



# CONSTITUTION

As amended October 2019

**Sustainable Energy Now, Inc.**

PO Box 341, West Perth, Western Australia 6872

[www.sen.asn.au](http://www.sen.asn.au)

[secretary@sen.asn.au](mailto:secretary@sen.asn.au)

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## 1. NAME

1.1. The name of the Association is **Sustainable Energy Now Inc.**

## 2. DEFINITIONS

2.1. In these clauses, unless the contrary intention appears:

**“Annual General Meeting”** is the Meeting convened under paragraph (b) of clause 16 (1).

**“Appointing Member”** means those people described in clause 20 of this Constitution.

**“Committee of Management”** means those people described in clause 10.1 of this Constitution.

**“Committee Meeting”** means a Meeting referred to in clause 15.

**“Committee Member”** means person referred to in paragraph (a), (b), (c), (d) or (e) of clause 10.1.

**“Constitution”** means this constitution.

**“Convene”** means to call together for a formal Meeting.

**“Department”** means the government Department with responsibility for administering the Associations Incorporation Act (2015).

**“Financial Year”** means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June and thereafter each period commencing 1 July and ending on 30 June in the following year.

**“General Meeting”** means a Meeting to which all Members are invited.

**“Grievance Procedure”** means the procedures set out in this Division.

**“Member”** means Member of the Association.

**“Ordinary Resolution”** means resolution other than a Special Resolution.

**“Party to a Dispute”** includes a person who:

- (a) is a party to the dispute; and

(b) ceases to be a member within six months before the dispute.

**“Poll”** means voting conducted in written form (as opposed to a show of hands).

**“Secretary”** means the secretary of the Association appointed under clause 12.

**“Special General Meeting”** means a General Meeting other than the Annual General Meeting.

**“Special Resolution”** has the meaning given by section 51 of the Act, that is:

A resolution is a Special Resolution if it is passed by a majority of not less than three-fourths of the Members of the Association who are entitled under the Constitution of the Association to vote and vote in person or, where proxies or postal votes are allowed by the Constitution of the Association by proxy or postal vote, at a General Meeting of which notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with those clauses.

At a meeting at which a resolution proposed as a Special Resolution is submitted, a declaration by the person presiding that the resolution has been passed as a Special Resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a Poll is demanded in accordance with the Constitution or, if the Constitution does not make provision as to the manner in which a Poll may be demanded, by at least 3 Members of the Association present in person or, where proxies are allowed, by proxy.

If a Poll is held, a declaration by the person presiding as to the result of a Poll is Evidence of the matter so declared.

**“Sustainable Energy”** means energy that is renewable within a human lifetime and can be produced safely and equitably for all time with minimal impact on the environment and future inhabitants.

**“Treasurer”** means the treasurer of the Association appointed under clause 13.

**“the Act”** means the Associations Incorporation Act 2015.

**“the Association”** means the Association referred to in clause 1.

**“the Chairperson”** means:

(a) in relation to the proceedings at a Committee Meeting or General Meeting, the person presiding at the Committee Meeting or General

Meeting in accordance with clause 11; or

- (c) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of clause 10.1 or, if that person is unable to perform his or her functions, the Vice Chairperson;

**“the Commissioner”** means the person for the time being designated as the Commissioner under section 153 of the Act;

**“the Committee”** means the Committee of Management of the Association referred to in clause 10.1;

**“the Secretary”** means the Secretary referred to in paragraph (c) of clause 10.1;

**“the Treasurer”** means the Treasurer referred to in paragraph (d) of clause 10.1;

**“the Vice Chairperson”** means the Vice-Chairperson referred to in paragraph (b) of clause 10.1.

2.2. In this Constitution, unless the context otherwise requires:

- (a) A reference to a clause is to a clause of this Constitution;
- (b) A reference to any legislation or legislative provision includes any statutory modification or re-enactment of, or any legislative provision substituted for, and any subordinate legislation under, that legislation or legislative provision;
- (c) the singular includes the plural and vice versa;
- (d) a reference to an individual or person includes a corporation, firm, partnership, joint venture, institute, authority, trust, state or government and vice versa;
- (e) a reference to any gender includes all genders;
- (f) a reference to any agreement or document is to that agreement or document (and, where applicable, any of its provisions) as amended, novated, restated or replaced from time to time; and
- (g) where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning.

### 3. OBJECTS

3.1. The objects of the Association are:

- to promote the widespread use of Sustainable Energy;
- to promote efficient energy use and the reduction of energy waste;
- to raise awareness of economic and environmental benefits of Sustainable Energy;
- to promote Sustainable Energy research & technology; and
- to promote a nuclear free future.
- To promote a safe climate future by the reduction of the damaging impacts arising from generation, transportation and utilization of energy.

3.2. The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those objects.

## 4. POWERS OF THE ASSOCIATION

4.1. Without limiting the powers conferred on the Association by the Act or otherwise, the Association has the power to do anything, which is necessary, desirable or convenient for, or conducive or incidental to, carrying out its objects. Without limiting the generality of the foregoing, the Association may:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money:
  - (i) in any security in which trust monies may lawfully be invested;  
or
  - (ii) in any other manner authorised by the Constitution;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the

### Constitution.

4.2. The Association may do any of these things on such terms and conditions as the Association or the Committee of Management considers fit, provided that any financial return derived by the Association from any activity is used to promote the objects of the Association.

### 4.3. Payments to members

(a) A payment may be made to a member out of the funds of the Association only if it is authorised under paragraph 3.2.

(b) A payment to a member out of the funds of the Association is authorised if it is:

- (i) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
- (ii) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
- (iii) the payment of reasonable rent to the member for premises leased by the member to the Association; or
- (iv) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

### 4.4. Source of funds

(a) The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the committee.

## 5. QUALIFICATIONS FOR MEMBERSHIP

5.1. Membership of the Association is open to any other person the Committee of Management (whether or not proposed by the Committee of Management) may from time to time consider would benefit the Association by becoming a Member.

5.2. A person who wishes to become a Member must apply for membership to the Committee in writing, email, or via the website:

- (a) signed by that person (physically or electronically); and

- (b) in such form as the Committee from time to time directs.
- 5.3. The Committee Members must consider each application made under clause 5.2 at a Committee Meeting and must at the Committee Meeting or the next Committee Meeting accept or reject that application.
  - 5.4. An applicant whose application for membership of the Association is rejected under clause 5.3 must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
  - 5.5. When notice is given under clause 5.4, the Association in a General Meeting no later than the next Annual General Meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting.
  - 5.6. An individual who has not reached the age of 15 years is not eligible to apply for a class of membership that confers full voting rights.

## **6. REGISTER OF MEMBERS**

- 6.1. The Secretary, on behalf of the Association, must comply with section 53 of the Act by keeping and maintaining an up to date condition a register of the Members of the Association and their postal, residential or email addresses and, upon the request of a Member of the Association, shall make the register available for the inspection of the Member and the Member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose. The committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.
- 6.2. The register must be so kept and maintained at the Secretary's place of residence or at such other place as the Members at a General Meeting decide.
- 6.3. That the register of members be kept in electronic form in the database of the associations webpage.
- 6.4. The Secretary must cause the name of a person who dies or who ceases to be a Member under clause 8 to be deleted from the register of Members referred to in clause 6.1.
- 6.5. Under section 56 of the Act the management committee is authorised to determine a reasonable charge for providing a copy of the register.



## **7. SUBSCRIPTIONS OF MEMBERS**

- 7.1. The Members may from time to time at a General Meeting determine the amount of the subscription to be paid by each Member.
- 7.2. Each Member must pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under clause 7.1.
- 7.3. Subject to clause 7.4, a Member whose subscription is not paid within 3 months after the relevant date fixed by or under clause 7.2 ceases on the expiry of that period to be a Member, unless the Committee decides otherwise.
- 7.4. A person exercises all the rights and obligations of a Member for the purposes of this Constitution if his or her subscription is paid on or before the relevant date fixed by or under clause 7.2 or within 3 months thereafter, or such other time as the Committee allows.

## **8. RESIGNATION AND TERMINATION OF MEMBERS**

- 8.1. A Member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Committee Member ceases on that delivery to be a Member.
- 8.2. A person who ceases to be a Member under clause 8.1 remains liable to pay subscription due and payable by that person to the Association but unpaid at the date of that cessation.
- 8.3. A membership of the Association may be terminated upon non-payment by a Member of his or her subscription within three months of the date fixed by the Committee for subscriptions to be paid unless the Committee decides otherwise in accordance with clause 7.3.

## **9. SUSPENSION OR EXPULSION OF MEMBERS**

- 9.1. If the Committee considers that a Member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee must communicate, either orally or in writing, to the Member:
  - (a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee Meeting at which the question of that suspension or expulsion will be decided; and
  - (b) particulars of that conduct,

not less than 30 days before the date of the Committee Meeting referred to in clause 9.1(a).

- 9.2. At the Committee Meeting referred to in a notice communicated under clause 9.1, the Committee may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that Member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.
- 9.3. Subject to clause 9.5, a Member has his or her membership suspended or ceases to be a Member 14 days after the day on which the decision to suspend or expel him or her is communicated to him or her under clause 9.2.
- 9.4. A Member who is suspended or expelled under clause 9.2 must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in clause 9.3.
- 9.5. When notice is given under clause 9.4:
  - (a) the Association in a General Meeting, must either confirm or set aside the decision of the Committee to suspend or expel the Member, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting; and
  - (b) the Member who gave that notice is not suspended or does not cease to be a Member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this clause 9.5.

## **10. COMMITTEE OF MANAGEMENT**

- 10.1. Subject to clause 10.11, the affairs of the Association will be managed exclusively by a Committee of Management consisting of:
  - (a) a Chairperson;
  - (b) a Vice-Chairperson;
  - (c) a Secretary;
  - (d) a Treasurer; and
  - (e) not less than 3, or more than 7 other persons,

all of who must be Members of the Association.

- 10.2. A person must not hold 2 or more of the offices mentioned in sub rule (1) at the same time.
- 10.3. Committee Members must be elected to membership of the Committee at an Annual General Meeting or appointed under clause 10.10.
- 10.4. A Committee Member is prohibited from sitting on the management committee where they:
- (a) are an undischarged bankrupt or whose affairs are under insolvency law,
  - (b) been convicted with an offence involving fraud or dishonesty punishable on conviction by 3 months or more imprisonment; and
  - (c) have been convicted of an offence in connection with the promotion, formation of management of a body corporate, including duties under the new law.

Where a person is prohibited because they have been convicted of an offence they cannot be a committee member for a period of five years from their conviction, except where the conviction resulted in imprisonment, in which case they cannot be a committee member for five years from their release from custody.

A disqualified person can request the Commissioner's approval to be appointed to the committee.

- 10.5. Subject to clause 10.10, a Committee Member's term will be from his or her election at an Annual General Meeting until the election referred to in clause 10.3 at the next Annual General Meeting after his or her election, but he or she is eligible for re-election to membership of the Committee.
- 10.6. Except for nominees under clause 10.9, a person is not eligible for election to membership of the Committee unless a Member has nominated him or her for election by delivering notice in writing of that nomination, signed by:
- (a) the nominator; and
  - (b) the nominee to signify his or her willingness to stand for election,  
to the Secretary not less than 7 days before the day on which the Annual General Meeting concerned is to be held.
- 10.7. A person who is eligible for election or re-election under this clause may:
- (a) propose or second himself or herself for election or re-election; and

- (b) vote for himself or herself.
- 10.8. If the number of persons nominated in accordance with clause 10.6 for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled:
- (a) the Secretary must report accordingly to; and
  - (b) the Chairperson must declare those persons to be duly elected as Members of the Committee at,  
  
the Annual General Meeting concerned.
- 10.9. If vacancies remain on the Committee after the declaration under clause 10.8, additional nominations of Committee Members may be accepted from the floor of the Annual General Meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as Members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- 10.10. If a vacancy remains on the Committee after the application of clause 10.9, or when a casual vacancy within the meaning of clause 14 occurs in the membership of the Committee:
- (a) the Committee may appoint a Member to fill that vacancy; and
  - (b) a Member appointed under this clause will:
    - (i) hold office until the election referred to in clause 10.3; and
    - (ii) be eligible for election to membership of the Committee, at the next following Annual General Meeting.
- 10.11. The Committee may delegate, in writing, to one to more committees (consisting of such Member or Members of the Association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than:
- (a) the power of delegation; and
  - (b) a function which is a duty imposed on the Committee by the Act or any other law.
- 10.12. Any delegation under clause 10.11 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.

- 10.13. The Committee may, in writing, revoke wholly or in part any delegation under clause 10.11.
- 10.14. The acts of a committee or subcommittee, or of a committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member of a subcommittee.
- 10.15. A Committee member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or committee meeting unless —
- (a) the committee member has been authorised to do so at a committee meeting; and
  - (b) the authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given.
- 10.16. If a person ceases to be a member of the management committee through the ending of their term, resignation or death, it is a requirement that any association records they hold be delivered to a current member of the association's committee and electronic documents stored in the document management system.
- 10.17. Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- 10.18. The committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

## **11. CHAIRPERSON AND VICE-CHAIRPERSON**

- 11.1. Subject to this clause 11, the Chairperson must preside at all General Meetings and Committee Meetings.
- 11.2. In the event that the Chairperson is unable to preside at a General Meeting or Committee Meeting, the Vice-Chairperson shall perform the role of the Chairperson in his or her place.
- 11.3. In the event of the absence from a General Meeting of both the Chairperson and the Vice-Chairperson, a Member elected by the other Members present at the General Meeting must preside at the General Meeting.
- 11.4. In the event of the absence from a Committee Meeting of both the

Chairperson and the Vice-Chairperson, a Committee Member elected by the other Committee Members present at the Committee Meeting must preside at the Committee Meeting.

## 12. SECRETARY

12.1. The Secretary must:

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Association as required by clause 18;
- (c) comply on behalf of the Association with:
  - (i) section 53(1) of the Act with respect to the register of Members of the Association, as referred to in clause 6;
  - (ii) section 35(1) of the Act by keeping and maintaining in an up to date condition the Constitution of the Association and, upon the request of a Member of the Association, must make available the Constitution for the inspection of the Member and the Member may make a copy of or take an extract from the Constitution but will have no right to remove the clauses for that purpose; and
  - (iii) section 58 of the Act by maintaining a record of:
    - A. the names and residential, postal or email addresses of the persons who hold the offices of the Association provided for by this Constitution, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under clause 22; and
    - B. the names and residential, postal or email addresses of any persons who are appointed or act as trustees on behalf of the Association,

and the Secretary must, upon the request of a Member of the Association, make available the record for the inspection of the Member and the Member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

- (a) unless the Members resolve otherwise at a General Meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other

than those required by clause 13 to be kept and maintained by, or in the custody of, the Treasurer; and

- (d) perform such other duties as are imposed by the Committee of Management on the Secretary.

### **13. TREASURER**

13.1. The Committee of Management must appoint a Treasurer. The Treasurer must:

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a General Meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee Member, or by any two others as are authorised by the Committee;
- (d) comply on behalf of the Association with Part 5 of the Act with respect to the accounting records of the Association by:
  - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
  - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
  - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
  - (iv) submitting to Members at each Annual General Meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding Financial Year.
- (e) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;

- (f) unless the Members resolve otherwise at a General Meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by the Constitution or the Committee or the Treasurer.

## **14. CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE**

14.1. A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Committee Member is the Chairperson, to the Vice Chairperson and that resignation is accepted by resolution of the Committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than:
  - (i) 3 consecutive Committee Meetings; or
  - (ii) 3 Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Committee Meetings;

of which meetings the Member received notice, and the Committee has resolved to declare the office vacant;
- (f) ceases to be a Member of the Association; or
- (g) is the subject of a resolution passed by a General Meeting of Members terminating his or her appointment as a Committee Member.

## **15. PROCEEDINGS OF COMMITTEE**

15.1. The Committee must meet together for the dispatch of business not less than once every three months and the Chairperson, or at least half the Members of the Committee, may at any time convene a Meeting of the Committee.

15.2. The management committee has a duty of care to ensure that its activities and the activities of the association are conducted with reasonable care,



skill and diligence.

- 15.3. Each Committee Member has a deliberative vote.
- 15.4. A question arising at a Committee Meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Committee Meeting will have a casting vote in addition to his or her deliberative vote.
- 15.5. At a Committee Meeting not less than 50% of Committee Members constitutes a quorum.
- 15.6. Subject to this Constitution, the procedure and order of business to be followed at a Committee Meeting must be determined by the Committee Members present at the Committee Meeting.
- 15.7. The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
  - (a) A member who participates in a committee meeting as allowed under sub rule (15.7) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.
- 15.8. As required under sections 42 and 43 of the Act, a Committee Member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the Member of the Committee is a Member of a class of persons for whose benefit the Association is established), must:
  - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
  - (b) not take part in any deliberations or decision of the Committee with respect to that contract.
- 15.9. Sub-clause 15.8(a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the Member of the Committee is an employee of the Association.
- 15.10. The Secretary must cause every disclosure made under clause 15.8(a) by a Member of the Committee to be recorded in the minutes of the Meeting of the Committee at which it is made.

## **16. GENERAL MEETINGS**

- 16.1. The Committee:

- (a) may at any time convene a Special General Meeting;
- (b) must convene Annual General Meetings within the time limits provided for the holding of such meetings by section 50(3)(b) of the Act, that is, in every calendar year within 6 months after the end of the Association's Financial Year or such longer period as may in a particular case be allowed by the Commissioner, except for the first Annual General Meeting which may be held at any time within 18 months after incorporation; and
- (c) must, within 30 days of:
  - (i) receiving a request in writing to do so from not less than 25% of Members, convene a Special General Meeting for the purpose specified in that request; or
  - (ii) the Secretary receiving a notice under clause 9.4, convene a General Meeting to deal with the appeal to which that notice relates.
- (d) must, after receiving a notice under clause 5.4, convene a General Meeting, no later than the next Annual General Meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next Annual General Meeting in relation to the Committee's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Committee.

16.2. The Members making a request referred to in clause 16.1(c)(i) must:

- (a) state in that request the purpose for which the Special General Meeting concerned is required; and
- (b) sign that request.

16.3. If a Special General Meeting is not convened within the relevant period of 30 days referred to:

- (a) in clause 16.1(c)(i), the Members who made the request concerned may themselves convene a Special General Meeting as if they were the Committee; or
- (b) in clause 16.1(c)(ii), the Member who gave the notice concerned may himself or herself convene a Special General Meeting as if he or she were the Committee.

16.4. When a Special General Meeting is convened under clause 16.3(a) or (b) the Association must pay the reasonable expenses of convening and

holding the Special General Meeting.

16.5. Subject to clause 16.7, the Secretary must give to all Members not less than 14 days' notice of a General Meeting and that notice must specify:

- (a) when and where the General Meeting concerned is to be held; and
- (b) particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.

16.6. Subject to clause 16.7, the Secretary must give to all Members not less than 21 days' notice of an Annual General Meeting and that notice must specify:

- (a) when and where the Annual General Meeting is to be held;
- (b) the particulars and order in which business is to be transacted, as follows:
  - (i) first, the consideration of the accounts and reports of the Committee;
  - (ii) second, the election of Committee Members to replace outgoing Committee Members; and
  - (iii) third, any other business requiring consideration by the Association at the General Meeting.

16.7. A Special Resolution may be moved either at a Special General Meeting or at an Annual General Meeting, however the Secretary must give to all Members not less than 21 days' notice of the Meeting at which a Special Resolution is to be proposed. In addition to those matters specified in clause 16.5 or 16.6, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.

16.8. The Secretary must give a notice under clause 16.5, 16.6 or 16.7 by:

- (a) serving it on a Member personally; or
- (b) sending it by post to a Member at the address of the Member appearing in the register of Members kept and maintained under clause 6.; or
- (c) sending it by email to a Member at the email address of the Member appearing in the register of Members kept and maintained under clause 6.

16.9. When a notice is sent by post under clause 16.8(b) or (c), sending of the notice will be deemed to be properly effected if the notice is sufficiently

addressed and posted to the Member concerned by ordinary prepaid mail or email.

## **17. QUORUM AND PROCEEDINGS AT GENERAL MEETINGS**

- 17.1. At a General Meeting 25% or a minimum of 5 Members, whichever is lower, present in person constitute a quorum.
- 17.2. If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under clause 16.5 or 16.6:
  - (a) as a result of a request or notice referred to in clause 16.1(c) or as a result of action taken under clause 16.3 a quorum is not present, the General Meeting lapses;
  - (b) or otherwise than as a result of a request, notice or action referred to in paragraph (a), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 17.3. If within 30 minutes of the time appointed by clause 17.2(b) for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- 17.4. The Chairperson may, with the consent of a General Meeting at which a quorum is present, and must, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- 17.5. There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- 17.6. When a General Meeting is adjourned for a period of 30 days or more, the Secretary must give notice under clause 16 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- 17.7. At a General Meeting:
  - (a) an Ordinary Resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to clause 17.9; and
  - (b) a Special Resolution put to the vote will be decided in accordance with section 51 of the Act as defined in clause 2, and, if a Poll is demanded, in accordance with clauses 17.9 and 17.11.
- 17.8. A declaration by the Chairperson of a General Meeting that a resolution has been passed as an Ordinary Resolution at the Meeting will be evidence of that fact unless, during the General Meeting at which the

resolution is submitted, a Poll is demanded in accordance with clause 17.9.

- 17.9. At a General Meeting, a Poll may be demanded by the Chairperson or by three or more Members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- 17.10. If a Poll is demanded and taken under clause 17.9 in respect of an Ordinary Resolution, a declaration by the Chairperson of the result of the Poll is evidence of the matter so declared.
- 17.11. A Poll demanded under clause 17.9 must be taken immediately on that demand being made.
- 17.12. The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 17.13. A member who participates in a general meeting as allowed under subrule (17.12) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

## **18. MINUTES OF MEETINGS**

- 18.1. The Secretary must cause proper minutes of all proceedings of all General Meetings and Committee Meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Committee Meeting, as the case requires, in a minute book kept for that purpose.
- 18.2. The Chairperson must ensure that the minutes taken of a General Meeting or Committee Meeting under clause 18.1 are checked and signed as correct by the Chairperson of the General Meeting or Committee Meeting to which those minutes relate or by the Chairperson of the next succeeding General Meeting or Committee Meeting, as the case requires.
- 18.3. When minutes have been entered and signed as correct under this clause, they are, until the contrary is proved, evidence that:
- (a) the General Meeting or Committee Meeting to which they relate (in this clause called "the Meeting") was duly convened and held;
  - (b) all proceedings recorded as having taken place at the Meeting did in fact take place at the Meeting;
  - (c) all appointments or elections purporting to have been made at the Meeting have been validly made.

## 19. VOTING RIGHTS OF MEMBERS

- 19.1. Subject to these clauses, each Member present in person or by proxy at a General Meeting is entitled to a deliberative vote.
- 19.2. A Member which is a body corporate may appoint in writing a natural person, whether or not he or she is a Member, to represent it at a particular General Meeting or at all General Meetings.
- 19.3. An appointment made under clause 19.2 must be made by a resolution of the board or other governing body of the body corporate concerned:
  - (a) which resolution is authenticated under the common seal of that body corporate; and
  - (b) a copy of which resolution is lodged with the Secretary.
- 19.4. A person appointed under clause 19.2 to represent a Member which is a body corporate is deemed for all purposes to be a Member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular General Meeting, which appointment is not so revoked, the conclusion of that General Meeting.

## 20. PROXIES OF MEMBERS

A Member (in this clause called “the Appointing Member”) may appoint in writing another Member who is a natural person to be the proxy of the Appointing Member and to attend, and vote on behalf of the Appointing Member at, any General Meeting.

## 21. CONSTITUTION OF ASSOCIATION

- 21.1. The Association may alter or rescind this Constitution, or make clauses additional to these clauses, in accordance with the procedure set out in Part 3, Division 2 of the Act, which is as follows:
  - (a) Subject to clause 21.1(d) and 21.1(e), the Association may alter its Constitution by Special Resolution but not otherwise;
  - (b) Within one month of the passing of a Special Resolution altering its Constitution, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the Special Resolution setting out particulars of the alteration together with a certificate given by a Member of the Committee certifying that the resolution was duly passed as a Special Resolution and that the Constitution of the Association as so altered conform to the requirements

of the Act;

- (c) An alteration of the Constitution of the Association does not take effect until clause 21.1(b) is complied with;
- (d) An alteration of the Constitution of the Association having effect to change the name of the Association does not take effect until clauses 21.1(a) to 21.1(c) are complied with and the approval of the Commissioner is given to the change of name;
- (e) An alteration of the Constitution of the Association having effect to alter the objects or purposes of the Association does not take effect until clauses 21.1(a) to 21.1(c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

21.2. This Constitution binds every Member and the Association to the same extent as if every Member and the Association had signed and sealed these clauses and agreed to be bound by all their provisions.

## **22. COMMON SEAL**

- 22.1. The Association must have a common seal on which its corporate name appears in legible characters.
- 22.2. The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in clause 18.
- 22.3. The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- 22.4. The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

## **23. INSPECTION OF RECORDS**

A Member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

## **24. DISPUTES AND MEDIATION**

- 24.1. The grievance procedure set out in this clause applies to disputes under this Constitution between:
  - (a) a Member and another Member; or

- (b) a Member and the Association; or
  - (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- 24.2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 24.3. If the parties are unable to resolve the dispute at the Meeting, or if a party fails to attend that Meeting, then the parties must, within 10 days, hold a Meeting in the presence of a mediator.
- 24.4. The mediator must be:
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Association;
    - (ii) in the case of a dispute between a Member or relevant non-member (as defined by clause 24.1(c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- 24.5. A Member of the Association can be a mediator.
- 24.6. The mediator cannot be a Member who is a party to the dispute.
- 24.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 24.8. The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 24.9. The mediator must not determine the dispute.
- 24.10. The mediation must be confidential and without prejudice.



24.11. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **25. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION**

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members, or former Members. The surplus property must be given or transferred to another Association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual Members, and which Association shall be determined by resolution of the Members.