by proxy.
- 9.8 In the case of an equality of votes the person appointed to chair the General Meeting shall have a second or casting vote:
- 9.9 Nominations of candidates for election as office bearers or Board members may be made at the Annual General Meeting or in such other ways as may be determined by the Association at a General Meeting.
- 9.10 Written notice of all General Meetings shall be given to members either personally, by post or by electronic mail.

- 9.11 The auditor or auditors shall be appointed at the Annual General Meeting. If a suitable auditor cannot be found at this time, a motion can be put to the members to delegate the responsibility of finding a suitable auditor who shall be appointed by a majority vote of the committee. The auditor shall examine all accounts, vouchers, receipts, books and any other relevant documents and furnish a report thereon to the members at The Annual General Meeting. Audits shall be carried out at regular intervals of not more than 12 months. An auditor shall not be a member, or closely related to a member, of the Board.

## **10.0 OFFICE BEARERS**

- 10.1 The Chairperson shall act as chairperson at each General Meeting and Board meeting of the Association.
- 10.2 If the Chairperson is absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as Chairperson.
- 10.3 The Secretary shall ensure that records of the business of the Association including the Constitution, register of members, minutes of all General and Board meetings and a file of correspondence are kept. These records shall be available for inspection by any member and shall be held at the registered address of the Association under custody of the General Manager. The Board may refuse to permit a member to inspect any record that relates to confidential, personal, employment, commercial or legal matters or inspection may be prejudicial to the interests of the Association.
- 10.4 The Treasurer shall ensure that all money received by the Association is paid into an account in the Association's name. Payments shall be made through a petty cash system, by cheque signed by 2 signatories authorised by the Board or by electronic banking facilities that are effected by any 2 people delegated by the Board. Major or unusual expenditures shall be authorised in advance by the Board or a General Meeting.
- 10.5 The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association. These records shall be available for inspection by any member and shall be held at the registered address of the Association under the custody of the General Manager.

## **11.0 SPECIAL RESOLUTIONS**

- 11.1 A special resolution must be passed by a General Meeting of the Association to effect the following changes:
- (1) A change of the Association's name;
  - (2) A change of the Association's Constitution;
  - (3) A change of the Association's objects;
  - (4) An amalgamation with another Incorporated Association;
  - (5) To voluntarily wind up the Association and distribute its property;
  - (6) To apply for registration as a Company or a Co-operative.
- 11.2 A special resolution will be passed in the following manner:
- (1) A notice must be sent to all members advising that a General Meeting is to be held to consider a special resolution;
  - (2) The notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting;
  - (3) A quorum must be present at the meeting;

- (4) 75% of the members present at the meeting must vote in favour to pass a special resolution.

## **12.0 PUBLIC OFFICER**

- 12.1 The Board shall ensure that a person is appointed as Public Officer.
- 12.2 The first Public Officer shall be the person who completed the application for incorporation of the Association.
- 12.3 The Board may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age and a resident of New South Wales.
- 12.4 The Public Officer shall be deemed to have vacated their position in the following circumstances:
  - (1) Death;
  - (2) Resignation;
  - (3) Removal by the Board at a Special General Meeting;
  - (4) Bankruptcy or financial insolvency;
  - (5) Residency outside New South Wales.
- 12.5 When a vacancy occurs in the position of Public Officer, the Board shall within 14 days notify NSW Fair Trading by the prescribed form and appoint a new Public Officer.
- 12.6 The Public Officer is required to notify NSW Fair Trading by the prescribed form in the following circumstances:
  - (1) Appointment (within 14 days);
  - (2) A change of residential address (within 14 days);
  - (3) A change in the Association's objects or rules (within one month);
  - (4) Of the Association's financial affairs (within one month of the Annual General Meeting);
  - (5) A change in the Association's name (within one month).
- 12.7 The Public Officer may be an office bearer, Board member, or any other person regarded as suitable for the position by the Board.
- 12.8 The Public Officer must keep a register showing the names and residential addresses of the current members of the Board. The register must also show the date on which each person became a member of the Board. The register is to be kept at the registered address of the Association under the custody of the General Manager.

## **13.0 POWERS AND DUTIES OF THE BOARD**

- 13.1 The powers and duties of the Board shall be to do all or any of the following acts or things in addition to any powers conferred by this Constitution, namely:
  - (1) To accept, borrow and raise moneys for the support of the Association and to invest and secure the same in such a manner as the Board shall think fit;
  - (2) To determine the annual membership fees;
  - (3) To use the money of the Association or any part or parts thereof for the purpose of carrying in to effect the said objectives of the Association in such a manner as the Board may see fit;

- (4) To employ such staff or agents or other assistance upon such terms and conditions as to remunerations or otherwise as the Board see fit;
- (5) To pay from the monies of the organisation all the expenses of, and incidental to, the Association;
- (6) To purchase, take over, lease, hire or manage, or otherwise acquire any real or personal property which may be deemed necessary or convenient for the purpose of the Association and to see, dispose or hire out, mortgage or transfer such property;
- (7) To register the Association under any appropriate law of the Commonwealth of Australia or of the state of New South Wales.

#### **14.0 POWERS AND DUTIES OF THE OFFICE BEARERS**

- 14.1 The Office Bearers shall have the power to perform all such acts and do such things as appear to the Office Bearers to be necessary and desirable for the proper management of the affairs of the Association as an interim measure between Board Meetings.

#### **15.0 MISCELLANEOUS**

- 15.1 The Association shall effect and maintain insurance as is required under the *Association's Incorporation Act* together with any other insurance which may be required by law or regarded as necessary by the Association.
- 15.2 The funds of the Association shall be derived from the fees of members, donations, grants and such other sources approved by the Association.
- 15.3 The Common Seal of the Association shall be kept at the registered address of the Association and shall only be affixed to a document with the approval of the Board. The stamping of the Common Seal shall be witnessed by the signatures of 2 members of the Board. The General Manager will be delegated responsibility for the security of the Common Seal.
- 15.4 The Board may delegate its power to enter into contractual arrangements that do not require the stamping of the Common Seal to such persons as it appoints as authorised signatories from time to time.
- 15.5 The Association's surplus property will be vested in an organisation deemed to be a public benevolent institution under section 78 (1) (a) (ii) of the *Commonwealth Taxation Act*, in the event of dissolution. The choice of the public benevolent institution shall be determined at an extraordinary special meeting by the members of the Association by ballot.
- 15.6 Service of documents on the Association is effected by serving them on the Public Officer or by serving them personally on 2 members of the Board.
- 15.7 Notices sent by post shall be deemed to have been received:
  - (1) 7 days after date of posting;
  - (2) Within 24 hours if sent by electronic mail;
  - (3) Within 24 hours if delivered personally.
- 15.8 The income and property of the Association shall be used only for promotion of the objects of the Association and shall not be paid or transferred to members by way of dividend, bonus or profit.