



# Constitution

Incorporated under the *Associations Incorporation Act 2009* (NSW) (**the Act**) and the *Associations Incorporation Regulation 2022* (NSW) (**the Regulations**).

## About the ANA

### 1. The association's name

- The name of the association is Australian Nanny Association Incorporated.

### 2. The association's objects

- The objects of the association are to support, represent and empower nannies working in Australia.

### 3. The association's powers

- The association has the legal capacity of an individual.
- The association has power to do anything that helps it to achieve its objects.
- Subject to the Act and Regulations, the association may only:
  - exercise its powers; and
  - use its income and assets (including any surplus),

for its objects.

### 4. Use of the association's income and assets

- The association must not distribute any surplus, income or assets directly or indirectly to its members.
- This rule does not prevent the association from:
  - paying its members reimbursement for expenses properly incurred by them or for goods supplied and services provided by them, if this is done in good faith on terms no more favourable than if the member were not a member; or
  - distributing any surplus, income or assets in accordance with rule 38 and 38A.

## 5. Financial year

The financial year of the association starts on **1 July of each year** and runs for a period of 12 months ('**Financial Year**'), except for the first financial year of the association which starts on the date of incorporation of the association and stops on **30 June**.

## Members

### 6. Members

- The association must have **at least five members**.
- Any person who supports the objects of the association can apply to join the association as a member.
- A 'person' in this rule means an **individual, a corporation or a body corporate or politic**.

### 7. Membership applications

- A person may apply to join the association as a member by writing to the secretary of the association (**Secretary**).
- In this constitution, writing includes email and other correspondence in electronic form.
- Applications for membership of the association must be in the form approved by the Committee (if any).
- The Committee can approve or reject a membership application. If the Committee rejects a membership application, it is not required to give reasons for that decision, but it must return the annual subscription fee paid by the applicant (if there is an annual subscription fee) and write to the person to tell them their membership application has been rejected. The Committee must consider applications for membership of the association and notify the applicant of its decision as soon as practicable.
- A person becomes a member when the Secretary adds the person's name and address to the Register of Members in accordance with rule 12.
- The association must inform the person when their membership has started, and whether they have to pay any joining fee and annual subscription fee (which will be calculated in proportion to the remaining Financial Year at the time they become a member).
  - Those fees (if any) must be paid within the time specified by the Committee.

### 8. Membership Fees

- The Committee can set or change joining fees and annual subscription fees for members.
- Members must pay the joining fee (if any) and the annual subscription fee (if any) within the time specified by the Committee.
- If a member does not pay in time, their application for membership may be rejected, their membership suspended until the fee is paid (when membership is suspended, a member cannot exercise their members' rights such as voting at the Annual General Meeting (AGM)) or their membership may be terminated in accordance with rule 11.

### 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 any outstanding payment of that member's joining and annual subscription fees (if any).

## 10. Members' rights

- Members have rights, obligations and liabilities as set out in the Act, the Regulations and in this constitution.
- Subject to any restrictions or requirements in this constitution, the Act or the Regulations, the rights of a member entitled to vote include the right to:
  - receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by this constitution;
  - submit items of business for consideration at a general meeting;
  - attend and be heard at general meetings;
  - vote at general meetings;
  - any other rights expressly granted in accordance with this constitution.
- The rights of a member are not transferable and end when membership stops.

## 11. Ending membership

- Members can stop being a member of the association at any time by notice in writing to the Secretary.
- A member stops being a member if:
  - the member resigns in accordance with the constitution;
  - the member is expelled in accordance with the disciplinary procedures set out in the constitution (if any);
  - the member dies (if they are an individual) or the member otherwise stops existing;
  - the member's joining fee and/or annual subscription fee is more than 12 months overdue; or
  - where no annual subscription fee is payable, the Secretary has made a written request to the member to confirm they wish to remain a member and the member has not, within three months after receiving that request, confirmed in writing that they wish to remain a member.
  - When a membership ends, the association will not refund any fees already paid.
- Writing includes email and other correspondence in electronic form.

## 12. Register of members

- The Secretary must establish and maintain a register of members of the association (Register of Members).
- The Register of Members can be kept in written or electronic form and must be kept in New South Wales:
  - at the main premises of the association; or
  - if the association has no premises, at the association's official address.
- The Register of Members must include the following information:
  - the name of the member;
  - the address for notice under rule 39;
  - the date on which the person became a member; and
  - the date on which the person ceased to be a member.
- The address for notice may be an email address.
- The Secretary must update the Register of Members within 14 days of being notified of a change to the details recorded on the register or the member ceasing to be a member.

- If a member requests that any information contained on the Register of Members about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- A member **must not use information about a person obtained from the Register of Members** to contact or send material to the person, other than for:
  - the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association; or
  - any other purpose necessary to comply with a requirement of this constitution, the Act or the Regulations.

## The Committee

### 13. The Committee

- The association is governed by a management committee (Committee) that is made up of committee members elected in accordance with this constitution.

### 14. The Committee's responsibilities and functions

- The Committee is responsible for management of the affairs of the association and can exercise all powers and functions of the association (consistently with this constitution, the Act, and the Regulations), except for powers and functions that the members are required to be exercised at a general meeting (under this constitution, the Act, or Regulations).
- The Committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member or a member, other than the power of delegation or a duty imposed on the Committee by the Act or under any other law.
- A delegation must be in writing. There can be conditions or limitations on a delegation if the Committee considers it appropriate. A delegation can be revoked in whole or in part by the Committee in writing.
- In addition to the Public Officer, the Committee must appoint at least one other authorised signatory to execute documents on the association's behalf. An authorised signatory must be a committee member or a member and ordinarily reside in Australia.
- Among its other responsibilities, the Committee is responsible for making sure that:
  - accurate minutes of general meetings and committee meetings of the association are made and kept;
  - any direct or indirect interest of a committee member in a matter that is being or will be considered at a committee meeting is disclosed as soon as possible at that committee meeting and recorded in the Disclosure of Interests Book (as defined in rule 19);
  - an up-to-date Register of Committee Members is kept in accordance with rule 16 and an up-to-date Register of Members is kept in accordance with rule 12;
  - records that correctly record and explain the association's financial transactions and financial position are kept; and
  - all records, books, documents and securities of the association are kept properly and in accordance with this constitution.

### 15. The committee members

- The Committee is made up of the following committee members:

- the President, the Deputy President, the Treasurer, the Secretary (the Office Bearers); and
  - up to five ordinary committee members.
- Committee members are elected by members of the association at each Annual General Meeting (AGM) in accordance with this constitution.
  - A person is eligible to be elected or appointed as a committee member if they:
    - are a member of the association;
    - are at least 18 years of age; and
    - are entitled to vote at a general meeting of the association.
  - At least three members of the Committee must ordinarily reside in Australia.

## 16. Register of Committee members

- The Secretary must keep and maintain a register of committee members in accordance with this constitution, the Act and the Regulations (Register of Committee Members).
- The Register of Committee Members must contain the following information for each committee member:
  - the name, date of birth and residential address for each committee member;
  - the date on which the committee member takes office;
  - the date on which the committee member vacates office;
  - if the committee member holds an Office Bearer position:
  - their position (President, Deputy President, Secretary, Treasurer);
  - the date on which they were elected or appointed to the position; and
  - the date on which they ceased to hold the position.
- The Register of Committee Members must be kept in New South Wales:
  - at the main premises of the association; or
  - if the association has no premises, at the association's official address.
- Any change in the Committee's membership must be recorded in the Register of Committee Members within one month after the change occurs.
- The Register of Committee Members must, at all reasonable hours, be kept available for inspection, free of charge, by any person.

## 17. Election of the Committee

- The association must by resolution at its first AGM decide how many ordinary committee members (if any) it wishes to elect.
- The number of ordinary committee members may be varied by resolution of the association at any subsequent AGM.
- Each of the Office Bearer positions must be elected separately at an AGM.
- If the association decides to elect any ordinary committee members, those positions must be elected together at an AGM.
- Nominations for each position can be made by notifying the Secretary in writing up to 48 hours before the AGM.
- The chair of the meeting can accept additional nominations at the meeting.
- Candidates may nominate themselves. Candidates may be nominated by another member, if they consent.

- If the number of candidates for a position is fewer than the number to be elected:
  - the chair of the meeting must declare elected those candidates who have been nominated; and
  - the Committee may fill the remaining vacancies in accordance with rule 22.
- If the number of candidates for a position is equal to the number to be elected, the chair of the meeting must declare those candidates elected.
- If there are more candidates for a position than the number to be elected, a ballot must be held as set out below.
- The chair of the meeting must appoint a returning officer to conduct the ballot (who may be the chair of the meeting).
- The candidates may each make a short speech in support of their election.
- The election must be by secret ballot.
- The returning officer must give:
  - each member present in person or by representative, and
  - each proxy appointed by a member,
- a blank piece of paper for each ballot (or, for those present through the use of technology, an equivalent means of registering their vote).
- For each ballot, voters must:
  - write down the names of the candidate or candidates they wish to vote for; and
  - not write down the names of more candidates than the number to be elected in that ballot.
- Ballot papers that do not comply with these requirements are informal.
- Each formal ballot paper where the name of a candidate has been written down counts as one vote for that candidate.
- The returning officer must declare elected the number of candidates to be elected who receive the most votes, subject to the requirement below.
- If two or more candidates receive the same number of votes, and not all of those candidates are to be elected, the returning officer must decide by lot which is to be elected.
- Writing includes email and other correspondence in electronic form.

## 18. General duties of committee members

- As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with this constitution, the Act, and the Regulations.
- The Committee is collectively responsible for ensuring that the association complies with this constitution, the Act, and the Regulations.
- Each committee member must carry out their functions for the benefit, so far as practicable, of the association and with due care and diligence.
- Committee members must not use their position as a committee member or information obtained as a committee member dishonestly with the intention of gaining an advantage for themselves or any other person or causing detriment to the association.
- Committee members may have other obligations under the Act and Regulations, some of which may continue after they stop being committee members.

## 19. Conflict of interest

- If a committee member has:

- a direct or indirect interest in a matter being considered by the Committee, and
  - that interest appears to raise a conflict with the proper performance of the committee member's duties,
- then the committee member must disclose the nature and extent of that interest at a committee meeting as soon as possible.
  - Unless the Committee determines otherwise, the committee member:
    - must not be present while the matter is being considered by the Committee; and
    - must not vote on the matter or take part in the decision on the matter.
  - While the Committee is determining whether the committee member can be present, take part in or vote on the matter, the committee member who has disclosed the interest must not be present for any discussion of the Committee relating to that determination or take part in making the determination.
  - Any direct or indirect interest disclosed by a committee member as required in accordance with this constitution or the Act must be recorded in a book kept for that purpose (Disclosure of Interest Book).
  - The Secretary is responsible for keeping and maintaining the Disclosure of Interest Book in accordance with this constitution, the Act and the Regulations.

## 20. Term of office

- At each AGM:
  - a committee member who has been appointed to fill a casual vacancy under rule 22 automatically retires from their role; and
  - at least half of the remaining committee members automatically retire from their role.
- The remaining committee members who automatically retire will be those who have been longest in office since last being elected. Where committee members were elected on the same day, the committee members to retire will be decided by lot unless they agree otherwise.
- A committee member who automatically retires under this rule may nominate for election or re-election.
- Other than a committee member appointed to fill a casual vacancy, a committee member's term of office starts at the end of the AGM at which they are elected and ends at the end of the AGM at which they retire.
- Each committee member must retire at least once every two years.
- Committee members can be re-elected for a maximum consecutive term of eight years.
- For the purposes of this rule, a 'year' is the period from one AGM to the next AGM.

## 21. The Public Officer

The Committee must appoint a Public Officer. The Public Officer may, but does not need to, be a member of the Committee.

- The first Public Officer of the association is the person nominated as public officer in the application for registration of the association.
- The Public Officer must be at least 18 years of age, ordinarily reside in New South Wales and notify the relevant Government department of their appointment in accordance with the Act.
- The Public Officer must perform any duty or function required under the Act, the Regulations or this constitution to be performed by the Public Officer.
- A Public Officer vacates the position of Public Officer if the person:

- dies;
  - resigns in writing to the Committee;
  - is removed from office by the passing of a resolution at a general meeting of the association;
  - becomes bankrupt;
  - becomes a mentally incapacitated person;
  - ceases to ordinarily reside of New South Wales; or
  - in such other circumstances as provided for in this constitution or the Act.
- The Committee must fill any vacancy in the office of Public Officer within 28 days after the vacancy arises(or such other time as specified in the Act from time to time).
  - If no person holds the position of Secretary, the Public Officer is responsible for the duties assigned to the Secretary in this constitution.

## 22. Committee member resignations, removal and casual vacancies

- A committee member stops being on the Committee if they:
  - stop being a member of the association;
  - fail to attend three consecutive committee meetings (other than urgent committee meetings) without leave of absence granted by the Committee;
  - resign, by writing to the Committee or the Secretary;
  - are removed by a resolution of members of the association;
  - become insolvent under administration (within the meaning of the *Corporations Act 2001* of the Commonwealth);
  - become a mentally incapacitated person;
  - die;
  - are prohibited from being a director of a company under Part 2D.6 (disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth; or
  - otherwise stop being a Committee member by operation of the Act.
- If a Committee member stops being on the Committee before the end of their term in accordance with this constitution, the Committee can appoint a member of the association to fill the vacancy on the Committee until the next AGM.
- The Committee may act despite any vacancy in its membership.
- Note: The Act states that the association's registration may be cancelled if the committee fails to have three or more members, each of whom is aged 18 years or more and at least three of whom are ordinarily resident in Australia.
- Writing includes email and other correspondence in electronic form.

## Meetings

### 23. Calling Committee meetings

- The Secretary must give seven days' written notice of a committee meeting to committee members unless the meeting is an urgent meeting.
- For urgent meetings, the Secretary must give at least 24 hours' notice (which need not be in writing) unless the committee members unanimously agree to a shorter period of notice.



- Notice of a meeting must specify the place, date and time of the meeting and the general nature of the business to be conducted at the meeting. If the meeting is to be held via technology, the notice must state this and include instructions for accessing the meeting.
- At an urgent meeting, only the business for which the meeting was called may be conducted.
- The Committee can decide how often it meets.
- Committee meetings may be convened by the President.
- An urgent committee meeting may be convened by the President or by a majority of committee members.
- Writing includes email and other correspondence in electronic form.

## 24. Committee meetings procedure

- As long as all committee members that are present can hear, participate and communicate clearly at the same time, committee meetings may be held at more than one place using technology (such as telephone or video conferencing).
- The President is entitled to chair committee meetings.
- If the President is not present, or does not wish to chair the meeting, the Deputy President is entitled to chair.
- If neither the President nor the Deputy President is present, or if neither wishes to chair the meeting, the Committee must elect another committee member to chair.
- Decisions of the Committee at a committee meeting are to be determined by a majority of the votes of the committee members present at the meeting. Each committee member has one vote.
- **There is no voting by proxy.**
- The chair of the meeting does not have a casting vote. If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.
- Subject to this constitution, the procedure to be followed at a committee meeting may be determined from time to time by the Committee.
- No business may be conducted at a committee meeting unless a quorum is present (either in person or through the use of technology).
- Quorum is the presence of a majority of the committee members at the time.
- If a Quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
  - in the case of an urgent meeting, the meeting lapses;
  - in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with this constitution.

## 25. Annual General Meetings

- The association must hold an AGM within six months of the end of the association's Financial Year or such other time as permitted by the Act or Regulations.
- The Committee determines the date, time and place of the AGM.
- The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports on the activities of the association during the previous Financial Year, receive and consider any financial statement or report required to be submitted to members under the Act and to elect committee members.

- The AGM may also conduct any other business of which notice has been given in accordance with this constitution.

## 26. Calling a Special General Meeting

- The Committee may, whenever it thinks fit, convene a Special General Meeting (SGM) of the association.
- A SGM is a general meeting of the association that is not an AGM.
- The Committee must convene a Special General Meeting (SGM) if a request to do so is made in accordance with this rule by at least 10% of the total number of members.
- This request by members for a SGM must:
  - be in writing;
  - state the business to be considered at the meeting and any resolutions to be proposed;
  - include the names and signatures of the members requesting the meeting; and
  - be given to the Secretary.
- If the Committee does not convene a SGM within one month after the date on which the request is made, the members making the request (or any of them) may convene the SGM.
- A SGM convened by members must:
  - be held within three months after the date on which the original request was made; and
  - only consider the business stated in that request.
- The association must reimburse all reasonable expenses incurred by the members convening a SGM.
- Writing includes email and other correspondence in electronic form.

## 27. Notice of general meetings

- In this constitution, a reference to a general meeting includes an AGM or an SGM.
- Notice of the date, time and place of a general meeting must be provided to members at least 14 days (or 21 days if a special resolution is proposed) before the date of the meeting in writing to each member's postal or email address listed on the members register.
- If the general meeting is to be held via technology the notice must state this and include instructions for accessing the meeting.
- The notice must specify whether the general meeting is an AGM or an SGM.
- Notices of general meetings must include all proposed matters and motions to be dealt with at that meeting.
- If a special resolution is proposed, the notice must also include:
  - the full proposed resolution, and
  - a statement of the intention to propose the resolution as a special resolution.
- Writing includes email and other correspondence in electronic form.

## 28. General meetings procedure

- As long as all members present at the meeting can hear and communicate clearly at the same time, general meetings may be held at more than one place using technology (such as telephone or video conferencing).

- A member participating in a general meeting through the use of technology as permitted under this constitution is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- The President is entitled to chair general meetings.
- If the President is not present, or does not wish to chair the meeting, the Deputy President is entitled to chair.
- If neither the President nor the Deputy President is present, or if neither wishes to chair the meeting, the meeting must elect another member to chair.
- Decisions at a general meeting must be made by majority vote (subject to the provisions in this constitution regarding special resolutions).
- Other than resolutions being voted on by way of postal or electronic ballot, votes must be held by:
  - where no member has appointed a proxy on that member's behalf, a show of hands, or
  - otherwise, written ballot
  - or, in either case, another method determined by the chair that is fair and reasonable in the circumstances.
- If a vote is held initially by show of hands (or any other method determined by the chair), any member may request a vote be held again by written ballot. A ballot must be conducted in accordance with the procedure determined by the chair.
- For the purposes of this rule, a member who is not an individual may appoint a representative to act on its behalf either at all meetings of members or at a specific meeting and may change any such appointment from time to time. An appointment form appointing a representative for an indefinite period may be relied on by the Committee until the member provides notice of revocation of the appointment. An appointment form must be received by the Secretary (in the form approved by the Committee, if any) at least 24 hours before a meeting at which such a representative will act.
- Subject to the Act, and this constitution, each member has one vote on any question arising at the meeting.
- The chair of the meeting does not have a casting vote.
- Members may vote by proxy at general meetings.
- Proxy forms must be received by the Secretary (in the form approved by the Committee, if any) 3 day(s) before a meeting.

## 29. Quorum for general meetings

- No business may be conducted at a general meeting unless a quorum of members entitled under this constitution to vote is present (either in person or through the use of technology).
- Quorum is 10% of the members or any three members of the association, whichever is higher.
- The chair may adjourn the meeting if a quorum is not reached within 30 minutes of the meeting start time, or if there is not enough time at a meeting to address all business. Notice of the date, time and place of the adjourned meeting must be sent to members as soon as practicable after the meeting. This notice does not have to comply with time for notice requirements of this constitution, unless the adjourned meeting is more than 21 days after the original meeting date.
- No business may be conducted at an adjourned meeting, other than the business that remained unfinished when the meeting was adjourned.

## 30. Postal or electronic ballot

- Unless otherwise specified in this constitution, the association may hold a postal or electronic ballot for members to vote on any matter or resolution (including matters to be determined by special resolution).
- The Committee is responsible for deciding whether a postal or electronic ballot is to be held.
- A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulations.

## Decisions, Documents, Disputes, Discipline

### 31. Special resolutions

A special resolution is passed if it is supported by at least three-quarters of the votes cast by members of the association who are entitled to vote on the resolution.

### 32. Custody of documents and members' access to documents

- The Treasurer must keep custody of the financial records of the association. The financial records must correctly record and explain the association's financial transactions and financial position.
- The Treasurer must ensure that financial records of the association are kept in either written or electronic form for at least seven years after the record was made (or any longer period as required by law).
- The Secretary must keep custody of all books, documents and securities of the association (other than the financial records held by the Treasurer in accordance with this constitution).
- The Secretary must keep and maintain a Register of Committee Members, a Disclosure of Interest Book and a Register of Members in accordance with this constitution, the Act and the Regulations.
- The Secretary must ensure that minutes of general meetings and committee meetings are kept in either written or electronic form for at least five years after the record was made (or any longer period as required by law).
- If the records, books and documents of the association are kept in electronic form, they must be convertible into hard copy.
- A member may, subject to this constitution, inspect the following records, books and documents of the association, free of charge at any reasonable hour:
  - the Register of Members;
    - the Register of Committee Members;
    - the Disclosure of Interest Book;
    - the constitution of the association;
    - minutes of committee meetings and general meetings of the association; and
    - other books, documents and securities of the association including financial records, contracts, and if kept the asset records of the association.
- A member can write to the Secretary asking for copies of a record, book or document of the association.
- The association must provide copies of a record, book or document of the association if a member requests copies in accordance with this constitution (and unless the association is permitted to refuse the request in accordance with this constitution).
- If the association determines a member is entitled to a copy of the record, book or document, it must be made available to the member within a reasonable time of the request.

- Subject to the Act and Regulations, the association can charge a reasonable fee for providing copies.
- Subject to the Act and Regulations, and other than the Register of Committee Members and Disclosure of Interest Book, the association can refuse a request to inspect or get copies of the books, records and documents of the association, or provide only limited access, if they contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the association.

### **33. Disciplining members and right of appeal**

- The Committee can discipline a member of the association if it considers the member has breached this constitution or if the member's behaviour is causing (or has caused) damage or harm to the association.
- The Committee must arrange a disciplinary procedure that meets these requirements:
  - the member must be notified in writing that disciplinary action is being considered and the reasons for it;
  - the outcome must be determined by an unbiased decision-maker;
  - the member must have the opportunity to make submissions to the decision-maker, who must take those submissions into account in determining the outcome; and
  - the disciplinary procedure must be completed as soon as reasonably practicable.
- A disciplinary procedure may only result in suspending or expelling a member or, a finding that no action should be taken. The association cannot fine a member.
- The Secretary must notify the member in writing of the outcome of a disciplinary procedure, including the reasons for the decision. This notice must be provided to the member within seven days after the disciplinary procedure has concluded.
- Despite any other provision in this constitution, a member whose membership has been suspended in accordance with the disciplinary procedure in this constitution is not eligible to be elected or appointed as a committee member and is not entitled to vote at a general meeting while the suspension remains in effect.
- A member may appeal the outcome of a disciplinary procedure at a general meeting of the association
- If a member intends to appeal the outcome of a disciplinary procedure, they must notify the Secretary in writing within seven days after notice of the outcome of the disciplinary procedure is given to the member.
- If the Secretary receives a notice from a member, the Secretary must notify the Committee. The Committee must convene a general meeting of the association within 28 days after the date on which the Secretary received the notice.
- At a general meeting of the association convened for this purpose:
  - the Committee and the member must be given the opportunity to state their cases orally or in writing, or both; and
  - the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked; and
  - no business can be dealt with at the meeting.
- The appeal is to be determined by a simple majority of votes cast by members of the association. The appeal may not be determined by a postal or electronic ballot.

### **34. Resolving disputes**

- if there is a dispute between:

- a member and the association; or
- a member and another member,

in any matter which relates to the association, the people involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to them all (Negotiation Period). For the avoidance of doubt, a member in this rule includes a committee member.

- If the dispute can't be resolved between the people involved within the Negotiation Period, the following grievance procedure must be followed:
  - the person or people with a grievance must, within 14 days after the Negotiation Period, write to the Committee and any other people affected, and explain their grievance (Grievance Notice);
  - the Committee must, within 14 days after receipt of a Grievance Notice, appoint an unbiased mediator to hear from all the people involved and try to find a solution. The person or people providing the Grievance Notice must pay the costs of the mediator unless the Committee determines that the association should meet those costs;
  - the Committee must give the people involved reasonable notice of the time and place of the mediation, which must be held as soon as practicable after the appointment of the mediator;
  - at the mediation conference, each person must have an opportunity to be heard; and
  - all people involved in the dispute must do their best to resolve it.

## Money and administration

### 35. Funds

- The association's funds can be from membership fees (if any), donations, grants, fundraising, interest, and any other sources approved by the Committee.
- 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.
- The Committee may determine such procedures governing the management of the association's funds as it considers appropriate.
- Cheques (if used by the association), EFT transfers or cash payments made from the association's funds, and all other financial transactions, must be authorised in such manner as determined by the Committee from time to time.
- Financial records must be kept and stored in either electronic or hard copy for seven years after the record was made (or such other periods as required by law).

### 36. Common seal

- The association does not have a common seal.

### 37. Changing the constitution

- Subject to the Act and Regulations, this constitution may be changed, added to, or replaced only by special resolution of the association's members at a general meeting.

### 38. Winding up the association

- The members may vote by special resolution at a general meeting to wind up the association or voluntarily cancel its registration.

- If the association is wound up or voluntarily cancelled, any surplus property must not be distributed to the members or former members of the association unless the member or former member is an organisation which is described below.
- The surplus property of an association is the 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 or voluntary cancellation of the association.
- Subject to the Act, the Regulations, any other applicable law and any court order, if the association is wound up any surplus property must be given or transferred to another fund, authority or institution which is in each case:
  - charitable at law;
  - required to pursue charitable purposes similar to, or inclusive of, the purposes of the association;
  - required to apply its income and assets in promoting its purposes;
  - prohibited from making distributions to its members to at least the same extent as the association;
  - endorsed as a deductible gift recipient within the meaning of the *Income Tax Assessment Act 1997* (Cth); and
  - selected at or about the time by a special resolution of members.
- Subject to the Act, the Regulations any other applicable law and any Court order:
  - any surplus assets must be distributed to one or more organisations which, at the time of the distribution, is prohibited from making distributions to its members to at least the same extent as the association; and
  - the decision as to the organisation or organisations to be given the surplus assets must be made by a special resolution of members at or before the time of winding up.

## 39. Notices

- Members must give the association their address for notices, and any change in that address.
- The address for notices may include an email address.
- The Secretary must enter any change in the address of a member in the register of members in accordance with rule 12.
- Notice may be given to a member by sending it to the address last given by the member.
- Notice may be given by members to the association or the Committee by sending the notice by post to the registered address, or, if the Committee determines that it is appropriate in the circumstances, by email to the email address of the association or the Secretary.
- In this constitution a period of notice of a meeting expressed in days:
  - does not include the day on which notice is given; but
  - includes the day on which the meeting is held.
- Notices sent by post are taken to have been given on the fourth day after posting that is not a Saturday, Sunday or public holiday at that address.
- Notices sent by email are taken to have been given on the first day after sending that is not a Saturday, Sunday or public holiday at that address.
- In this rule, 'member' includes a committee member.

*This constitution was produced using a template tool created by Justice Connect. For more information see [www.nfplaw.org.au](http://www.nfplaw.org.au).*

*Produced on 20 Nov 2022.*