CONSTITUTION

GOOD NEIGHBOURS AUSTRALIA INC

ABN 95 510 669 822

Under the Associations Incorporation Act 2009 (NSW)

I certify that this is a true copy of the Constitution of Good Neighbours Australia as amended by Special Resolution on 12 December 2025.

Secretary

Original Version	1 July 2018
Amended: Minor changes to update the name change from "Good Neighbors Australia" to "Good Neighbours Australia". Note: This change only applies to the Australian organisation.	6 February 2022
Amended: As amended as per the committee meeting on the 14 Dec 2023. Upon request, a copy of the altered, added or deleted clauses including clause numbers will be provided.	14 December 2023
Amended: As amended per the Annual General Meeting on 12 Dec 2025. Upon request, a copy of the altered, added or deleted clauses, including clause numbers, will be provided.	12 December 2025

Contents

Part 1 Preliminary

1	Definitions	4
2	Mission	5
3	Core values	5
4	Objects	5
5	Income	6
6	Dissolution	6
7	Australia Tax Office endorsement	6
8	Modification or repeal of this constitution	7

Part 2 Membership

9	Membership generally	8
10	Membership applications	8
11	Cessation of membership	9
12	Membership entitlements not transferable	9
13	Resignation of membership	9
14	Register of members	9
15	Fees and subscriptions	10
16	Members' liabilities	10
17	Resolution of internal disputes	10
18	Disciplinary action against member	11
19	Right of appeal against disciplinary actions	11

Part 3 The Committee

20	Powers of the committee	13
21	Composition and membership of committee	13
22	Election of committee members	13
23	Secretary	14
24	Treasurer	14
25	Casual vacancies	15
26	Removal of committee members	15
27	Committee meetings and quorum	15
28	Appointment of association members as committee members to constitute quorum	16
29	Use of technology at committee meetings	16
30	Delegation by committee to sub-committee	16
31	Voting and decisions	17

Part 4 General Meetings

32	Annual general meetings - holding of	18
33	Annual general meetings - calling of and business at	18
34	Special general meetings - calling of	18
35	Notice	19
35	Quorum for general meetings	19
36	Presiding member	20
37	Adjournment	20
38	Making of decisions	20
36	Special resolutions	20
41	Voting	21

42 Proxy votes not permitted 21
43 Postal or electronic ballots 21
44 Use of technology at general meetings 21

Part 5 Miscellaneous

45 Insurance 22
46 Funds – source 22
47 Funds – management 22
48 Association is non-profit 22
49 Change of name, objects and constitution 22
50 Custody of records and books 22
51 Inspection of records and books 23
52 Service of notices 23
53 Financial year 23
54 Distribution of property on winding up 24

Part 1 Preliminary

1 Definitions

(l) In this constitution:

Good Neighbors Partnership means the association's overseas affiliated organisations, namely Good Neighbors Partnership Center in the Republic of Korea and the USA, as well as Good Neighbors in the respective countries.

Ordinary Committee Member means a member of the committee who is not an office-bearer of the association.

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.

The Act means the Associations Incorporation Act 2009.

The Regulation means the Associations Incorporation Regulation 2022.

Member means a member of the association which includes a natural person, organisation, association, institution and corporation whether or not resides or incorporated in Australia.

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

Office-Bearer means a committee member who is elected to an office referred to in clause 21(3)(a)(i) - (iii).

Register of Members means the register of members maintained under clause 14.

(2) In this constitution:

(a) a reference to a function includes a reference to a power, authority and duty;

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;

(c) words importing any gender include all other genders;

(d) the singular includes the plural and vice versa;

(e) a reference to a law includes regulations and instruments made under the law;

(f) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise;

(g) a reference to a meeting includes a meeting occurring by use of technology where all participants can actively participate in the meeting;

(h) where, by a provision of this constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Committee; and

(i) "writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any

representation of words in a physical document or in an electronic communication or form or otherwise.

(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.

2 Mission

(1) Good Neighbours Australia exists to make the world a place without hunger, where people live together in harmony.

(2) Good Neighbours Australia respects the human rights of our neighbours suffering from poverty, disasters and oppression, and helps them to achieve self-reliance and enables them to rebuild their hope.

3 Core values

(1) Good Neighbours Australia serves people in need beyond ethnicity, religion, belief, and nationality Good Neighbours Australia promotes self-reliance and the sustainable development of individuals, families and communities.

(2) Good Neighbours Australia implements the rights of the child as top priority.

(3) Good Neighbours Australia prospers global citizenship in mutual respect.

(4) Good Neighbours Australia organises local volunteers to contribute in developing their own communities.

(5) Good Neighbours Australia cooperates with all people who understand our mission and program.

(6) Good Neighbours Australia works with professionalism and pursues financial and operational transparency.

(7) Good Neighbours Australia strives to induce more people to join our work as Good Neighbours members.

4 Objects

The purposes for which the association is established is to carry out charitable work consistent with its mission and its core values as provided by clauses 2 and 3, with the following key objectives:

(1) Objective 1. Programs: Help those suffering from poverty, disasters and oppression, to rebuild hope and achieve self-reliance.

(2) Objective 2. Sustainability: Manage and grow resources through financially, environmentally and socially responsible practices, to achieve organisational goals.

(3) Objective 3. Operations: Work smartly and efficiently, to achieve the most for the people and communities we serve.

(4) Objective 4. Governance: Ensure our governance, policies and planning is in place, to safely and effectively drive the mission, vision, values and commitments of the organisation.

(5) Objective 5. Risk Management: Ensure risk management polices including all the insurance policies are in place and continue to conduct regular reviews of the risk management strategies to fit in with our mission and objects.

5 Income

(1) The income and property of the association wheresoever derived shall be applied solely towards the promotion of the objects, purposes and mission of the association as set forth in this constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profits to members of the association subject to subclause 5(2).

(2) Nothing contained in this clause shall prevent the payment in good faith.

(3) To remunerate any officer or member of the association in return for any services actually rendered to the association;

(a) to supply goods to the association by any officers or member of the association in the ordinary course of business; or
(b) to pay a reasonable rent for premises let by a member to the association.

6 Dissolution

(1) If any assets remain upon the winding up or dissolution of the association after satisfaction of all its debts and liabilities, those shall not be paid to or distributed amongst the members but shall be given or transferred to one or more other institution:

(a) which has objects similar to the objects of the association; and

(b) whose constitution prohibits the distribution of its assets among its members to an extent at least as great as is imposed on the association by this constitution.

(2) An organisation of the Good Neighbors Partnership is entitled to be the institution subject to subclause 6(3).

(3) The institution will be determined by the members in a general meeting at or before the time of winding up or dissolution and, in the absence of such determination by the Supreme Court of New South Wales.

7 Australia Tax Office endorsement

(1) Where the association has been endorsed as a public benevolent institution under item 4.1.1 of section 30-45 of the *Income Tax Assessment Act 199*7 (Cth) (as amended) as an organisation or in relation to a public fund under Subdivision 30-BA of the *Income Tax Assessment Act 1997* (Cth) (as amended), then where:

(a) the association or the fund is wound up or dissolved; or

(2) the endorsement of the association or the fund as a public benevolent

(3) institution under Subdivision 30-BA of the Income Tax Assessment Act 1997 (Cth) (as amended) is revoked,

(4) then any assets of the association or fund (as may be relevant) remaining after payment of all debts and liabilities of the association or fund (as may be relevant) must be transferred to an institution or fund which complies with clause 6 and is endorsed as a public benevolent institution.

(5) Where the association has been endorsed as a deductible gift recipient as an organisation or in relation to a public fund under Subdivision 30-BA of the *Income Tax Assessment Act 1997* (Cth) (as amended), then where:

(a) the association or the fund (as relevant) is wound up or dissolved; or

(b) the endorsement of the association or of the fund (as relevant) as a deductible gift recipient under Subdivision 30-BA of the *Income Tax Assessment Act 1997* (Cth) (as amended) is revoked,

then any assets of the association or fund (as may be relevant) remaining after payment of all debts and liabilities of the association or fund (as may be relevant) must be transferred to an institution or fund which complies with clause 6 and is endorsed as a deductible gift recipient.

8 Modification or repeal of this constitution

(1) In the event of a dispute:

(a) between 2 or more members of the association, but only if the dispute is between the members in their capacity as members, or

(b) between 1 or more members and the association.

The dispute should be referred to an internal dispute resolution process.

(2) If the dispute cannot be resolved in house, then it must be referred to a Community Justice Centre.

(3) Centre within the meaning of the Community Justice Centres Act 1983 for mediation

Part 2 Members of association

9 Membership generally

(1) A person is eligible to be a member of the association if:

(a) the person is a natural person

(b) the person meets the ACNC requirements, and

(c) the person is not on the ASIC Banned and Disqualified Persons List.

(2) A person is taken to be a member of the association if:

(a) the person is a natural person,

(b) the person is a member of the Good Neighbors Partnership,

(c) the person meets the eligibility under section 9 (1)(a) - (c), and,

(d) the person has applied and has been approved for membership of the association in accordance with clause 10

(3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 1 (2) of the Associations Incorporation Act 2009(NSW) was made (i.e. the founding member of the association).

10 Membership applications

(1) An application by a person or an entity 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, and

(b) must be lodged (including by electronic means, if the committee so determines) with the secretary of the association.

(2) As soon as practicable after receiving an application for membership, 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 approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as monthly subscription.

(4) The secretary must, on payment by the applicant of the amounts referred to in subclause 10(3)(b) 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.

(5) Notwithstanding any other subclauses, the committee may, by instrument in writing, delegate the secretary or a sub-committee its power to approve or reject an application for membership.

11 Cessation of membership

(1) 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 15(2) within 2 months after the fee is due and or;

(e) unable to manage him or herself due to illness or disability.

(2) An entity ceases to be a member of the association if the entity:

(a) is wound up, or

(b) is dissolved, or

(c) resigns membership, or

(d) is expelled from the association, or

(e) fails to pay the annual membership fee under clause 15(2) within 2 months after the fee is due.

12 Membership entitlements not transferable

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

(a) is not capable of being transferred or transmitted to another person or entity, and

(b) terminates on cessation of the person or the entity's membership.

13 Resignation of membership

(1) A member of the association may resign from membership of the association by giving the secretary written notice of at least 1 month, or another period determined by the committee, of the member's intention to resign.

(2) The member ceases to be a member on the expiration of the notice period.

(3) 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.

14 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 or entity who is a member of the association together with the date on which the person or the entity became a member.

(2) The register of members must be kept in New South Wales:

(a) at the main premises of the association, or

(b) if the association has no premises, at the association's official address.

(3) The register of members must be open for inspection, free of charge, by a member of the committee at any reasonable hour.

(4) If a member requests that any information contained on the register about a member is not available for inspection, that information must not be made available for inspection.

(5) A member of the committee must not use information about a person or an entity obtained from the register to contact or send material to the person or the entity, other than for:

(a) the purposes of sending the person or the entity 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.

15 Fees and subscriptions

A member of the association must, on admission to membership, pay to the association an initial joining fee of $1.00 or, if some other amount is determined by the committee, that other amount payable, or is exempt from fee payment at the discretion of the committee.

(1) In addition, a member of the association must pay to the association an annual ongoing membership fee of $12.00 plus GST in advance, or if some other amount is determined by the committee, which shall be no less than $1.00 per month.

(2) Membership fee is due and payable each financial year and must be paid in full by 15th July of each year.

16 Members' liability

(1) The liability of a member of the association to contribute towards the payment of either of the following is limited to the amount of any outstanding fees for the member referred clause 15: the debts and liabilities of the association, the costs, charges and expenses of the winding up of the association.

17 Resolution of internal disputes

(1) In the event of a dispute:

(a) between 2 or more members of the association, but only if the dispute is between the members in their capacity as members, or

(b) between 1 or more members and the association.

The dispute should be referred to an internal dispute resolution process.

(2) If the dispute cannot be resolved in house, then it must be referred to a Community Justice Centre.

(3) Centre within the meaning of the Community Justice Centres Act 1983 for mediation.

18 Disciplinary action against member

(1) A complaint may be made to the committee 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 wilfully acted in a manner prejudicial to the interests of the association.

(2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

(3) If the committee decides to deal with the complaint, the committee:

(a) must cause notice of the complaint to be served on the member concerned, and

(b) must give the member at least 30 days from the day 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.

(4) The committee may, by resolution, expel the member from the association or suspend the member's from membership of the association if, after considering complaint and any submissions made in connection with the complaint,

(a) it is satisfied that the facts alleged in the complaint have been proved, and (b) the expulsion or suspension is warranted in the circumstances.

(5) If the committee expels or suspends a member, the secretary must, within 7 days after the action being taken, cause notice to be given to the member written notice consisting of:

(a) the action taken, and

(b) the reasons given by the committee for taking the action, and (c) the member's right of appeal under clause 19.

(6) The expulsion or suspension does not take effect until the later of the following:

(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 19, whichever is the later.

19 Right of appeal against disciplinary actions

(1) A member may appeal to the association in general meeting against a resolution of the committee under clause 18 by lodging a notice of appeal with the secretary within 7 days or a reasonable period of time of being served notice of the resolution 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. The member may include, with the notice of appeal, 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 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 subclause (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) The appeal is to be determined by a simple majority of votes cast by the members of the association.

Part 3 The committee

20 Powers of the committee

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

(a) is to control and manage the affairs of the association, and

(b) may exercise all the functions that may be exercisable 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 committee to be necessary or desirable for the proper management of the affairs of the association.

21 Composition and membership of committee

(1) The Executive Director is an ex officio member.

(2) The committee must have at least 2 members as elected in accordance with clause 22

(3) The committee consists of:

(a) The following office-bearers*:
  (i) the chair
  (ii) the treasurer,
  (iii) the secretary, and

(b) either none or one or more of ordinary committee members.

(4) The total number of committee members is to be at least 3.

(5) Any ordinary committee member is a member who does not hold an office.

(6) An office-bearer may hold up to 2 offices.

(7) The maximum number of consecutive terms for which an office-bearer may hold that office is 3.

(8) Each member of the committee except the Executive Director, is subject to this constitution, to hold office for three years until immediately before the election of committee members at the annual general meeting next following three years from the date of the member's election and is eligible for re-election.

*Note each of the functions of office bearers in the Association are distinct and have a defined role in the Association.

22 Election of committee members

(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 of the annual general meeting at which the election is to take place.

(c) 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.

(2) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.

(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

(4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

(5) 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.

(6) 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.

23 Secretary

(1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

(2) 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 committee, and

(b) the names of members of the committee present at a committee meeting or a general meeting, and

(c) all proceedings at committee meetings and general meetings.

(3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

(4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

24 Treasurer

(1) 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.

25 Casual vacancies

(1) 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 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 committee 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

(d) Corporations Act 2001 (Cth), or

(e) resigns office by notice in writing given to the secretary, or

(f) is removed from office under clause 26, or

(g) becomes a mentally incapacitated person, or

(h) is absent without the consent of the committee from 3 consecutive meetings of the committee, or

(i) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or

(j) is prohibited from being a director of a company under Part 20.6 (Disqualification from managing corporations) of the Corporations Act 2001 (Cth).

26 Removal of committee members

(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 subclause (1) relates makes representations in writing to the secretary or chair (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the chair 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.

27 Committee meetings and quorum

(1) The committee must meet at least once in each 12-month period at the place and time determined by the committee.

(2) Additional meetings of the committee may be convened by the chair or by any member of the committee.

(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 any other period that 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 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 committee members present at the meeting unanimously agree to treat as urgent business.

(5) Any 2 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

(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 chair is to preside as chairperson at the meeting, or

(b) If the chair is absent or unwilling to act as chairperson, one of the remaining committee members present at the meeting must be chosen to preside.

28 Appointment of association members as committee members to constitute quorum

(1) 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 constituted.

(2) 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.

(3) This clause does not apply to the filling of a casual vacancy to which clause 25 applies.

29 Use of technology at committee meetings

(1) A committee meeting 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.

(2) 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.

30 Delegation by committee to sub-committee

(1) The committee may, in writing, delegate to one or more sub- committees the exercise of any of the functions of the committee that 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 sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

(3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.

(4) Despite any delegation under this clause, 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 clause 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 clause.

(7) A sub-committee may meet and adjourn as it thinks proper.

31 Voting and decisions

(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) Ex office members serve on a board by default due to their position and carry full voting rights and responsibilities.

(4) Subject to clause 27 (5), the committee may act despite any vacancy on the committee.

(5) 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.

Part 4 General meetings

32 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 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.

33 Annual general meetings - calling of and business at

(1) The annual general meeting of the association is, subject to the Act and to clause 32, to be convened on the date and at the place and time that the committee thinks fit.

(2) ln 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 committee 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.

34 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 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) If the committee fails to convene a special general meeting to be held within l month after the 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 subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

(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.

35 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 subclause (1), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 33 (2).

(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.

36 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) 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 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) are to constitute a quorum.

37 Presiding member

(1) The chair is to preside as chairperson at each general meeting of the association.

(2) If the chair is absent or unwilling to act, the members present must elect one of their members to preside as chairperson at the meeting by way of a vote or by nomination.

38 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.

39 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 44 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 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.

40 Special resolutions

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

41 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.

42 Proxy votes not permitted

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

43 Postal or electronic ballots

(1) 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 19).

(2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 of the Regulation.

44 Use of technology at general meetings

(1) 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.

(2) 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

Part 5 Miscellaneous

45 Insurance

(1) The association at all material time during operation of the association's business must effect insurance to cover association's assets and liabilities.

46 Funds - source

(1) The funds of the association are to be derived from monthly subscriptions of members, donations, grants from Australian or overseas governments, or any source the organisation deem fit to time for.

(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.

47 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 committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

48 Non-profit status

Subject to the Act and the Regulation, the association must not conduct the association's affairs in a way that provides a pecuniary gain for a member of the association.

49 Change of name, objects and constitution

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 committee member.

50 Custody of records and books

Except as otherwise provided by this constitution, all records, books and other documents including electronic storage relating to the association must be kept within your principal place of business 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 committee determines), or

(b) if the association has no premises, at the association's official address, in the custody of the public officer.

51 Inspection of records and books

(1) The following documents must be open to inspection, free of charge, by a member of the committee 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 committee may obtain a copy of any of the documents referred to in subclause (1) without a charge or as

(3) A member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than $1.00, as determined by the committee, for each page copied.

(4) The committee may refuse to allow a member to inspect or obtain a copy of a document under this clause:

(a) that relates to confidential, personal, commercial, employment or legal matters, or

(b) if the committee considers it would be prejudicial to the interests of the association for the member to do so.

52 Service of notices

(1) For the purpose of this constitution, a notice may be served on or given to a person or an entity:

(a) by delivering it to the person or the representative of the entity personally, or

(b) by sending it by pre-paid post to the address of the person or the entity, or

(c) by sending it by facsimile/email transmission or some other form of electronic transmission to an address specified by the person or the entity 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/email 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.

53 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.

54 Distribution of property on winding up

(1) Subject to the Act and the Regulation, in a winding up of the association, the surplus property of the association must be transferred to another organisation:

(a) with similar objects, and

(b) which is not carried on for the profit or gain of the organisation's members.

(2) In this clause:
surplus property has the same meaning as in the Act, section 65.