



## **CONSTITUTION**

### **C.A.P.A.H. MULTICULTURAL ASSOCIATION INCORPORATED**

The Constitution of CAPAH Multicultural Association Incorporated (CAPAH) forms the structure within which the Association operates. The Constitution is based on the model constitution provided by the NSW Department of Fair Trading, which covers those matters relating to the operation of CAPAH required by law.

## TABLE OF CONTENTS

Part 1 - PRELIMINARY	4
1. DEFINITIONS	4
Part 2 – PURPOSE AND PHILOSOPHY	5
2. AIMS AND OBJECTIVES	5
Part 3 - MEMBERSHIP	7
3. MEMBERSHIP GENERALLY	7
4. NOMINATION FOR MEMBERSHIP	7
5. CESSATION OF MEMBERSHIP	8
6. MEMBERSHIP ENTITLEMENTS ARE NOT TRANSFERABLE	8
7. RESIGNATION OF MEMBERSHIP	8
8. REGISTER OF MEMBERS	8
9. FEES AND SUBSCRIPTIONS	9
10. MEMBERS' LIABILITIES	9
11. RESOLUTION OF INTERNAL DISPUTES	9
12. DISCIPLINING OF MEMBERS	10
Part 4 - THE COMMITTEE	12
13. POWERS OF THE COMMITTEE	12
14. COMPOSITION AND MEMBERSHIP	12
15. ELECTION OF MEMBERS	13
16. SECRETARY	14
17. TREASURER	14
18. PUBLIC OFFICER	14
19. CASUAL VACANCIES	15
20. REMOVAL OF A COMMITTEE MEMBER	15
21. COMMITTEE MEETINGS AND QUORUM	16
22. VOTING AND DECISIONS	16
Part 5 - GENERAL MEETINGS	18
23. HOLDING OF ANNUAL GENERAL MEETINGS	18
24. CALLING OF AN ANNUAL GENERAL MEETING	18
25. SPECIAL GENERAL MEETINGS	18

26.	NOTICE	19
27.	QUÓRUM FOR GENERAL MEETINGS	19
28.	PRESIDING MEMBER	20
29.	ADJOURNMENT	20
30.	MAKING OF DECISIONS	20
31.	SPECIAL RESOLUTIONS	21
32.	VOTING	21
33.	PROXY VOTES NOT PERMITTED	21
34.	POSTAL BALLOTS	22
Part 6 - MISCELLANEOUS		23
35.	INSURANCE	23
36.	FUNDS - SOURCE	23
37.	FUNDS - MANAGEMENT	23
38.	ALTERATION OF NAME, OBJECTS AND CONSTITUTION	23
39.	CUSTODY OF BOOKS	24
40.	INSPECTION OF BOOKS ETC	24
41.	SERVICE OF NOTICES	24
42.	FINANCIAL YEAR	25

## Part 1 - PRELIMINARY

### 1. 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.

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

**The Regulation** means the *Associations Incorporation Regulation 2010*.

(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.
- c. A reference to “the Association” or to “CAPAH” is a reference to CAPAH Multicultural Association Incorporated.
- d. A reference to Committee refers to the group of members of CAPAH duly elected by the membership as prescribed in this Constitution to undertake the duties assigned to it and operating as described in this Constitution.

(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.

## Part 2 – PURPOSE AND PHILOSOPHY

### 2. AIMS AND OBJECTIVES

- (1) CAPAH Multicultural Association Incorporated (CAPAH) is a not-for-profit organization that is committed to delivering a range of culturally and linguistically appropriate services that empower communities to sustain and improve the quality of life of the members of the community. CAPAH provides practical assistance and support services to the disadvantaged and marginalized. CAPAH seeks to:
- **C**onnect, **A**ssist, **P**romote, **A**dvance and **H**onour those isolated by language and culture, by age, by disability, by illness, by financial hardship or other misfortune to build self-esteem, to feel they belong and connected with friends who care for them, to feel safe and to sustain or improve their quality of life.
  - Provide respite care for the culturally isolated and disadvantaged members of the community, particularly the Spanish Speaking frail, aged and disabled people and their carers in the Illawarra Region.
  - Alleviate the emotional, physical and social problems experienced by the culturally isolated and disadvantaged members of the Illawarra community, particularly the Spanish Speaking community, arising from poor English, cultural differences and age and disability.
  - Provide community support services to people who have disabilities and their carers.
  - Contribute to the relief of financial hardship, illness and other misfortune and to the promotion of the well-being of individuals and groups in the community who are disadvantaged and vulnerable either socially, physically, intellectually or emotionally.
  - Undertake, or carry out benevolent work or purpose;
  - Promote, establish, carry out and support, and to assist in promoting, establishing, carrying out and supporting, social welfare programs designed to contribute to the alleviation of financial hardship, illness or other misfortune including those undertaken by Statutory Authorities, Voluntary Welfare Organizations and other community groups;
  - Assist individuals who are frail and/or aged, as well as those with a disability to live in the community by providing support to them;
  - Work with individual members of the client group to strengthen their individual capacities;
  - Assist individual members of the client group without discrimination in relation to income, gender, sexual orientation, disability, social and ethnic background;
  - Advocate about the public and private issues impacting the client group.

(2) CAPAH seeks to achieve this through:

- day care centre activities,
- provision of support to its clients in times of need through social welfare programs, domestic assistance and home care services
- provision of referrals,
- providing advice and information to clients seeking services,
- provision of disability support
- provision of care and personal development services including learning English and participation in social, emotional and physical activities, to sustain and improve their ability to live independently and participate in the community
- encouraging in the broader community better understanding and support for the culturally isolated and disadvantaged, the elderly, those with physical or intellectual disabilities and their families,
- undertaking activities to address individual cases of financial hardship and providing relief to those impacted by illness, disability or isolation

(3) CAPAH (including its members, staff and officers) is committed in its operation to maintaining as its core values:

- EXCELLENCE in service provision and applying best practice principles
- ADAPTIVE and INVENTIVE in meeting the changing needs of the community
- COLLABORATIVE in establishing working affiliations with other agencies
- ASPIRING to achieve its objectives
- COMMITMENT to community participation and leadership
- TRANSPARENCY and exercise of ethical practices in behavior and decision-making
- INTEGRITY in the provision of accessible, appropriate and affordable services
- DIGNITY and RESPECT is afforded to all.

(4) CAPAH

- operates to ensure its services are relevant, accountable and accessible
- is focused on its clients
- supports the development of people's skills by furthering their potential
- values and promotes recognition of diversity
- delivers high quality services within a framework of organizational improvement
- respects the rights of the individual, particularly for safety, privacy and decision making
- promotes tolerance, inclusiveness and acceptance of its clients in the community.

*"Illawarra Region" encompasses the Wollongong, Shellharbour, Kiama and Shoalhaven LGAs.*

## **Part 3 - MEMBERSHIP**

### **3. 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 4.
  
- (2) Members must abide by the provisions of this Constitution, and the provisions of such written policies and procedures that the Executive approves, by resolution, as existing from time to time.

### **4. NOMINATION FOR MEMBERSHIP**

- (1) A nomination for membership of CAPAH:
  - a. Must be made by a member of CAPAH in writing, by completing the details required in the approved form "APPLICATION FOR MEMBERSHIP OF CAPAH" and
  - b. Lodged with the Secretary of CAPAH
  
- (2) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Committee.
  
- (3) The Committee will determine whether to approve or to reject the nomination within twenty-eight (28) days.
  
- (4) As soon as practicable after the Committee makes that determination, the Secretary must:
  - a. Notify the nominee, in writing, that the Committee approved or rejected the nomination (whichever is applicable), and
  - b. If the Committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this Constitution by a member as entrance fee and annual subscription.
  
- (5) The Secretary must, on payment by the nominee of the amounts referred to in Clause 4(4)b within the period referred to in that provision, 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.
  
- (6) If the nominee's payment is not received in accordance with Clause 4(4)b, then the nomination will fail and the nomination process will need to be recommenced.

## **5. CESSATION OF MEMBERSHIP**

- (1) A person ceases to be a member of CAPAH if the person:
  - a. Dies or
  - b. Resigns membership or
  - c. Is expelled from CAPAH or
  - d. Fails to pay the annual membership fee under Clause 9(2) within 3 months after the fee is due.

## **6. MEMBERSHIP ENTITLEMENTS ARE NOT TRANSFERABLE**

- (1) A right, privilege or obligation, which a person has by reason of being a member of CAPAH:
  - a. Is not capable of being transferred or transmitted to another person, and
  - b. Terminates on cessation of the person's membership.

## **7. RESIGNATION OF MEMBERSHIP**

- (1) A member of CAPAH who has paid all amounts payable by the member to CAPAH in respect of the member's membership may resign from membership of CAPAH by first giving to the Secretary written notice.
- (2) If a member of CAPAH ceases to be a member under Clause 7(1), the Secretary must make an appropriate entry, or cause to make an appropriate entry, in the register of members recording the date on which the member ceased to be a member.

## **8. REGISTER OF MEMBERS**

- (1) The Public Officer of CAPAH must establish and maintain a register of members of CAPAH specifying the name and address of each person who is a member of CAPAH together with the date on which the person became a member and the date on which membership ceased.
- (2) The register of members must be kept at CAPAH's offices in secure storage.
- (3) The register of members must be open for inspection, free of charge, by any member of CAPAH at any reasonable hour.
- (4) Any information in the register about the members (other than the member's name) is not to be available for inspection.
- (5) 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.



- (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 CAPAH or other material relating to CAPAH; or
  - b. any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **9. FEES AND SUBSCRIPTIONS**

- (1) A member of CAPAH must, on admission to membership, pay to CAPAH a fee of \$5.00 or, if some other amount is determined at the Annual General meeting, that other amount.
- (2) A member of CAPAH must pay an annual renewal of membership fee of \$5.00 or other amount as determined at the Annual General Meeting, in each financial year subsequent to the financial year of admission to membership under Clause 9(1)
  - a. Except for the first financial year after initial membership of CAPAH if the member becomes a member between the period 1 March and 30 July of the year in which they became a member.

## **10. MEMBERS' LIABILITIES**

- (1) In case of the winding up of CAPAH, the liability of a member of CAPAH to contribute towards the payment of the debts and liabilities of CAPAH, is limited to the payment of debts the member owes to CAPAH. (That is unpaid fees or other contributions owed to the Association).

## **11. RESOLUTION OF INTERNAL DISPUTES**

- (1) Disputes between members (in their capacity as members) of CAPAH and disputes between a member or members and CAPAH, must be notified to the Secretary in writing and with full particulars and documents relating to the dispute. In the event that the Secretary is the subject of, or is involved in, the dispute, the dispute must be notified to the President in the same manner.
- (2) The Secretary (or President if applicable) may, at their sole discretion, investigate the dispute, or appoint a suitable member of the Committee to investigate the dispute.
- (3) The Secretary will provide to the President a report relating to the investigation, or their reasons why no investigation was conducted, within 28 days of the dispute being notified.

- (4) The President will consider the report or the reasons, and may, at their sole discretion, conduct further investigations.
- (5) The President will determine the dispute within 28 days of being provided with the report.
- (6) The President will provide a copy of the determination to the Committee, and to any party involved in the dispute.
- (7) If the dispute remains unresolved, the dispute will be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983 (NSW).
- (8) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- (9) 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.
- (10) The Commercial Arbitration Act 2010 (NSW) applies to any such dispute referred to arbitration.

## **12. DISCIPLINING OF MEMBERS**

- (1) Any member, person, entity, or body may make a written complaint to the Secretary of CAPAH that a member of CAPAH:
  - a. Has refused or neglected to comply with a provision or provisions of this Constitution, or CAPAH's policies, guidelines, or procedures, as in force from time to time;
  - b. Has discriminated against, bullied, harassed, or victimized any other member, employee, or client of CAPAH;
  - c. Has breached the Act, the Regulation; or
  - d. Has willfully acted in a manner prejudicial to the interests of CAPAH.
- (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 then the Committee:
  - a. Must notify the member regarding this complaint and
  - b. Give the member at least 14 days from the time of notification to respond to the Committee regarding the complaint and

- c. Must take into consideration any written submissions made by the member in connection with the complaint.
- (4) The Committee may, by resolution, expel the member from CAPAH or suspend the member from membership of CAPAH 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 substantiated, and the suspension or expulsion of the member is warranted in the circumstances.
- (5) If the Committee expels or suspends a member, the Secretary must inform the member, in writing within 7 days of the action taken. The Secretary may, at their sole discretion, provide the reasons given by the Committee for having taken that action.
- (6) The expulsion or suspension takes effect immediately.

## Part 4 - THE COMMITTEE

### 13. POWERS OF THE COMMITTEE

- (1) The Committee is to be called the Management Committee of CAPAH and, subject to the Act, the Regulation, this Constitution, and any resolution passed by CAPAH in a General Meeting:
  - a. Is to control and manage the affairs of CAPAH;
  - b. May pass resolutions relating to such policies, guidelines and/or procedures as the Management Committee considers necessary to ensure the proper administration and functioning of CAPAH;
  - c. May exercise all such functions as may be exercised by CAPAH, other than those functions that are required by the Constitution to be exercised by a General Meeting of members of CAPAH, and
  - d. Has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs CAPAH.

### 14. COMPOSITION AND MEMBERSHIP

- (1) The Management Committee is to consist of:
  - a. The office-bearers, which will be called "The Executive" and
  - b. Up to 3 Ordinary Committee Members, each of whom will be elected at the Annual General Meeting of the Association under Clause 15.
  - c. The Manager CAPAH
- (2) All Committee members are elected to positions in the Committee, except for the Manager CAPAH who is a member of the Management Committee as a function of the position of Manager CAPAH.
- (3) The Executive (office bearers) consists of:
  - a. President
  - b. Vice-president
  - c. Secretary
  - d. Treasurer
- (4) A Management Committee member may hold up to 2 offices simultaneously (other than both the offices of President and Vice-president)
- (5) CAPAH employees cannot be elected to the office of President or Treasurer. However they may be elected to other offices, or as Ordinary Committee Members
- (6) The elected President must have a background from within the Cultural and Linguistically Diverse community.

- (7) All CAPAH members have the right to vote, and to propose and second motions to be voted on.
- (8) Each member of the Committee is, subject to these rules, 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.
- (9) In the event of a casual vacancy occurring in the membership of the Management Committee, the Management Committee may appoint a member of CAPAH to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

## **15. ELECTION OF MEMBERS**

- (1) Nominations of candidates for election as office-bearers of the Association or as Ordinary Committee Members:
  - a. Must be made in writing, signed by 2 members of CAPAH 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 CAPAH at least 14 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (2) Candidates must have the necessary skills, experience, ability and faculties to fulfill the inherent requirements of the office, as set out in the descriptions applicable to the office.
- (3) If a Management Committee member believes that a nominee does not hold the necessary skills, experience, ability or faculties to fulfill the inherent responsibilities of the office, the Committee member may, at a meeting of the Management Committee, move a resolution to reject the nomination, If the Management Committee rejects the nomination, then the nomination is considered invalid.
- (4) If insufficient nominations are received under Clause 15(1) to fill all vacancies on the Management Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- (5) If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies.
- (6) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (7) If the number of nominations received exceeds the number of vacancies to be filled, the Management Committee:
  - a. May request the nominees to provide additional documentation, and / or information to support their nomination; and

- b. Must determine the election of the office-bearer by holding a ballot.
- (8) The ballot for the election of office-bearers and Ordinary Committee Members of the Management Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Management Committee may direct.
- (9) A person nominated as a candidate for election as an office-bearer or as an Ordinary Committee Member of the Association must be a member of CAPAH.

## 16. SECRETARY

- (1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:
  - a. All appointments of office-bearers and members of the Committee,
  - 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.

## 17. TREASURER

- (1) It is the duty of the treasurer of CAPAH to ensure:
  - a. That all money due to CAPAH is collected and received and that all payments authorised by CAPAH are made, and
  - b. That correct books and accounts are kept showing the financial affairs of CAPAH, including full details of all receipts and expenditure connected with the activities of CAPAH.

## 18. PUBLIC OFFICER

- (1) The Committee must elect a Public Officer.
- (2) The Committee may remove the Public Officer at any time before the expiration of his/her term of office and may by resolution appoint another person, who must be 18 years old or over and a NSW resident.
- (3) A Public Officer position it will be declared vacant under the following circumstances:
  - a. Death;
  - b. Resignation;
  - c. Removal from the Committee or at a General Meeting;
  - d. Insolvency;

- e. Mental sickness or incapacity or;
  - f. Primary residence outside of NSW
- (4) When the position of Public Officer becomes vacant, the Committee must notify the Office of Fair Trading within 14 days and elect a new Public Officer.
- (5) The Public Officer must notify the Office of Fair Trading using the prescribed form and under the following circumstances:
- a. Appointment (within 14 days)
  - b. Change of address (within 14 days)
  - c. Change of objectives or rules of the Association (within one month)
  - d. Financial affairs of the Association (within one month after the Annual General Meeting, if required)
  - e. Change of name of the Association (within one month)
- (6) The Public Officer can be a member of the Management Committee, or any person declared as appropriate for the position by the Management Committee.
- (7) The Public Officer must maintain a register of the members of CAPAH and a register of the Committee members which must:
- a. Contain the name and residential address of each member and the date when was elected;
  - b. Be updated within a month if there is any change.

## 19. CASUAL VACANCIES

- (1) For the purpose of these rules, a casual vacancy in the Committee occurs if the 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 (Commonwealth), or
  - d. Resigns office by notice in writing given to the Secretary, or
  - e. Is removed from office under Clause 20, or
  - f. Becomes a mentally incapacitated person, or
  - g. Is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.
  - h. Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - i. Is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Commonwealth).

## 20. REMOVAL OF A COMMITTEE MEMBER

- (1) The Association in a General Meeting may by resolution remove any member of the Committee from their office 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 Clause 20(1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representation 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.
- (3) At a General Meeting at which the removal of a Committee member is considered under clause 21(2), the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

## 21. COMMITTEE MEETINGS AND QUORUM

- (1) The Committee must meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours before the time appointed for the holding of the meeting. The notice will 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.
- (4) Any 3 members of the Committee constitute a quórum to discuss and/or approve a business item in a Committee meeting.
- (5) No business is to be transacted by the Committee unless a quórum is present and if, within half an hour of the time appointed for the meeting, a quórum 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.
- (6) If at the adjourned meeting a quórum is not present within an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (7) At a Committee meeting:
  - a. the President or, in the President's absence, the Vice-president is to preside, or



- b. If both of them are absent or unwilling to act, one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

## **22. VOTING AND DECISIONS**

- (1) Questions arising at a meeting of the Committee are to be determined by a majority of the votes of members of the Committee present at the meeting.
- (2) Each member present at a meeting (including the person presiding) is entitled to one vote but, in the event of an equality of votes, the person presiding may exercise a second casting vote.
- (3) Subject to Clause 21 (5) 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, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

## **Part 5 - GENERAL MEETINGS**

### **23. HOLDING OF ANNUAL GENERAL MEETINGS**

- (1) The Association must hold its Annual General Meetings:
  - a. within 6 months after the close of the Association's financial year (30 June of each year), or
  - b. within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **24. CALLING OF AN ANNUAL GENERAL MEETING**

- (1) The Annual General Meeting of CAPAH will be convened in September or other such date and at such place and time as the Committee thinks fit, subject to Clause 23.
- (2) In addition to any other business, which may be transacted at an Annual General Meeting, the agenda is to include:
  - a. Confirmation of the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
  - b. Reports from the Committee on the activities of CAPAH during the last preceding year;
  - c. To elect office-bearers of CAPAH and Ordinary Committee Members,
  - d. To receive and consider any financial statement or report required to be submitted to members under the Act; and
  - e. An Annual General Meeting must be specified as such in the notice convening it.

### **25. SPECIAL GENERAL MEETINGS**

- (1) The Committee may, whenever it thinks fit, convene a Special General Meeting for the Association.
- (2) The Committee must, 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 Committee fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.

- (5) A Special General Meeting convened by a member or members as referred to in Clause 25(4) must be convened as nearly as is practicable in the same manner as a General Meeting is convened by the Committee.

## 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 Secretary must, at least 14 days before the date fixed for the holding of the General Meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting
- (2) If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be given to each member specifying, in addition to the matter required under Clause 26(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 that may be transacted under Clause 24.
- (4) A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary prior to the notice calling a General Meeting being issued. The Secretary must include that business in the next notice calling a General Meeting.

## 27. QUÓRUM FOR GENERAL MEETINGS

- (1) No item of business is to be transacted at a General Meeting unless a quórum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Eleven (11) members (being the members entitled under these rules 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 quórum 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 quórum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 10) of which 3 must be from the Management Committee, is to constitute a quórum.

## **28. PRESIDING MEMBER**

- (1) The President or, in the President's absence, the Vice-president, is to preside as chairperson at each General Meeting
- (2) If the President and the Vice-president are absent or unwilling to act, the members present must elect one of their numbers to preside as chairperson at the meeting.

## **29. ADJOURNMENT**

- (1) The chairperson of a General Meeting at which a quórum 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 Clauses 29(1) and 29(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 resolution in a General Meeting (annual or special) will be determined by either
  - a. A show of hands; or
  - b. If on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands,
  - a. Carried unanimously; or
  - b. Carried by a majority; or
  - c. Lost,

The Secretary, or such other person that is taking the minutes of the meeting, will cause an entry to that effect in the minute book of CAPAH. This entry 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, the ballot is to be conducted in accordance with the directions of the chairperson.

### **31. SPECIAL RESOLUTIONS**

- (1) A special resolution must be passed at a General Meeting of the Association to make the following changes:
  - a. Change of name of the Association;
  - b. Change of rules of the Association (i.e. change to the Constitution);
  - c. Change of the objectives of the Association;
  - d. Amalgamation with other incorporated associations;
  - e. Voluntary winding up of the Association and distribution of its property; or
  - f. Request registration as a company or cooperative.
- (2) A special resolution can be passed the following way:
  - a. Sending a written notice to all members informing them that a General Meeting will be held to consider an special resolution;
  - b. The notice should be sent at least 21 days before the meeting and giving details of the proposed special resolution;
  - c. A quórum of members must be present; and
  - d. At least three-quarters of valid votes must be in favour of this resolution.
- (3) In situations where it is not possible or practicable to pass a resolution as described in Clause 31(2) permission must be requested to the Department of Fair Trading to pass the resolution in another manner.

### **32. VOTING**

- (1) On any question arising at a General Meeting of CAPAH, a member has one vote only.
- (2) All votes must be given personally.
- (3) 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.
- (4) A member is not entitled to vote at any General Meeting of CAPAH unless that member's membership fees have been paid. Members are entitled to vote at the General Meeting irrespective of whether the member owes other fees to the Association, such as attendance fees.
- (5) 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.

### **34. POSTAL BALLOTS**

- (1) The Association may hold a postal ballot to determine any issue or proposal.
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **Part 6 - 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 entrance fees and annual subscriptions of members, donations, grants and, subject to any resolution passed by the Association in a General Meeting, such other sources as the Committee 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 account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **37. FUNDS - MANAGEMENT**

- (1) Subject to any resolution passed by the Association in a General Meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee, being members authorised to do so by the Committee.
- (3) The Association shall make provision for a Gift Fund to be established for the purposes of safe deposit of gifts, donations and bequests.
- (4) If CAPAH is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
  - a. Gifts of money or property for the principal purpose of the organisation;
  - b. Contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; or
  - c. money received by the organisation because of such gifts and contributions

### **38. ALTERATION OF NAME, OBJECTS AND CONSTITUTION**

- (1) The statement of objects and this Constitution may be altered, rescinded or added to only by a special resolution of the Association in a General Meeting called specially for this purpose.
- (2) 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 Committee member.

### **39. CUSTODY OF BOOKS**

- (1) Except as otherwise provide for in this Constitution, the Public Officer must keep in his or her custody or under his or her control:
  - a. A copy of the Constitution;
  - b. A copy of the Register of Members;
  - c. A copy of minutes of the Annual General Meetings or special General Meetings; and
  - d. Such other documents required to fulfill the function of Public Officer or as required by law
- (2) The Association's books, records and other documents must not be removed from CAPAH's principal place of business, except as required by law or under imminent threat of destruction by misfortune.

### **40. INSPECTION OF BOOKS ETC**

- (1) Subject to CAPAH's obligations under the Privacy Act 1988 (Commonwealth) the following documents must be open to inspection, free of charge, by a member of the Association, at any reasonable hour:
  - a. The Constitution current at the time of request;
  - b. The Register of Members;
  - c. Minutes of Annual General Meetings or Special General Meetings;
  - d. Minutes of Management Committee Meetings;
  - e. The Association's financial statements for the previous two (2) years; and
  - f. Any audit of the Association's financial statements for the previous two (2) years
- (2) A member of the Association may obtain a copy of any of the documents referred to in Clause 40(1) on payment of a fee of not more than \$1 for each page copied.

### **41. SERVICE OF NOTICES**

- (1) For the purpose of these rules, 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 post to the address of the person listed in the register of members, 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 these rules, 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 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.