



COMPACT Incorporated

Statement of Objects

and

Constitution

29 June 2016

Incorporation No: INC1501626
ABN: 61 315 274 859
Postal: 1/112 Fitzmaurice Street (P O Box 51)
Wagga Wagga NSW 2650

Phone: 02 6931 9300
Fax: 02 6931 9301
Email: info@compact.org.au
Web: www.compact.org.au

CONTENTS

PART 1 PRELIMINARY.....	1
Statement Of Objects.....	1
Statement Of Name.....	2
Definitions.....	2
PART 2 MEMBERSHIP.....	3
1. Membership Qualifications.....	3
2. Membership Generally.....	3
3. Nomination For Membership.....	4
4. Cessation Of Membership.....	4
5. Membership Entitlement Not Transferable.....	5
6. Resignation Of The Membership.....	5
7. Register Of Members.....	5
8. Fees And Subscriptions.....	6
9. Member's Liabilities.....	6
10. Resolution Of Disputes.....	7
11. Disciplining Of Members.....	7
12. Right Of Appeal Of Disciplined Member.....	8
PART 3 BOARD OF MANAGEMENT.....	8
13. Powers Of The Board.....	8
14. Composition And Membership Of The Board.....	9
15. Election Of Board Members.....	9
16. Secretary.....	10
17. Treasurer.....	11
18. Casual Vacancies.....	11
19. Removal Of Board Members.....	11
20. Board Meetings And Quorum.....	12
21. Delegation By Board To Sub-Committee.....	13
22. Voting And Decisions.....	14
PART 4 GENERAL MEETINGS.....	14
23. Annual General Meetings – Holding Of.....	14
24. Annual General Meetings – Calling Of And Business At.....	14
25. Special General Meetings – Calling Of.....	15
26. Notice.....	15
27. Quorum for General Meetings.....	16

28.	Presiding Member	16
29.	Adjournments	17
30.	Making Of Decisions	17
31.	Special Resolutions	17
32.	Voting	18
33.	Proxy Votes Not Permitted	18
34.	Postal Ballots	18
	PART 5 MISCELLANEOUS	18
35.	Insurance	18
36.	Funds – Source	19
37.	Funds – Management	19
38.	Change Of Name, Objects And Constitution	19
39.	Custody Of Books Etc.	19
40.	Inspection Of Books Etc.	20
41.	Service Of Notices	20
42.	Financial Year	20
43.	Dissolution Of The Association	21
44.	Board Conduct	21
45.	Life Membership	22
46.	Submissions To The Office Of Fair Trading – NSW	22
47.	Non-Profit	22
	APPENDIX ONE	23



COMPACT INCORPORATED CONSTITUTION

PART 1 PRELIMINARY

STATEMENT OF OBJECTS

- 1) COMPACT Incorporated develops the capacity and skills of people to better integrate into their community.
- 2) COMPACT Incorporated assists people in realising their existing skills and developing their potential.
- 3) COMPACT Incorporated will achieve this by focusing on employability, educational outcomes, social and emotional resilience.
- 4) COMPACT Incorporated will develop sustainable partnerships to create a whole of community approach to supporting people.

COMPACT Incorporated will achieve these goals by;

- a) Identifying needs and gaps in services and community supports for people
- b) Addressing needs by developing solutions to meet the needs of people and the broader community
- c) Raising community awareness of the needs of people by influencing policy, providing advocacy and increasing the levels of resources and information to people
- d) Creating sustainable partnerships and generating networks, supports and better linkages for people
- e) Developing programs to support people including leadership and mentoring focused programs
- f) Providing direct welfare services which improve the quality of life and access to opportunities for those people who experience disability, mental illness, socio economic difficulties, family and behavioural issues
- g) Developing and supporting partnerships and programs which improve the quality of life and access to opportunities for those people who experience disability, mental illness, socio economic difficulties, family and behavioral issues

STATEMENT OF NAME

COMPACT Incorporated is the official name of this organisation and it shall operate as a non-profit organisation;

DEFINITIONS

1) In this constitution:

Director-General: means the Director-General of the Department of Services, Technology and Administration

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 such person holds that office – the Public Officer of the association.

Special general meeting: means a general meeting of the association other than an annual general meeting; and

The Act: means *the Associations Incorporation Act 2009*.

The Regulation means the *Associations Incorporation Regulation 2010* (NSW).

Association: means the Incorporated Association of COMPACT Incorporated

Executive Officer: means the Executive Officer of COMPACT Incorporated

Financial Year: means the year commencing 1 January and ending 31 December

Board: means the Board of management of COMPACT Incorporated

2) In this Constitution:

- c) A reference to a function includes a reference to a power, authority and duty, and
- d) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- e) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

PART 2 MEMBERSHIP

1. MEMBERSHIP QUALIFICATIONS

- 1) Any person over 18 years of age may be nominated for membership
- 2) The minimum number of financial members is 5 financial members

2. MEMBERSHIP GENERALLY

- 1) A person is eligible to be a member of the Association if:
 - a) the person is a natural person; and
 - b) the person has been nominated and approved for membership of the Association in accordance with clause 3.
- 2) A person is taken to be a member of the Association if:
 - a) the person is a natural person; and
 - b) the person was:
 - i) In the case of an unincorporated body that is registered as the association – a member of that unincorporated body immediately before the registration of the association, or
 - ii) In the case of an association that is amalgamated to form the relevant association – a member of that other association immediately before the amalgamation, or
 - iii) In the case of a registrable corporation that is registered as an association – a member of the registrable corporation immediately before that entity was registered as an association.
- 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 6 (1) (a) of the Act was made.

3. NOMINATION FOR MEMBERSHIP

- 1) A nomination of a person for membership of the Association:
 - a) must be made by a member of the Association in writing in the form set out in Appendix One to this Constitution; and
 - b) must be lodged with the Secretary of the Association.
- 2) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- 3) As soon as practicable after the Board makes that determination, the Secretary must:
 - a) Notify the nominee, in writing, that the Board approved or rejected the nomination (whichever is applicable); and
 - b) If the Board approved the nomination, request the nominee to pay (within 28 days after the receipt by the nominee of the notification) the sum payable under this constitution by a member as an entrance fee and annual subscription.
- 4) The Secretary must, on payment by the nominee of the amounts referred to in subclause (3) (b) within the period referred to in that rule, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

4. 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
 - d) fails to pay the annual membership fee under clause 8 (2) within three months after the fee is due.
 - e) has been convicted of an indictable offence' or adjudged a bankrupt or make a composition or arrangement with his/her creditors under the provisions of any statute or if any company which is a member shall enter into liquidation whether compulsory or voluntary (safe for the purposes of reconstruction)

5. MEMBERSHIP ENTITLEMENT NOT TRANSFERABLE

- 1) A right, privilege or obligation, which a person has by reason of being a member of the Association:
 - a) is not capable of being transferred or transmitted to another person; and
 - b) terminates upon cessation of the membership.

6. RESIGNATION OF THE MEMBERSHIP

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

7. REGISTER OF MEMBERS

- 1) The public officer of the Association will establish and maintain a register of members of the Association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- 2) The register of members must be kept in New South Wales:
 - 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 any member of the Association at any reasonable hour.
- 4) A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- 6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association; or
- b) any other purpose necessary to comply with a requirement of the Act of the Regulations.

8. FEES AND SUBSCRIPTIONS

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

9. MEMBER'S LIABILITIES

- 1) The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required in clause 9.
- 2) If upon the winding up or dissolution of COMPACT Incorporated there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of COMPACT Incorporated, but shall be paid or distributed among such institutions having objects similar to the objects of COMPACT Incorporated to which income tax deductible gifts can be made as to be determined by the members of COMPACT Incorporated at or before the time of dissolution and in default by the Supreme Court of New South Wales.
- 3) If the endorsement of the organisation as a deductible gift recipient is revoked, the following shall be transferred to another organisation to which the income deductible gifts can be made – any surplus:
 - a) Gifts of money or property for the principal purpose of the organization.
 - b) Contributions made in relation to an eligible fundraising event held for the principal purpose of the organization; and
 - c) Money received by the organization of such gifts and contributions.

10. RESOLUTION OF DISPUTES

- 1) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- 2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- 3) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

11. DISCIPLINING OF MEMBERS

- 1) A complaint may be made to the Board by any person that a member of the Association:
 - a) has refused or neglected to comply with a provision or provisions of this constitution; or
 - b) has refused or neglected to comply with a provision or provisions of the Association's Code of Conduct; or
 - c) has willfully acted in a manner prejudicial to the interests of the Association.
- 2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 3) If the Board decides to deal with the complaint, the Board:
 - a) must cause notice of the complaint to be served on the member concerned; and
 - b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint; and
 - c) must take into consideration any submissions made by the member in connection with the complaint.
- 4) The Board may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 5) If the Board expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 13.
- 6) The expulsion or suspension does not take effect:

- a) Until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
- b) If within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 12, whichever is the latter.

12. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 1) A member may appeal to the Association in general meeting against a resolution of the Board under clause 12 within 7 days after notice of the resolution is served on the member by lodging with the Secretary a notice to that effect.
- 2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 3) On receipt of a notice from a member under subclause (1), the Secretary must notify the Board which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- 4) At a general meeting of the Association convened under subclause (3)
 - a) no business other than the question of the appeal will be transacted; and
 - b) the Board and the member must be given the opportunity to state their cases orally or in writing, or both; and
 - c) The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 5) The appeal is to be determined by a simple majority of votes cast by members of the Association.

PART 3 BOARD OF MANAGEMENT

13. POWERS OF THE BOARD

- 1) Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the Board:
 - a) is to control and manage the affairs of the Association; and
 - b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association; and

- c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

14. COMPOSITION AND MEMBERSHIP OF THE BOARD

- 1) The Board is to consist of:
 - a) the Office Bearers of the Association; and
 - b) at least 3 ordinary Board members, each of whom is to be elected at the annual general meeting of the Association under clause 15.
- 2) The Board of the Association will not exceed 10 positions.
- 3) Up to 3 co-opted member to be appointed by the serving Board on the basis of the person's ability to provide specific skills, expertise or strategic representation. The co-opted member to serve for a term to be determined by the Board.
- 4) Any right, privilege or obligation of a person created by reason of his/her status as a Board member of the Association is not capable of being transferred or transmitted to another person without prior written permission of the Board and terminates upon the cessation of his/her appointment whether by resignation, death or otherwise.
- 5) The Office Bearers of the Association are as follows:
 - a) Chairperson;
 - b) Deputy Chairperson;
 - c) Treasurer;
 - d) Secretary.
- 6) A Board member may hold up to two offices (other than both the Chairperson and Deputy Chairperson offices).
- 7) Each member of the Board is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

15. ELECTION OF BOARD MEMBERS

- 1) Nominations of candidates for election as office-bearers of the association and accompanied by written consent of the candidate (which may be endorsed on the form of nomination), and

- 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 nomination) and
 - b) Must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting, The Executive Officer to act as scrutineer for the election
 - 3) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
 - 4) If the number of nominations received is equal to the number of vacancies to be filled the persons nominated are taken to be elected.
 - 5) If the number of nominations are received exceeds the number of vacancies to be filled, a ballot is to be held.
 - 6) The ballot for the election of the office-bearers and ordinary members of the Board of Management is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.
 - 7) The person nominated for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

16. SECRETARY

- 1) The Secretary 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 of:
 - a) all appointments of Office Bearers and members of the Board;
 - b) the names of members of the Board present at a board meeting or a general meeting; and
 - c) all proceedings at the board meetings and general meetings.
- 3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17. 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.

18. CASUAL VACANCIES

- 1) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.
- 2) A casual vacancy occurs if the Board member:
 - a) dies or;
 - b) ceases to be a member of the Association; or
 - c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth; or
 - d) resigns office by notice in writing given to the Secretary; or
 - e) is removed from office under clause 19; or
 - f) becomes a mentally incapacitated person; or
 - g) is absent without consent of the Board from three (3) consecutive meetings of the Board without reasonable excuse; or
 - h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months; or
 - i) is prohibited from being a director of a company under Part 2D.6 of the Corporations Act 2001 of the Commonwealth.

19. REMOVAL OF BOARD MEMBERS

- 1) The Association in general meeting may by resolution remove any member of the Board 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 Board to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or Chairperson (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the Chairperson may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. BOARD MEETINGS AND QUORUM

- 1) The Board shall hold its meetings at least every two (2) months and at such place and time as the Board may determine.
- 2) Additional meetings of the Board may at any time be convened by the Chairperson of the Association or by the requisition in writing of any two Board Members of the Association.
- 3) Oral or written notice of a meeting of the Board must be given by the secretary or his/her nominee to each Board member at least seven business days before the date of the meeting.
- 4) Attendance at Board meetings may be via teleconference or such other electronic means as agreed by the Board from time to time.
- 5) 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 will be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- 6) Provided such notice shall have been duly sent the non-receipt of a notice of meeting by a member of the Board entitled to receive notice shall not invalidate the proceedings of any meeting of the Board
- 7) The quorum necessary for the transaction of business of the Board may be fixed by the Board and unless so fixed shall be 50% of the total current Board members, and must include one Office Bearer.
- 8) 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.
- 9) 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.
- 10) Should the number of members of the Board fall below the quorum, the remaining members may only act to appoint new members of the Board or to summon a general meeting of the Association.

11) At a meeting of the Board

- a) the chairperson, or in the chairperson's absence, the deputy chairperson shall preside; or
- b) if the chairperson and deputy chairperson are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside

21. DELEGATION BY BOARD TO SUB-COMMITTEE

- 1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the Board sees fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - a) This power of delegation, and
 - b) A function which is a duty imposed on the Board 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 delegation.
- 3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 4) Despite any delegation under this clause, the Board may continue to exercise any function as 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 Board.
- 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.
- 8) The Chairperson of the Association shall be an ex-officio member of all committees appointed by the Board.
- 9) The Executive of the Board consists of Chairperson, Deputy Chairperson and Secretary/Treasurer.
- 10) The Executive has permission to execute decisions on behalf of the Board, outside of a general meeting where required.

22. VOTING AND DECISIONS

- 1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at that meeting.
- 2) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 3) Subject to clause 21 (5), the committee may act despite any vacancy on the committee.
- 4) Providing a quorum is present the Board may act notwithstanding any vacancy on the Board.
- 5) The Board and any sub-committee appointed by the Board shall cause proper minutes of all its meetings to be made and any minutes of any meeting of the Board and any sub-committee appointed by the Board if purporting to be signed by the chairperson of such meeting shall be receivable as prima facie evidence if matters stated in such minutes.
- 6) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

PART 4 GENERAL MEETINGS

23. ANNUAL GENERAL MEETINGS – HOLDING OF

- 1) The Association must hold its first Annual General Meeting within 18 months after its registration under The Act.
- 2) The Association must hold its Annual General Meetings:
 - a) Within 6 months after the close of the Association's financial year, or
 - b) Within such later time as may be allowed by the Director-General or prescribed by the Regulation.

24. ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT

- 1) The Annual General Meeting of the association is, subject to the Act and to clause 24, to be convened on such date and at such place and time as the Board sees fit.
- 2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- a) To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting.
- b) To receive from the committee reports on the activities of the association during the last preceding financial year.
- c) To elect office-bearers of the association and ordinary committee members.
- d) To receive and consider any financial statement or report required to be submitted to the members under the Act.

25. SPECIAL GENERAL MEETINGS – CALLING OF

- 1) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- 2) The Board shall, on the requisition in writing of at least 5 percent of the total number of members, convene a special general meeting of the Association.
- 3) A requisition of members for a special general meeting:
 - a) must state the purpose or purposes of the meeting, and
 - b) must be signed by the members making the requisition, and
 - c) must be lodged with the Secretary; and
 - d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 4) If the Board fails to convene a special general meeting to be held within one 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 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 Board.

26. NOTICE

- 1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Public Officer must, at least 14 days before the date fixed for the holding of the general meeting, give 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 sent 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 annual general meeting, business which may be transacted pursuant to clause 25 (3).
- 4) A member of the Association desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who will include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27. QUORUM FOR GENERAL MEETINGS

- 1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present in person or by technological means during the time the meeting is considered that item.
- 2) 50% of the total number of members of the association, present in person or by technological means, (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 30 minutes 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 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 30 minutes after the time appointed for the commencement of the meeting, the members present in person or by technological means (being at least 3) are to constitute a quorum.

28. PRESIDING MEMBER

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

29. ADJOURNMENTS

- 1) The Chairperson of a general meeting of the Association at which a quorum is present may, with the consent of majority of the 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.

30. MAKING OF DECISIONS

- 1) A question arising at a general meeting of the Association is to be determined by either:
 - a) a show of hands, or
 - b) if on the motion of the Chair 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 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) If the question is to be determined by a written ballot, that ballot is to be conducted in accordance with the directions of the Chairperson.

31. SPECIAL RESOLUTIONS

- 1) A special resolution must be passed by a general meeting of the Association to effect any of the following changes:
 - a) a change of the Association's name, rules or objects;
 - b) an amalgamation with another association or a division into two or more separate associations;
 - c) the temporary dissolution of the Association;
 - d) an application for voluntary cancellation of incorporation;

- e) an application to become registered as a company under the Corporations Law;
 - f) an application to become registered as a Co-operative under the Co-operatives Act 1992;
 - g) any other matter required to be passed by a special resolution by the Act, the Regulation or any other law.
- 2) A special resolution may only be passed by the Association in accordance with section 39 of the Act.

32. VOTING

- 1) On any question arising at a general meeting of the association a member has one vote only.
- 2) In the case of an equality of votes on a question at a general meeting, the chairperson 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.

33. PROXY VOTES NOT PERMITTED

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

Note: Schedule 1 of the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

34. POSTAL BALLOTS

- 1) The association may hold a postal ballot to determine any issue or proposal (other than the appeal under clause 13).
- 2) A postal ballot is to be conducted in accordance with Schedule 3 to the regulation.

PART 5 MISCELLANEOUS

35. INSURANCE

- 1) The Association may effect and maintain insurance.

36. FUNDS – SOURCE

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

37. FUNDS – MANAGEMENT

- 1) The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects and pursuant to section 7 of the Act no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- 2) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in the pursuance of the objects of the association in such manner as the committee determines.
- 3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members, of the office bearers or the Executive Officer of the Association, being members or employees authorised to do so by the Board.
- 4) Subject to any resolution passed by COMPACT Incorporated in a general meeting the funds of COMPACT Incorporated shall be audited annually. The association must ensure that the relevant documents are lodged with the Director General one month after the annual general meeting, which must be held within 6 months of the end of the financial year, unless approval has been granted for an extension of time to hold the annual general meeting.

38. CHANGE OF NAME, OBJECTS AND CONSTITUTION

- 1) An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Board member.

39. CUSTODY OF BOOKS ETC.

- 1) All records, books, the Common Seal and other documents relating to the Association shall be kept at the office of the Association under the control of the Executive Officer.

40. INSPECTION OF BOOKS ETC.

- 1) The following documents must be open for inspection, free of charge, by a member of the association at any reasonable hour:
 - a) Records, books and other financial documents of the Association
 - b) this constitution
 - c) minutes of all the Board meetings and general meetings of the association.
- 2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page.

41. SERVICE OF NOTICES

- 1) For the purpose of this constitution, a notice may be served on or given to a person:
 - a) by delivering it to the member personally; or
 - b) by sending it by pre-paid post to the address of the person; or
 - c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the member for giving or serving the notice.
- 2) For the purpose of this constitution, a notice is taken, unless the contrary is proved to have been given or served:
 - a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
 - b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
 - c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

42. FINANCIAL YEAR

- 1) 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 31 December; and

- b) each period of 12 months after the expiration of the previous financial year of the Association commencing on 1 January and ending on the following 31 December.
- 2) The accounts of the Association must be audited as soon as practicable after the end of the financial year by a person appointed as such at the preceding annual general meeting who shall hold office until the end of the next annual general meeting but is eligible for re-appointment.
- 3) The auditor of the Association must be qualified as such and may not be a member of the Association.
- 4) A vacancy occurring in the office of the auditor during the year must be filled by the Board as a casual vacancy and such appointee shall hold office until the next annual general meeting but is eligible for re-appointment.

Note: Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.

43. DISSOLUTION OF THE ASSOCIATION

- 1) The Association may be dissolved only after the holding of a public meeting which has been advertised in appropriate local press and all members have been notified in the manner prescribed in the rules for the holding of a general meeting.
- 2) The public meeting called in accordance with subclause (1) will appoint a trustee to administer the distribution of any property in accordance with the resolution approved by the members pursuant to subclause (3).
- 3) In the event of the Association winding up or being dissolved, the property remaining after the satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding-up shall be distributed to a not-for-profit organisation with similar objects such distribution to be pursuant to section 53 of the Act.
- 4) Notification of such dissolution shall be forwarded to all funding bodies, or subsequent body, within 14 days of the date of the public meeting. Such notification shall include the name and address of a trustee who shall be responsible for procedures under subclause (2).

44. BOARD CONDUCT

- 1) Board members will not disclose official information or documents acquired as a consequence of membership of the board other than is required by law or when the member has been given proper authority to do so.
- 2) Board members will not accept gifts or benefits that could place them under an actual or perceived financial or moral obligation to other organisations or individuals. Only gifts or hospitality of a token or nominal value may be accepted. Accepting such gifts or benefits is essentially a matter of judgment. A board member must be satisfied that their position will

not in any way be compromised or appear to be compromised by acceptance. A register of such gifts will be maintained by the Executive Officer.

- 3) Board member will disclose interests to the Board (which include positions and pecuniary interests) in corporations, partnerships or other businesses that may be relevant to the activities of the board. A register of such interests will be maintained by the Executive Officer. When a conflict arises, the board member must as soon as practicable disclose full and accurate details of the interest or issue to the board.
- 4) Board members are expected to attend all board meetings, all general meetings and the annual general meeting. It is expected that board members will attend all association events, where possible.

45. LIFE MEMBERSHIP

- 1) The Board may give life membership to a current or previous Board Member who has completed 10 years of service to the Board.
- 2) Life members will have no voting rights.

46. SUBMISSIONS TO THE OFFICE OF FAIR TRADING – NSW

- 1) A copy of this constitution will or has been sent to the Office of Fair Trading to ensure it conforms to the various legal requirements of an Incorporated Association.
- 2) An annual statement, Office of Fair Trading – form 12, will be submitted within 30 days after the Annual General meeting by the Public Officer.
- 3) Office of Fair Trading – form 12, will be submitted within 30 days after any approved amendment by the Public Officer

47. NON-PROFIT

- 1) The assets and income of COMPACT Incorporated shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

APPENDIX ONE

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

(Clause 3 (1))

..... Incorporated
[Name of association]

(Incorporated under the *Associations Incorporation Act 2009*)

I,.....
[Full name of applicant]

Of.....
[Address]

.....
[Occupation]

Hereby apply to become a member of the above named incorporated association. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

.....
Signature of applicant

Date:

I,.....
[Full name]

A member of the association, nominate the applicant for membership of the association.

.....
Signature of proposer

Date:

I,
[Full name]

A member of the association, second the nomination of the applicant for membership of the association.

.....
Signature of seconder

Date: