

CONSTITUTION

Muhammadi Welfare Association Incorporated

Under the *Associations Incorporation Act 2009*

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Part 1 Charitable Purpose

1 CHARITABLE PURPOSE

The objects of the Association are to be a charity with the following purposes:

- (a) To inculcate and promote the understanding of Islam in the community.
- (b) To seek guidance from the Holy Quran, the Sunnah and the teachings of the Ahlul-Bayt A.S in all its activities.
- (c) To propagate teaching of Islam amongst Muslims and non-Muslims through lectures, booklets and other means of communications.
- (d) To promote an awareness of socio-economic co-operation in the community.
- (e) To provide a sustainable and modern Community Centre for the performance of ceremonies and holding of religious activities.
- (f) To provide aid and assistance to orphans, widows and needy persons.
- (g) To establish one or more educational institutions and schools to provide religious and academic education for children and adults.
- (h) To set up a public library and leisure centre for the benefit of members and the general public.
- (i) To associate and co-operate with other organisations having similar aims and object.
- (j) To encourage Youth to participate in a wide range of cultural, religious and academic activities, community programs and encourage the development of leadership skills and qualities.
- (k) To explore possibilities of establishing Aged Care and Child Care facilities/services for the Community.
- (l) To work towards creating a harmonious community for all Australians.

Part 2 Membership

2 CATEGORIES OF MEMBERSHIP

There are two (2) categories of membership, which are as follows:

- (a) Ordinary Member; and
- (b) Honorary Member.

3 ORDINARY MEMBERSHIP

3.1 A person is eligible to be an Ordinary Member of the Association if:

- (a) the person is a follower of Ithna Ashari Islam;
- (b) the person is 18 years of age and above;
- (c) the person is a permanent resident of New South Wales for at least 6 months
- (d) the person is a natural person, and
- (e) the person has applied and been approved for membership of the Association in accordance with Clause 5.

4 HONORARY MEMBERSHIP

4.1 A person is eligible to be an Honorary Member of the Association if:

- (a) the person is 18 years of age and above;
- (b) the person is a natural person, and
- (c) the person has been nominated as such by the Executive Committee and approved by ordinary resolution of the members at a general meeting of the Association.

No membership fee is payable by Honorary Members.

4.2 An honorary member has the same rights as an ordinary member except

- (a) the person cannot vote at general meetings of the Association;
- (b) the person cannot hold any office in the Association.

5 APPLICATION FOR ORDINARY MEMBERSHIP

5.1 An application (which may be made and lodged by email or other electronic form) by a person for membership of the Association must be supported by the nomination of at least one (1) current Ordinary Member and must be:

- (a) made in the prescribed membership application form Executive Committee in the form determined by the Executive Committee; and
- (b) lodged with the secretary of the Association, together with the application fee payable under Clause 10.1.

5.2 As soon as practicable after receiving an application for membership, the secretary must refer the application to the Executive Committee which is to determine whether to approve or to reject the application.

5.3 The Executive Committee is not required to provide reasons for rejecting or approving any application for membership.

5.4 As soon as practicable after the Executive Committee makes a final determination under Clause 5.2 above, the secretary must:

- (a) notify the applicant in writing (including by email or other electronic means Executive Committee) that the application has been approved or rejected (whichever is applicable), and
- (b) if the application is rejected, the amount lodged in accordance with Clause 5.1 is to be refunded to the rejected applicant within a reasonable time after the notification of rejection.

- 5.5 The secretary must, as soon as practicable after payment by the applicant of the amounts referred to in sub-clause 5.4(b), enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

6 CESSATION OF MEMBERSHIP

A person ceases to be a member of the Association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Association under Clause 13, or
- (d) fails to pay the annual membership fee under Clause 10.2 within 3 months after the fee is due.
- (e) surrenders Australian Citizenship or Permanent Residency
- (f) is not physically living in New South Wales for a continuous period of 12 months

7 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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.

8 RESIGNATION OF MEMBERSHIP

- (a) A member of the Association may resign from membership of the Association by first giving to the secretary at least one month's prior written notice (or any other period that the Executive Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (b) If a member of the Association ceases to be a member under Clause 8(a) and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9 REGISTER OF MEMBERS

- 9.1 The secretary must establish and maintain a register of members of the Association (whether in written or electronic form) specifying the full 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 and, if the person ceases to be a member, the date on which the person ceased to be a member.
- 9.2 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.
- 9.3 The register of members will be open for inspection, free of charge, by any member of the Association during office hours. Any member who wishes to inspect the register of members must make such a request in writing to the secretary, giving 7 days' prior notice.
- 9.4 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 unless otherwise determined by the Executive Committee.
- 9.5 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- 9.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

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

9.7 If the register of members is kept in electronic form

- (a) it must be convertible into hard copy, and
- (b) the requirements in Clause 9.2 apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

10 FEES AND SUBSCRIPTIONS

10.1 A person applying for membership of the Association must pay to the Association a fee as determined by the members at an AGM of One hundred and forty dollars (\$140.00) or, if some other amount is determined by the members at an Annual General Meeting, that other amount.

10.2 In addition to any amount payable by the member under subclause 10.1, a member of the Association must pay to the Association an annual membership fee of One hundred and forty dollars (\$140.00) or, if some other amount is determined by the members at an Annual General Meeting, that other amount:

- (a) except as provided by paragraph 10.2(b), before the first day of the financial year of the Association in each calendar year, or
- (b) if the member becomes a member on or after the first day of the financial year of the Association in any calendar year—on becoming a member and before the first day of the financial year of the Association in each succeeding calendar year.

10.3 Except as provided by paragraph 10.2(b), if a member fails to make payment of the annual membership fee by the 31st of July of the relevant financial year, the member's membership will be suspended until the outstanding annual membership fee is paid but if that fee is not paid within three (3) months of the due date for payment that member's membership ceases in accordance with Clause 6(d).

11 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 10.

12 RESOLUTION OF SERIOUS DISPUTES

12.1 In this Clause, "**serious dispute**" means a dispute which has the potential to give rise to litigation between:

- (a) a member or members (in their capacity as members); and
- (b) the Association, the Executive Committee or the Board of Trustees in relation to :
 - (i) the interpretation of this Constitution;
 - (ii) a member's rights or obligations; or
 - (iii) the conduct of the Association under the Act.

12.2 This Clause does not apply to:

- (a) routine operational matters;
- (b) decisions made in relation to the disciplining of members or the disciplinary procedures in relation to such decisions;
- (c) disputes concerning elections of office bearers or appointments; or
- (d) matters which can be resolved by resolution of members at a general meeting.

12.3 To activate the procedures under this Clause, the member or members must first give written notice outlining the nature of the dispute to the Executive Committee which must within 14 days of receiving that notice provide it to the other parties to the dispute.

If the parties to the dispute cannot resolve it between themselves by negotiation within 21 days after the Executive Committee has given notice of the dispute, then the parties must then attempt to resolve the dispute through mediation facilitated by a Community Justice Centre or other agreed mediator.

12.4 If the dispute is not resolved by mediation within 3 months after it has been referred to mediation in accordance with Clause 12.3, unless the parties to the dispute otherwise agree, it must be referred to arbitration in accordance with the Commercial Arbitration Act 2010 (NSW).

13 DISCIPLINING OF MEMBERS

13.1 A complaint may be made to the Executive 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,
- (b) has breached the Code of Conduct (approved by the Executive Committee from time to time and current at the time of the complaint), or
- (c) has wilfully acted in a manner prejudicial to the interests of the Association.

13.2 The Executive Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

13.3 If the Executive Committee decides to deal with the complaint, the Executive 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 Executive Committee in connection with the complaint, and
- (c) take into consideration any submissions made by the member in connection with the complaint.

13.4 The Executive 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 proved and the expulsion or suspension is warranted in the circumstances.

13.5 If the Executive Committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Executive Committee for having taken that action and of the member's right of appeal under Clause 14.

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 14,

whichever is the later.

14 RIGHT OF APPEAL OF DISCIPLINED MEMBER

14.1 A member may appeal to the Association in a general meeting against a resolution of the Executive Committee under Clause 13, within 14 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

14.2 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.

14.3 On receipt of a notice from a member under Clause 14.1 the secretary must notify the Executive 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.

- 14.4 At a general meeting of the Association convened under Clause 14.3:
- (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Executive Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 14.5 The appeal is to be determined by a simple majority of votes cast by members of the Association.

Part 3 The Executive Committee

15 POWERS OF THE EXECUTIVE COMMITTEE

Subject to the Act, the Regulation, this constitution and any resolution passed by the Association in a general meeting, the Executive 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
 - (i) a general meeting of members of the Association, or
 - (ii) the Board of Trustees,

and

- (c) has power to perform all the acts and do all things that appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Association.

16 COMPOSITION AND MEMBERSHIP OF EXECUTIVE COMMITTEE

16.1 The Executive Committee is to consist of:

- (a) the President;
- (b) the Treasurer;
- (c) the Secretary;
- (d) ordinary Executive Committee Members.

16.2 (a) Each member of the Executive Committee will have a term of two (2) years

- (b) An Office Bearer may only hold office for up to two (2) consecutive terms of two (2) years and may not nominate for any other office at the election following completion of those consecutive terms but he/she may nominate for election as:

- (i) an ordinary Executive Committee member; and
- (ii) nominate for office at subsequent elections provided a period of at least two (2) years has passed since he/she was previously an Office Bearer.

16.3 The maximum number of Executive Committee (including office-bearers) members is to be 9.

16.4

(a) The objective of this Clause is to promote gender diversity and substantive equality within the Association's governance structures, in accordance with applicable anti-discrimination legislation.

- (b) Subject to sub-Clause 16.4(c), the Executive Committee must include a maximum of seven (7) male members and at least two (2) female members
- (c) (i) If, following the ordinary nomination and election process, the minimum number of female members has not been elected the shortfall is to be treated as a casual vacancy and the Executive Committee may appoint a qualified female member of the Association to fill the vacancy in accordance with Clause 18.
 - (ii) In the same way the Executive Committee may fill any vacancy in the minimum number of female members of the Executive Committee as if it was a casual vacancy.
 - (ii) If, after reasonable efforts, there are insufficient eligible female candidates to satisfy the minimum requirement, the Executive Committee may operate with fewer than the minimum number of female members until the next annual general meeting or until such time as the requirement can be met.

16.5 All candidates for election to the Executive Committee must have been ordinary Members of the Association in good standing for at least two (2) consecutive years immediately prior to nomination.

16.6 The office-bearers of the Association are as follows:

- (a) the president,
- (b) the treasurer, and
- (c) the secretary.

An Executive Committee member may only hold one of the above offices at any one time.

- 16.7 An Executive Member must have been an ordinary member for at least two consecutive years before he/she can be an office bearer.
- 16.8 A person may not hold the same position as an office bearer for more than two (2) terms consecutively. For the purposes of this Clause a member of the organisation appointed as an office bearer under Clause 18 to fill a casual vacancy will be considered to have served 1 term.
- 16.9 No member of the Executive Committee shall be appointed to any salaried office of the Association.
- 16.10 The duly appointed Executive Committee of the Association, as at the point in time immediately before the adoption of this Constitution, will be taken to be the Executive Committee of the Association until the Association holds its next EC election in accordance with Clause 17.

17 ELECTION OF EXECUTIVE COMMITTEE MEMBERS

- 17.1 The first EC Election after adoption of this constitution shall be held within four (4) weeks of the Annual General Meeting following adoption of this Constitution at a time and place determined by the Executive Committee then in office. Thereafter EC Elections shall be held every two (2) years at a time and place determined by the Executive Committee then in office, but within four (4) weeks after the Annual General Meeting for that year.
- 17.2 The Executive Committee will appoint an **Election Officer** who:
 - (a) will oversee the procedures of the elections of the Association;
 - (b) will take charge of all necessary documents for the purpose of conducting the elections and return the documents soon after conclusion of the elections;
 - (c) must not be a member of the Executive Committee or the Board of Trustees; and
 - (d) must not be a candidate for the elections.
- 17.3 Nominations of candidates for election as office-bearers of the Association or as ordinary Executive Committee members:
 - (a) must be made in writing, signed by 2 Ordinary Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination);
 - (b) must be delivered to the appointed Election Officer of the Association at least 14 days before the date fixed for the relevant EC Election.
 - (c) must be accompanied by payment of a nomination fee of \$750.00 unless the members at a General Meeting of the Association determine that some other amount is payable as a nomination fee.
- 17.4 A person nominated as a candidate for election as an office-bearer or as an ordinary Executive Committee member of the Association must be an ordinary financial member of the Association of at least two (2) years' standing.
- 17.5 Subject to Clause 16.4:
 - (a) If insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated are taken to be elected and any vacant positions remaining on the Executive Committee are taken to be casual vacancies.
 - (b) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
 - (c) If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot is to be held.
- 17.6 The secret ballot for the election of office-bearers and ordinary Executive Committee members of the Executive Committee is to be conducted in a reasonable and proper manner that the Election Officer directs. No proxy or postal votes shall be allowed.

17.7 At any EC election, a nominee can only nominate for one (1) position on the Executive Committee.

18 CASUAL VACANCIES

18.1 In the event of a casual vacancy occurring in the membership of the Executive Committee, the Executive Committee may appoint a member of the Association qualified under Clause 16.5 to fill the vacancy and the member so appointed is to hold office, until the for the unexpired term of office of the person he or she replaces. A casual vacancy in the office of a member of the Executive 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 (Cth), or
- (d) resigns office by notice in writing given to the secretary, or
- (e) becomes a mentally incapacitated person, or
- (f) is absent without the consent of the Executive Committee for 3 consecutive meetings of the Executive Committee over a continuous period of three (3) months, or
- (g) is absent without the consent of the Executive Committee from 6 meetings of the Executive Committee during his or her tenure, or
- (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,
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cth); or
- (j) becomes physically incapacitated to the extent the member is unable to discharge his or her duties as a member of the Executive Committee.

19 APPOINTMENT OF ASSOCIATION MEMBERS AS EXECUTIVE COMMITTEE MEMBERS TO CONSTITUTE QUORUM

- (a) If at any time the number of Executive Committee members is less than the number required to constitute a quorum for an Executive Committee meeting, the Board of Trustees shall appoint a sufficient number of members of the Association as Executive Committee members to enable the quorum to be constituted.
- (b) A member of the Executive Committee so appointed is to hold office until the EC Election next following the date of the appointment:
- (c) This Clause does not apply to the filling of a casual vacancy to which Clause 18 applies.

20 PRESIDENT

20.1 The president will be the head of the Association and is responsible to ensure that the office bearers and Executive Committee members carry out their duties to the best of their abilities.

20.2 If the president resigns from his or her office or his or her office becomes vacant, the Board of Trustees will appoint any member who is eligible under Clause 16.5 (whether or not that member is already a member of the Executive Committee) as acting president and the person so appointed shall hold office for the unexpired term of office of the person he or she replaces.

21 SECRETARY

21.1 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.

21.2 It is the duty of the secretary to:

- (a) keep minutes (whether in written or electronic form) of:
 - (i) all appointments of office-bearers and members of the Executive Committee, and

- (ii) the names of members of the Executive Committee present at an Executive Committee meeting or a general meeting, and
- (iii) all proceedings at Executive Committee meetings and general meetings,
- (b) send membership renewal reminders to the Ordinary Members at least 30 days prior to the expiry of the membership; and
- (c) have custody of the Association's common seal (if the Association has a common seal).

21.3 If the secretary resigns from his or her office or his or her office becomes vacant, the Board of Trustees will appoint any member who is eligible under Clause 16.5 and whether or not that member is already a member of the Executive Committee as acting secretary and the person so appointed shall hold office for the unexpired term of office for the person he or she replaces.

22 TREASURER

22.1 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.

22.2 If the treasurer resigns from his or her office or his or her office becomes vacant, the Board of Trustees will appoint any member who is eligible under Clause 16.5 and whether or not that member is already a member of the Executive Committee as acting treasurer and the person so appointed shall hold office for the unexpired term of office of the person he or she replaces.

23 EXECUTIVE COMMITTEE MEETINGS AND QUORUM

23.1 (a) The Executive Committee must meet at least once every month at the place (which may be at 2 or more venues using any technology that gives each of the Executive Committee members a reasonable opportunity to participate) and time that the Executive Committee may determine.

(b) An Executive Committee member who participates in an Executive 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.

23.2 Additional meetings of the Executive Committee may be requested by the president or a majority of the Executive Committee or the Board of Trustees.

23.3 Following a request under Clause 23.2, the president must call a meeting within 3 weeks of the request.

23.4 Written notice of a meeting of the Executive Committee must be given by the secretary to each member of the Executive Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the Executive Committee) before the time appointed for the holding of the meeting.

23.5 Notice of a meeting given under subClause 23.4 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 Executive Committee members present at the meeting unanimously agree to treat as urgent business.

23.6 Any 5 members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.

23.7 No business is to be transacted by the Executive Committee unless a quorum is present.

23.8 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the Executive Committee members present (being at least 3) are to constitute a quorum for the purposes of the adjourned meeting.

- 23.9 At a meeting of the Executive Committee the president or, in the president's absence, one of the remaining members of the Executive Committee chosen by the members present at the meeting is to preside.

24 DELEGATION BY EXECUTIVE COMMITTEE TO SUB-COMMITTEE

- 24.1 The Executive Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the Association that the Executive Committee thinks fit) the exercise of any of the functions of the Executive 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 Executive Committee by the Act or by any other law.
- 24.2 A function the exercise of which has been delegated to a sub-committee under this Clause 24 may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 24.3 A delegation under this Clause 24 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.
- 24.4 Despite any delegation under this Clause 24, the Executive Committee may continue to exercise any function delegated.
- 24.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Clause 24 has the same force and effect as it would have if it had been done or suffered by the Executive Committee.
- 24.6 The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this Clause 24.
- 24.7 A sub-committee may meet and adjourn as it thinks proper.

25 VOTING AND DECISIONS

- 25.1 Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee are to be determined by a majority of the votes of members of the Executive Committee or sub-committee present at the meeting.
- 25.2 Each member present at a meeting of the Executive Committee or of any sub-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.
- 25.3 Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee or by a sub-committee is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee or sub-committee.

Part 4 Board of Trustees

26 TRUSTEE'S RESPONSIBILITIES ON DISSOLUTION

26.1 In the case of the dissolution of the Association, the Board of Trustees shall take charge of all the assets of the Association and distribute the same in accordance with Clause 29.

27 DEALINGS WITH CORE PROPERTY AND MAJOR TRANSACTIONS

27.1 Core Property

- (a) "*Core Property*" means real property whether freehold or leasehold which is essential to the primary operations of the Association, as determined by the Board of Trustees.
- (b) The list of Core Properties shall be reviewed and updated from time to time by the Board of Trustees.

27.2 Major Transactions

"*Major Transaction*" means any single transaction or a series of related transactions involving:

- (i) Core Property of any value;
- (ii) Transactions exceeding \$200,000.00 in value; or
- (iii) Any borrowing exceeding \$200,000.00.

27.3 Requirement for Consent

Dealings with any Core Property or Major Transactions must not be executed without the prior written consent of the Board of Trustees, by a resolution passed by a two-thirds of the members of the Board of Trustees present and voting.

27.4 Procedure for Obtaining Consent

A proposal for dealing with Core Property or Major Transactions detailing the terms and conditions of the proposed dealing must be submitted in writing by the Executive Committee to the Board of Trustees.

27.5 Record of Consent

All consents obtained pursuant to this Clause shall be documented in the minutes of the Board of Trustees and copies of such consent documentation shall be maintained in the Association's records for a period of seven (7) years.

28 EXCEPTIONS

The requirement for consent in Clause 27 shall not apply to:

- (a) transactions which are required by law or regulatory authority;
- (b) emergency repairs or maintenance not exceeding \$50,000.00; and
- (c) routine operational expenses approved in the annual budget.:

29 DISTRIBUTION OF PROPERTY ON WINDING UP OF ASSOCIATION

29.1 Subject to the Act and the Regulations, in a winding up of the Association, any surplus property (including Gift Funds) of the Association is to be transferred to another organisation:

- (a) with similar objects, and
- (b) which is charitable at law, and
- (c) which has rules prohibiting the distribution of income and assets to its members; and
- (d) which, if the Association has Deductible Gift Recipient endorsement from the Australian Taxation Office, is or are endorsed under the same category of Deductible Gift Recipient.

- 29.2 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.
- 29.3 If the Association has Deductible Gift Recipient endorsement and that endorsement is revoked (whether or not the Association is to be wound up), any surplus Gift Funds must be transferred to one or more charities that meet the requirements of Clause 29.1 as decided by the Board of Trustees.

30 COMPOSITION OF THE BOARD OF TRUSTEES

- 30.1 Subject to Clause 31, the Board of Trustees is to consist of nine (9) members comprising six (6) Trustee members (each a **Trustee Member**), each of whom will:
- (a) subject to Clause 31.1, have a term of 4 years; and
 - (b) be elected in accordance with Clause 32 at an Annual General Meeting (or appointed to fill a casual vacancy in accordance with Clause 33).
- 30.2 A Trustee member and three (3) ex-officio members being the President, Secretary or Treasurer may not hold the position as a member of the Board of Trustees for more than two (2) terms consecutively. For the purposes of this Clause a member of the Board of Trustees appointed under Clause 33 to fill a casual vacancy will be considered to have served 1 term.
- 30.3 No member of the Board of Trustees shall be appointed to any salaried office of the Association or be a member of the Executive Committee.

31 EXISTING BOARD OF TRUSTEES

- 31.1 The Board of Trustees is to comprise nine (9) members as follows:
- (a) Subject to Clause 31, six (6) elected Trustee members (each a **Trustee member**), who will each:
 - (i) have a term of four (4) years; and
 - (ii) be elected in accordance with Clause 32 at a BOT Election (or appointed to fill a casual vacancy in accordance with Clause 33); and
 - (b) Three (3) ex-officio members, being the President, the Secretary and the Treasurer.

32 ELECTION OF THE BOARD OF TRUSTEES

- 32.1 The first BOT Election after adoption of this constitution shall be held within four (4) weeks of the Annual General Meeting following adoption of this Constitution at a time and place determined by the Executive Committee then in office. Thereafter, BOT Elections shall be held every two (2) years at a time and place determined by the Executive Committee then in office, but within four (4) weeks after the Annual General Meeting for that year.
- 32.2 The BOT Elections and the EC Elections shall be held contemporaneously and the Executive Committee shall appoint an Election officer in accordance with Clause 17.2 who may be the same or a different person and the person so appointed shall have the same duties and responsibilities as outlined in Clause 17.2.
- 32.3 Nominations of candidates for election as a Trustee Member of the Board of Trustees:
- (a) must be made in writing, signed by 20% of the then current Ordinary Members of the Association, each who has known the candidate for a minimum of 3 years, 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 14 days before the date fixed for the holding of the next BOT Election.
- 32.4 A person is eligible to become a Trustee Member of the Board of Trustees if the person:
- (a) is a current Ordinary Member of the Association in accordance with Part 2 of this constitution;
 - (b) has been an Ordinary Member of the Association for the last 3 years;

- (c) is supported by at least 20% of the then current Ordinary Members (on the prescribed nomination form), each who have known the candidate for at least 3 years;
- (d) has not renounced his or her adherence to the Shia Ithna Ashri faith;
- (e) has not been convicted at any time of any offence involving moral turpitude, deception or dishonesty, unless the conviction is legally regarded as spent;
- (f) has not been disqualified from being a company director;
- (g) has not failed to make payments under any court administration orders;
- (h) has not been certified or otherwise adjudged to be of unsound mind or insane;
- (i) has been discharged if subjected to bankruptcy;
- (j) has not failed any fiduciary duty;
- (k) has no conflict of interest (e.g. not a member in a similar type of organisation);
- (l) actively participating in MWA activities and initiatives; and
- (m) is not a member of the Executive Committee (unless the person is an officeholder).

For the avoidance of doubt, the President, Secretary and Treasurer are ex officio of the Board of Trustees by virtue of their offices.

- 32.5 If insufficient nominations are received to fill all vacancies on the Board of Trustees, the candidates nominated are taken to be elected and any vacant positions remaining on the Board of Trustees are taken to be casual vacancies..
- 32.6 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 32.7 If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot is to be conducted in such reasonable and proper manner as the Election Officer directs. No proxy or postal votes shall be allowed.
- 32.8 As soon as reasonably practicable after the adoption of this constitution, the Board of Trustees shall cause to be prepared an information pack setting out the duties and responsibilities of members of the Board of Trustees under this Constitution and the general law. That information pack will be distributed to members of the Board of Trustees within a reasonable time after their election or appointment and each such member of the Board of Trustees must acknowledge receipt and confirm their comprehension of their duties and responsibilities. The information pack may be updated from time to time at the discretion of the Board of Trustees.

33 CASUAL VACANCIES

- 33.1 In the event of a casual vacancy occurring in the membership of the Board of Trustees, the Board of Trustees 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 BOT Election following the date of the appointment.
- 33.2 A casual vacancy in the office of a member of the Board of Trustees 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 (Cth), or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under Clause 34, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Executive Committee from 6 meetings of the Executive Committee during his or her tenure, or
 - (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* of the Commonwealth.

34 BOARD OF TRUSTEE MEETINGS AND QUORUM

- 34.1 The Board of Trustees may determine the time and place (which may be at two or more venues using any technology that gives each of the members of the Board of Trustees a reasonable opportunity to participate) for each meeting. The Board of Trustees will endeavour to meet at least once during each calendar quarter, but must have at least (2) meetings each calendar year.
- 34.2 The members of the Board of Trustees shall appoint one of their number as Chairperson who shall, while holding that office, call and chair all meetings.
- 34.3 At a meeting of the Board of Trustees the Chairperson or, in the Chairperson's absence, one of the remaining members of the Board of Trustees chosen by the members present at the meeting is to preside.
- 34.4 Any 5 members of the Board of Trustees constitute a quorum for the transaction of the business of a meeting of the Board of Trustees.
- 34.5 No business is to be transacted by the Board of Trustees unless a quorum is present within half an hour of the time appointed for the meeting.
- 34.6 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the Board of Trustees members present (being at least seven (7)) are to constitute a quorum for the purposes of the adjourned meeting.

35 USE OF TECHNOLOGY AT BOARD OF TRUSTEE MEETINGS

- (a) A Board of Trustees' meeting may be held at 2 or more venues using any technology approved by the Board of Trustees that gives each of the Board of Trustees' members a reasonable opportunity to participate.
- (b) A Board of Trustees member who participates in a Board of Trustees 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 General meetings

36 ANNUAL GENERAL MEETINGS - HOLDING OF

- 36.1 The Association must hold its Annual General Meetings:
- (a) within 8 weeks 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.

37 ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

- 37.1 The Annual General Meeting of the Association is, subject to the Act and to Clause 36, to be convened on the date and at the place (which may be at 2 or more venues using any technology that gives each of the Association's members a reasonable opportunity to participate) and time that the Executive Committee thinks fit.
- 37.2 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 EGM held since that meeting,
 - (b) to review the Nomination Fee,
 - (c) to receive a report from the Executive Committee (including a report from the President and a report by the Treasurer), on the activities of the Association during the last preceding financial year, and
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- 37.3 An Annual General Meeting must be specified as that type of meeting in the notice convening it.

38 EXTRAORDINARY GENERAL MEETINGS - CALLING OF

- 38.1 Any one or more of the following may, whenever they think fit, convene an extraordinary general meeting ("**EGM**") of the Association:
- (a) The President;
 - (b) The Chairperson of the Board of Trustees;
 - (c) Any three members of the Executive Committee; or
 - (d) Any three members of the Board of Trustees.
- 38.2 The Executive Committee must, on the requisition of at least 30% of the total number of current Ordinary Members, convene an EGM of the Association.
- 38.3 A requisition of members for an EGM:
- (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members or Executive Committee 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.
- 38.4 If the Executive Committee fails to convene an EGM to be held within 4 weeks 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 an EGM to be held not later than 3 months after that date.

- 38.5 An EGM convened by a member or members as referred to in Clause 38.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive Committee.
- 38.6 For the purposes of Clause 38.3:
- (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

39 NOTICE

- 39.1 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 21 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place (including sufficient details to access the meeting from 2 or more venues if any such technology is used), date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 39.2 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 39.1, the intention to propose the resolution as a special resolution.
- 39.3 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 37.2.
- 39.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

40 QUORUM FOR GENERAL MEETINGS

- 40.1 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.
- 40.2 20% of the current Ordinary Members (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.
- 40.3 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 7 days later 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.
- 40.4 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 are to constitute a quorum for the purposes of the adjourned meeting.

41 PRESIDING MEMBER

The president or, in the president's absence, one of the remaining Executive Committee members chosen by the members present at the meeting, is to preside as chairperson at each general meeting of the Association.

42 ADJOURNMENT

- (a) 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.

- (b) 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.
- (c) Except as provided in Clauses 42(a) and 42(b), 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.

43 MAKING OF DECISIONS

- 43.1 A question arising at a general meeting of the Association is to be determined by:
- (a) a show of hands or, if the meeting is one to which Clause 47 applies, any appropriate corresponding method that the Executive Committee may determine, or
 - (b) if the chairperson or at least 5 or more members present at the meeting require, then by a poll.
- 43.2 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.
- 43.3 Clause 43.2 applies to a method determined by the Executive Committee under subClause 43.1(a) in the same way as it applies to a show of hands.
- 43.4 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.

44 SPECIAL RESOLUTIONS

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

45 VOTING

- (a) On any question arising at a general meeting of the Association an Ordinary Member has one vote only.
- (b) 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.
- (c) An Ordinary 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 and has been an ordinary member for at least 12 months

46 PROXY VOTES NOT PERMITTED

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

47 USE OF TECHNOLOGY AT GENERAL MEETINGS

- (a) A general meeting may be held at 2 or more venues using any technology approved by the Executive Committee that gives each of the Association's members a reasonable opportunity to participate.
- (b) 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 6 Miscellaneous

48 NO CONFIDENCE

48.1 A motion of no confidence in:

- (a) the Executive Committee;
- (b) a member of the Executive Committee;
- (c) the Board of Trustees; or
- (d) a member of the Board of Trustees,

must be supported in writing by at least 50% of the then current Ordinary Members by written notice to the secretary.

48.2 Once a proposed motion of no confidence is received in accordance with Clause 48.1, the Executive Committee must convene a General Meeting of members within 4 weeks and the notice of meeting must include the proposed motion of no confidence.

48.3 In addition to the procedure set out in Clause 38, the following will apply for an Extraordinary General Meeting convened in accordance with Clause 48.2:

- (a) The member(s) subject to the motion of no confidence will be given the opportunity to explain their position to the members at the meeting; and
- (b) a majority of 2/3 of the members present at the Extraordinary General Meeting is required to pass the motion of no confidence.

49 INSURANCE

The Association may effect and maintain insurance.

50 FUNDS - SOURCE

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

51 ASSOCIATION IS NON-PROFIT

Subject to the Act and the Regulation, the Association must apply its income and assets solely in pursuance of the objects of the Association. No portion of such income and assets shall be distributed directly or indirectly to members of the Association except as genuine compensation for services rendered or expenses incurred on behalf of the Association.

52 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 or an Executive Committee member.

53 CUSTODY OF BOOKS AND RECORDS

Except as otherwise provided by this constitution, all records, books and other documents relating to the Association must be kept in New South Wales:

- (a) at the main premises of the Association, in the custody of the public officer or a member of the Association (as the Executive Committee determines),

- (b) if the Association has no premises, at the Association's official address, in the custody of the public officer; or
- (c) despite the other provisions in this Clause 53, if the books and records of the Association are kept in electronic form, they must be able to be converted into hard copy.

54 INSPECTION OF BOOKS AND RECORDS

- 54.1 The following documents must be open to inspection, free of charge, by a member of the Association during office hours:
- (a) records, books and other financial documents of the Association, and
 - (b) this constitution, and
 - (c) minutes of all Executive Committee meetings and general meetings of the Association.
- 54.2 Any member who wishes to inspect the documents listed in Clause 54.1 must make such a request in writing to the secretary, giving 7 days' notice.
- 54.3 A member of the Association may obtain a copy of any of the documents referred to in Clause 54.1 on payment of a fee of not more than \$1 for each page copied unless otherwise determined by the Executive Committee.
- 54.4 If the documents listed in Clause 54.1 are kept in electronic form:
- (a) it must be convertible into hard copy, and
 - (b) the requirements in Clauses 53(a) and 53(b) apply as if a reference to the documents listed in Clause 54.1 is a reference to a current hard copy of such documents.
- 54.5 Despite Clauses 54.1 and 54.2, the Executive 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.
- 54.6 Subject to the above provisions of this Clause 54, the Executive Committee may regulate the manner in which members may inspect the records of the Association as follows:
- (a) **Timeframe for Access:** The Executive Committee will arrange for inspection of the requested records within thirty (30) days of receiving such a notice, at a reasonable time and place determined by the Committee.
 - (b) **Vexatious and Abusive Requests:** The Executive Committee may decline vexatious or abusive requests where compliance would be oppressive.
 - (c) **Confidentiality:** The Executive Committee may require a member to enter into a confidentiality undertaking before granting access to records containing personal, employment, commercial, legal or otherwise sensitive information.

55 SERVICE OF NOTICES

- 55.1 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.
- 55.2 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.

56 FINANCIAL YEAR

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.

57 AUDITING OF ACCOUNTS

The annual accounts of the Association shall be audited by a qualified auditor, The auditor shall be appointed at the Annual General Meeting for a financial year.

58 DISSOLUTION OF THE ASSOCIATION

58.1 The Association shall be dissolved in the event:

- (a) the total membership is less than 3 persons; or
- (b) the Executive Committee convenes an Extraordinary General Meeting specifically convened for such purpose at which 75% of the current Ordinary Members who are entitled to vote must by a show of hands approve the dissolution of the Association.

58.2 If an event in Clause 58.1 occurs, all assets and funds of the Association shall be dealt with in accordance with Clause 29.

59 ORGANISATION AND MEMBERS PRIVACY

All members of the Executive Committee, Board of Trustees and Election office are required to abide by the current privacy policy of the organisation and relevant legislation of NSW

60 AMENDMENTS

60.1 Any proposal for amendment to the Constitution shall be delivered in writing to the secretary of the Association for consideration at the next Executive Committee meeting.

60.2 If the Executive Committee considers that the proposed amendments are in the best interests of the Association, the Executive Committee may call for an Extraordinary General Meeting to discuss the proposed amendments.

60.3 If the Executive Committee considers that the proposed amendments are not in the best interests of the Association, the Executive Committee may reject any proposed amendment.

60.4 Irrespective of the decision of the Executive Committee, the Executive Committee must notify the proposer of the amendment of their decision within 5 weeks of receipt of the amendment proposal.

60.5 In the event a member's amendment proposal is rejected by the Executive Committee, the member shall have the right to re-submit his or her proposal only with the additional support of at least 40% of Ordinary members in writing. If the member obtains at least 30% of support from Ordinary members for the proposed amendments, then an Extraordinary General Meeting must be convened within 4 weeks for vote by special resolution.

60.6 The Constitution may only be amended by a special resolution passed by the Association in accordance with Section 39 of the Act.

60.7 Regulatory Approval: Once approved by the members, amendments must be submitted to

- (a) NSW Fair Trading and notified to the Australian Charities and
- (b) Australian Charities and Not-for-Profits Commission ("**ACNC**") to ensure compliance with legal requirements.

61 DEFINITIONS

61.1 In this constitution:

- (a) **The Act** means *The Associations Incorporation Act 2009*.
- (b) **Board of Trustees** means the Board of Trustees formed in accordance with Part 4 of this Constitution.
- (c) **BOT Election** means the election of the Board of Trustees in accordance with Clause 32.
- (d) **Deductible Gift Recipients** has the meaning given to that term in the *Income Tax Assessment Act 1997* (Cth).
- (e) **EC Election** means the election of Executive Committee members, the President, Secretary and Treasurer in accordance with Clause 17.
- (f) **EGM** means a general meeting of the Association other than an Annual General Meeting.
- (g) **Executive Committee** means the Executive Committee formed in accordance with Part 3 of this constitution, being the '*Executive Committee*' for the purposes of the Act.
- (h) **Gift fund** means:
 - (i) gifts of money or property for the principal purpose of the Association;
 - (ii) contributions made in relation to a fund-raising event held for the principal purpose of the Association; and
 - (iii) money received by the Association because of such gifts and contributions.

In this definition, '*contributions*' and '*fund-raising event*' have the same meaning as in Division 30 of the *Income Tax Assessment Act 1997* (Cth).

- (i) **Office Bearers** means the President, Secretary and Treasurer of the Association.
- (j) **ordinary Executive Committee member** means a member of the Executive Committee who is not an office-bearer of the Association.
- (k) **President** means the person holding office under this Constitution as President of the Association.
- (l) **the Regulation** means the *Associations Incorporation Regulation 2016*.
- (m) **secretary** means:
 - (i) the person holding office under this constitution as secretary of the Association, or
 - (ii) if no person holds that office - the public officer of the Association.
- (n) **Treasurer** means the person holding office under this Constitution as Treasurer of the Association.
- (o) **Written** or **in writing** includes a communication or document sent or received by electronic means (including by email, facsimile, figures, drawings or symbols in visible form whether on paper or in electronic format).

61.2 In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty,
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty; and
- (c) a reference to any legislation or regulation includes consolidations, amendments, re-enactments or replacements of any of them.

61.3 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.