



# CONSTITUTION

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# CONSTITUTION - FRIENDS OF THE POUND (TWEED) INC.

## PREAMBLE:

Friends of the Pound (Tweed) Inc. exists to provide support and assistance to the Tweed Shire Council animal impounding services, and to make a difference to the lives of the homeless and needy companion animals of the Tweed Shire and surrounding areas.

Friends of the Pound's efforts are informed by the Cambridge Declaration on Consciousness (2012), which holds that animals are sentient beings that have the same kinds of feelings and experiences that gives us reason to treat others humanely and so are deserving of humane treatment.

Friends of the Pound recognises that its efforts in the field of animal welfare have important ramifications for the human and animal communities of the Tweed Shire and surrounding areas and is committed to the responsible rehoming and management of animals in its care.

Friends of the Pound recognises that mitigation of abandonment, straying and surrender of dogs and cats is an important part of ensuring the welfare of dogs and cats of the Tweed Shire and surrounds, as well as for animals in the pound, by reducing population pressure within the pound and limiting the negative impacts on animals that abandonment, straying and surrender can have.

Understanding that irresponsible pet ownership is often implicated in the abandonment, straying and surrender of dogs and cats, Friends of the Pound is committed to promoting the responsible ownership of cats and dogs in the Tweed Shire and surrounding areas.

## OBJECTS:

1. To provide support and assistance to the Tweed Shire Council animal impounding services, for the purposes of ensuring and improving the wellbeing and welfare of animals held in its facilities.
2. To assist the Tweed Shire Council in the running of the animal rehoming services.
3. To rescue and re-home (where appropriate, safe and humane) as many impounded companion animals from the Tweed Shire Council animal impoundment facility as possible.
4. To rescue and re-home (where appropriate, safe and humane) as many surrendered homeless, stray, abandoned, injured, neglected or at risk of euthanasia, companion animals in the Tweed Shire and surrounding regions, as possible.
5. To provide support, nurture and rehabilitation to animals in our care.
6. To provide public education regarding the ethical and humane treatment of animals in the Tweed Shire community.
7. To promote the importance of responsible pet ownership with a particular emphasis on:



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- a. How desexing helps reduce the number of animals in pound facilities and leads to a reduction of euthanasia.
- b. How microchipping and registration of animals can lead to reuniting pets with their families if lost.
- c. How vaccinations, worming, exercise and a balanced diet promote wellbeing and helps prevent disease in animals.
- d. How important regular socialisation is to an animal's own wellbeing, as well as the wellbeing of other animals it may encounter.
- e. How regular socialisation and exercise helps reduce potential behavioural issues that can lead to surrender and euthanasia.
- f. How well socialised animals have an increased likelihood of a successful rehoming in the event that they are unable to be reunited with their families.

## OUR VISION

Friends of the Pound will be the leading companion animal rescue organisation in the Tweed Shire.

## OUR MISSION

Friends of the Pound will build a community of people that treat animals with respect and kindness. We will provide subsidised programs and resources that encourage people to provide proper care to companion animals.

## OUR VALUES

- Compassion: We will show compassion for all animals.
- Commitment: We will be the leading companion animal rescue service in the Tweed Shire.
- Integrity: We will hold honour and integrity in the highest regard.
- Protection: We will create a safe and nurturing environment for all companion animals.
- Education: We will provide resources that promote responsible companion animal care.
- Humane: We will promote quality of life for all companion animals.

# CONSTITUTION - FRIENDS OF THE POUND (TWEED) INC.

## PART 1 PRELIMINARY

### 1 DEFINITIONS

1. In this constitution:

*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 association's public officer.

*The Act* means the Associations Incorporation Act 2009.

*The Regulation* means the Associations Incorporation Regulation 2016.

2. In this constitution:

- a. a reference to a function includes a reference to a power, authority, and duty, and
- b. a reference to the exercise of a function includes if the function is a duty, a reference to the performance of the duty.

3. The provisions of the Interpretation Act 1987 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.

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## PART 2 MEMBERSHIP

### 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 applied (and has been approved) for membership of the association in accordance with clause 3.

### 3 APPLICATION FOR MEMBERSHIP

1. An application for membership of the association must:
  - a. be made in writing (including by email or other electronic means) in the form determined by the committee; and
  - b. be lodged with the association; and
  - c. include payment for membership in the amount determined by the association.
2. The association must consider an application for membership within a reasonable time after the association receives the application.
3. If the committee approves the application, the association must, as soon as possible:
  - a. enter the new member on the register of members; and
  - b. write to the applicant and tell them that their application was approved and the date the membership started.
4. If the committee rejects the application, the association must:
  - a. write to the applicant as soon as possible and tell them that their application has been rejected, but does not have to provide a reason; and
  - b. return any membership fees collected within a reasonable time.

### 4 CESSATION OF MEMBERSHIP

1. A person ceases to be a member of the association if the person:
  - a. dies; or
  - b. resigns membership by writing to the associations; or
  - c. is expelled from the association; or
  - d. fails to respond within 3 months to a written request from the association that they confirm in writing that they wish to remain a member; or

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- e. fails to pay the annual membership fee under clause 8.

## 5 MEMBERSHIP ENTITLEMENTS 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 on cessation of the person's membership.

## 6 RESIGNATION OF MEMBERSHIP

1. A member of the association may resign from membership of the association by giving to the association written notice of at least one month that the member intends 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 sub-clause (1), and in every other case where a member ceases to hold membership, the association 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 association must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association, together with the date on which the person became a member.
2. The register of members must be kept 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 this information 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



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- b. any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 7. If the register of members is kept in electronic form:
  - a. it must be convertible into hard copy, and
  - b. the requirements in sub-clause 7.2 do not apply.

## 8 FEES AND SUBSCRIPTIONS

- 1. A member of the association must, on application to membership, pay the association the specified fee as determined by the committee.
- 2. In addition to any amount payable by the member under sub-clause (1), a member of the association must pay to the association an annual membership fee as determined by the committee.

## 9 MEMBERS' LIABILITIES

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

## 10 COMPLAINTS

The committee will establish mechanisms to promote fast and efficient resolution of issues affecting the organisation, including a policy to properly and effectively deal with complaints made by members of the public and grievances from members of the organisation.

## 11 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 or such other mediator as agreed by the parties.
- 2. If a dispute is not resolved by mediation within three months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- 3. The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration

## 12 DISCIPLINING OF MEMBERS

- 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

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- 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 must:
  - a. cause notice of the complaint to be served on the member concerned; and
  - b. 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. 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 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 proven, and the expulsion or suspension is warranted in the circumstances.
5. If the committee expels or suspends a member, the secretary must, within seven days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the members' 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.

## 13 RIGHT OF APPEAL OF DISCIPLINED MEMBER

1. A member may appeal to the association in a general meeting against a resolution of the committee under clause 11, within seven 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 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 the general meeting of the association convened under Subclause (3):
  - a. no business other than the question of the appeal is to be transacted; and

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- b. the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; a©(c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- c. The appeal is to be determined by a simple majority of votes cast by members of the association.

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## PART 3 THE COMMITTEE

### 14 POWERS OF THE COMMITTEE

1. Subject to the Act, the Regulation, this constitution, and any resolution passed by the association in a 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 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.
  - c. has the 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.

### 15 COMPOSITION AND MEMBERSHIP OF COMMITTEE

1. The committee is to consist of:
  - a. the office-bearers of the association; and
  - b. at least three ordinary committee members, each of whom is to be elected at the Annual General Meeting of the association under clause 16.
2. Committee members are to receive no fees of remuneration for the position on the committee. Committee members may be able to claim reimbursement for any reasonable out of pocket expenses if the expenditure is pre-approved by the committee chair.
3. The maximum total number of committee members is to be seven persons.
4. The office-bearers of the association are as follows:
  - a. The President.
  - b. The Vice-President.
  - c. The Treasurer.
  - d. The Secretary.
5. A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
6. There is no maximum number of consecutive terms for which a committee member may hold office.
7. Each member of the committee is to vacate their committee position at every Annual General Meeting. Committee members may re-nominate for a committee position in accordance with section 16 of this constitution.



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## 16 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 two 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 21 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.
3. If vacancies are not filled, any vacant position(s) remaining on the committee are taken to be casual vacancies and can be filled at any time by a vote of the Committee members.
4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
6. The ballot for the election of office bearers and ordinary committee members is to be conducted at the Annual General Meeting in any usual and proper manner that the committee directs.
7. A person nominated as a candidate for election must be a member of the association
8. Office bearers and the public officer will be appointed by the elected committee members.

## 17 SECRETARY

1. The secretary of the association The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of their address.
2. It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
  - a. all appointments 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.

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4. The signature of the chairperson may be transmitted by electronic means for the purposes of sub-clause 3.

## 18 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.

## 19 AUDIT

1. An auditor, having the required professional capabilities, who is elected at each Annual General Meeting, shall examine all financial accounts of the association for the stated financial year and shall prepare a financial report in accordance with generally accepted accounting standards on the financial results and financial position for the said financial year and present same to the members at the next Annual General Meeting.
2. An auditor shall not be a member or closely related to a member of the committee.
3. Replacement of the current auditor and nomination of another auditor is at the discretion of the committee and must be included in the agenda of the Annual General Meeting, or a general meeting called for this purpose, and notification provided to the current auditor of the termination of their services.
4. Where the current auditor submits a resignation or notifies the association of the intention not to seek re-election as auditor, the committee must source and nominate another auditor to be voted on and appointed at the Annual General Meeting or a general meeting called for this purpose.

## 20 CASUAL VACANCY

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 next Annual General Meeting 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 Corporations Act 2001 of the Commonwealth; or
  - d. resigns office by notice in writing given to the secretary; or

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- e. is removed from office under clause 21; or
- f. becomes a mentally incapacitated person; or
- g. is absent without the consent of the committee from 3 consecutive meetings of the committee; 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 (Disqualifications from managing corporations) of the Corporations Act 2001 of the Commonwealth.

## 21 REMOVAL OF COMMITTEE MEMBERS

1. The association in a 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 sub-clause one relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## 22 COMMITTEE MEETINGS AND QUORUM

1. The committee must meet at least three times in each period of 12 months at the place and time that the committee may determine.
2. Additional meetings of the committee may be convened by the president or by any member of the committee.
3. Written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours 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 three members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

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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 until a later time and date as agreed to by the committee.
7. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
8. At a meeting of the committee:
  - a. the president or, in the president's absence, the vice-president is to preside, or
  - b. if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee is to preside, provided that a quorum is present.

## 23 USE OF TECHNOLOGY AT COMMITTEE MEETINGS

1. A committee meeting may be held at two 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.

## 24 DELEGATION BY COMMITTEE TO SUB-COMMITTEE

1. The committee may delegate to one or more sub-committees (consisting of the member(s) of the association that the committee thinks fit) 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 association committee may continue to exercise any function delegated to a sub-committee.
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.



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

## 25 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. Subject to clause 22 (7), the committee may act despite any vacancy on the committee
4. Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

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## PART 4 GENERAL MEETINGS

### 26 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 six 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.

### 27 ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

1. The Annual General Meeting of the association is, subject to the Act and to clause 26, to be convened on the date and at the place and time that the committee thinks fit.
2. In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
  - a. to confirm the minutes of the last preceding Annual General Meeting and of any 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.
  - e. to elect an auditor of the association in accordance with clause 19.
3. An Annual General Meeting must be specified as that type of meeting in the notice convening it.

### 28 SPECIAL GENERAL MEETINGS - CALLING OF

1. The committee may, whenever it thinks fit, convene a general meeting of the association.
2. The committee must, on the requisition of at least 5% of the total number of members, convene a general meeting of the association.
3. A requisition of members for a general meeting:
  - a. must be in writing; and
  - b. must state the purpose or purposes of the meeting; and

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- 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 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 general meeting to be held not later than three months after that date.
5. A 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 sub-clause 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.

## 29 NOTICE

1. Except if the nature of the business proposed to be dealt with at a general meeting requires a 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 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 sub-clause (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 27(2).
4. A member desiring to bring any business before a general meeting must give written notice of that business to the secretary of the association, a minimum of 7 days before the next general meeting.

## 30 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.

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2. Five 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 5) are to constitute a quorum.

## 31 PRESIDING MEMBER

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

## 32 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 sub-clauses (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.

## 33 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 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.



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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. Sub-clause (2) applies to a method determined by the committee under sub-clause (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.

## 34 SPECIAL RESOLUTIONS

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

## 35 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.

## 36 PROXY VOTES NOT PERMITTED

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

## 37 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 12).
2. A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.
3. Ballot replies must be addressed to a Returning Officer who is appointed by the committee. The Returning Officer must be an independent, impartial person to ensure fairness and remove any doubt on result.

## 38 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

### 39 INSURANCE

The association may effect and maintain insurance.

### 40 FUNDS ± OSURCE

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

### 41 FUNDS AND GIFT FUND

1. As the organisation is a recipient of Deductible Gift Recipient (DGR) endorsement from the Australian Tax Office (ATO), a separate account, to be known as the Gift Fund Account (GFA), is to be opened and maintained for the objectives of the organisation as detailed in Objects 1-7 of the constitution. The Gift Fund Account is to be held with such bank, building society or credit union as the committee may direct.
2. All gifts or deductible contributions of money or property received by the organisation for its' objectives are to be deposited to the Gift Fund Account. The Gift Fund Account is not to be credited with any other money or property and funds are to be expended only for the objectives of the organization.
3. If the Gift Fund is wound up or if the endorsement (if any) of the organisation as a Deductible Gift Recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributed to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.
4. All other monies received shall be deposited in the name of the organisation in such bank, building society or credit union as the committee may direct.
5. Funds raised by means of a fundraising appeal within the meaning of the Charitable Fundraising Act 1991 must be maintained in accordance with that Act.

### 42 FUNDS ± MANAGEMENT

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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 two authorised signatories.

## 43 ASSOCIATION IS NON-PROFIT

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

## 44 DISTRIBUTION OF PROPERTY ON WINDING UP OF ASSOCIATION OR UPON REVOCATION

1. Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another association with similar objects and which is not carried on for the profit or gain of its individual members.
2. In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges, and expenses of the winding-up of the association.

## 45 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, secretary or president.

## 46 CUSTODY OF BOOKS ETC

1. Except as otherwise provided by this constitution, all records, books, and other documents relating to the association shall be kept in custody on premises of the association or of a member nominated by the committee.
  - 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.

## 47 INSPECTION OF BOOKS ETC

1. The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
  - a. records, books and other financial documents of the association,
  - b. this constitution,
  - c. minutes of all committee meetings and general meetings of the association.



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2. A member of the association may obtain a copy of any of the documents referred to in Sub-clause (1) on payment of a fee of not more than \$1 for each page copied.
3. Despite sub-clauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

## 48 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 person personally, or
  - b. by sending it by pre-paid post to the address of the person, or
  - c. by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
2. For the purpose of 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.

## 49 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 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.

