

The logo for Community Legal Centres NSW is a blue speech bubble shape with a tail pointing downwards and to the right. Inside the bubble, the text "Community Legal Centres NSW" is written in white, bold, sans-serif font, stacked in three lines.

**Community
Legal Centres
NSW**

CONSTITUTION OF

**Community Legal Centres NSW
Incorporated**

**An association incorporated pursuant to
the Associations Incorporation Act 2009
(NSW)**

Effective 13 March 2024

Amended: 24 May 2005, 18 November 2008, 19 May 2009, 30 November 2016, 27 November 2019,
13 March 2024.

PART 1- PRELIMINARY

1. NAME

The name of the Association is Community Legal Centres NSW Incorporated.

2. OBJECTS

The objects of the Association are:

- 2.1 To act as a peak organisation for Community Legal Centres by assisting member Community Legal Centres fulfil their public benevolent goals and policies, particularly through advocacy for the provision of adequate resources and education of the public about the role of Community Legal Centres.
- 2.2 To facilitate communication and cooperation among member Community Legal Centres, and between member Community Legal Centres and other bodies and to assist all member Community Legal Centres, especially those in remote and rural areas, to participate fully in the activities of the Association.
- 2.3 To provide member Community Legal Centres with administration services, training, and/or other support services with a view to improving the quality, efficiency and sustainability of Community Legal Centre services.
- 2.4 To advocate for social justice, particularly for people who are socially or economically disadvantaged and whose inability to access the legal system further aggravates or perpetuates their disadvantage.
- 2.5 To promote and facilitate legal and administrative reform identified by member Community Legal Centres as being in need, in response to the issues that arise from the needs of their clients and Communities.
- 2.6 To provide information for Community Legal Centres and related agencies and disadvantaged people in need of legal services.
- 2.7 To provide a referral service for people seeking legal assistance from Community Legal Centres in New South Wales.
- 2.8 To liaise closely and, as appropriate, work co-operatively with other organisations, particularly the NSW Legal Aid Commission and relevant national networks, in relation to justice issues and the provision of Community based services.
- 2.9 To maintain membership, as appropriate, of relevant peak organisations, including CLCA.
- 2.10 For the purpose of supporting the sustainability of the Association and Community Legal Centres, but subject to clause 53 and provided that the Association's activities are always predominately carried on for public benevolent purposes:
 - (a) to provide services to individuals, corporations and other organisations throughout New South Wales (including on a for-profit basis), regardless of their background and whether or not they are members of the Association, and apply any surplus funds from those services solely towards promoting the public benevolent objects above; and
 - (b) to undertake fundraising activities throughout New South Wales and apply the surplus funds from these activities solely towards promoting the public benevolent objects above.

3. DEFINITIONS

In this Constitution, except in so far as the context or subject matter otherwise indicates or requires:

"Aboriginal Advisory Group Nominated Representative" means a person nominated by the Aboriginal Advisory Group for a position of Board Member.

"Aboriginal Advisory Group" means the group consisting of Aboriginal staff members of member Community Legal Centres and the Association, that provides peer support to such staff; addresses issues facing Aboriginal Communities who are (but not limited to those who are) accessing Community Legal Centres; undertakes both social and law reform; participates in community and sector capacity building and makes recommendations to the Association, the Board and other peak bodies on such issues.

"ACNC Act" means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

"Act" means the *Associations Incorporation Act 2009* (NSW).

"Annual General Meeting" means a general meeting held pursuant to clause 31.

"Applicable Not for Profit Law" means any law relating to the regulation of charities or not for profit entities applicable to the Association, including the ACNC Act, the Charities Act, each Charitable Fundraising Act, the ITA Act and any Rulings or requirements of any commissioner or body under any such law, having application to the Association.

"Associate Member" means a member of the Association who meets the requirements of clause 5.3 and is approved as an associate member in accordance with clause 7.

"Association" means Community Legal Centres NSW Incorporated.

"Authorised Representative" means a person holding one of the following positions within a Full Member organisation:

- (i) Chairperson;
- (ii) Executive Director;
- (iii) CEO;
- (iv) Principal Solicitor; or
- (v) Director,

or a person who has been delegated in writing the power to act as the Authorised Representative in relation to business involving the Association.

"Board" means the board of the Association as described in clause 18. For the avoidance of doubt, the Board shall be deemed to be and construed as the Association's committee (as such term is defined under the Act) and shall be the governing body of the Association.

"Board-Appointed Board Member" has the meaning given to it in clause 18.4.

"Board Member" means a person who is, for the time being, a Board Member of the Association.

"Charities Act" means the *Charities Act 2013* (Cth).

"Charitable Fundraising Act" means the legislation of any State or Territory of Australia, or the Commonwealth of Australia, regulating the raising of funds for charitable purposes and applicable to the Association, which may include, relevantly, *Charitable Fundraising Act 1991* (NSW).

"Chairperson" means the person appointed under clause 18.6.

"CLCA" means the Community Legal Centres Australia, the national peak body for community legal centres, of which the Association is itself a member.

"CLCA Accreditation Criteria" means the criteria set by CLCA that determines whether a Community Legal Centre can be certified and granted a license to use the CLCA Certification Trade Mark.

"Community" means a local or geographic community and/or community of interest.

"Community Legal Centre" means a centre which was a member of the Association at the date of incorporation of the Association, or an organisation which:

- (i) is independent¹ from government, commercial and professional bodies;
- (ii) is not for profit, community based, and has goals and priorities established in response to the needs of its Community; and
- (iii) aims to:
 - (A) provide legal and/or related services;
 - (B) develop effective ways of informing Community members of their legal rights and responsibilities;
 - (C) provide disadvantaged members of the Community, and/or the public generally in public interest matters, with access to legal and related information and/or services;
 - (D) advocate for the development of laws, administrative practices and a legal justice system which are fair, just and accessible to all;
 - (E) develop and maintain close links with its Community to ensure that areas of unmet legal need are detected and appropriate services developed; and
- (iv) has developed, and continues to develop management and operational structures which enable the involvement of the Community or Communities it serves.

"Constitution" means this document setting out the objects, rules and governing provisions of the Association, as amended from time to time.

"Full Member" means a member of the Association who, subject to clause 5.1, meets the requirements of clause 5.2 and is approved as a full member in accordance with clause 7.

"General Meeting" means any meeting of the members of the Association.

"Guide" has the meaning given to it in clause 6.3(f)(i).

"ITA Act" means the *Income Tax Assessment Act 1997* (Cth).

"member" means a member of the Association and includes a Full Member and an Associate Member.

"National Professional Indemnity Insurance (PII) Scheme" refers to the scheme of this name for community legal centres administered by CLCA.

"Professional Indemnity Insurance (PII) Committee" means the Professional Indemnity Insurance Committee established under clause 27.8.

"Professional Indemnity Insurance (PII) Committee Co-Convenors" means the co-convenors of the Professional Indemnity Insurance (PII) Committee as referenced in clause 27.8(a).

"Principal Solicitor" means 'Principal Solicitor' under the CLCA Risk Management Guide.

"Public Officer" means the person holding office under this Constitution as the Association's public officer, who is an ordinary resident of NSW, and may, but need not, be a Board Member.

"Registered Charity" means an entity that is registered under the ACNC Act.

¹ This requirement does not preclude a CLC from having people from government, commercial and professional bodies on its Board or management Committee, or such people or the organisations themselves as members.

"Registered Public Benevolent Institution" means an institution that is a Registered Charity under the charitable subtype 'Public Benevolent Institution'.

"Regulation" means the Associations Incorporation Regulation 2022 (NSW).

"Secretary" means:

- (i) the person holding office under this constitution as secretary of the association, or
- (ii) if no such person holds that office—the Public Officer.

"State Office" means the principal place of administration of the Association.

4. INTERPRETATION

In this Constitution, except where the context otherwise requires:

- (a) A reference to a function includes a reference to a power, authority or duty.
- (b) A reference to the exercise of a function includes, where the function is a duty, a reference to the performance of a duty.
- (c) The provisions of the *Interpretation Act 1987* (NSW) 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.
- (d) The meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.
- (e) A reference to applicable law includes the applicable law and any applicable authorisation or licence granted thereunder.
- (f) The singular includes the plural and vice versa, and a gender includes other genders.
- (g) Another grammatical form of a defined word or expression has a corresponding meaning.
- (h) A reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this constitution, and a reference to this constitution includes any schedule or annexure.
- (i) A reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time.
- (j) A reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them.
- (k) A reference to a member or Board Member present 'in person' includes, in the case of a Board Meeting held using virtual meeting technology in accordance with clause 25, or a General Meeting held using virtual meeting technology in accordance with clause 34, a member or Board Member present by any technology used to facilitate the meeting.

PART 2 – MEMBERSHIP

5. MEMBERSHIP QUALIFICATIONS

- 5.1 All members of the Association as at the date of the Association's incorporation are deemed to be Full Members of the Association.
- 5.2 Full Membership of the Association is open to a Community Legal Centre (as defined in clause 3) that meets the requirements of the Legal Profession Uniform Law (NSW) and is also either:

- (a) a Registered Public Benevolent Institution; or
 - (b) an organisation that the Board determines should be a member having regard to the objects of the Association.
- 5.3 Associate Membership is open to incorporated and unincorporated organisations or groups who are interested in pursuing and supporting the objects of the Association.
- 5.4 Subject to this constitution and applicable law (including the Act), the Board (with approval from members) may from time to time determine, vary and replace:
- (a) the classes of membership of the Association (including the rights attaching, or not attaching, to a particular class of membership); and
 - (b) the qualifications for admission, and continued membership, in a particular class of membership.

6. MEMBERSHIP OBLIGATIONS

- 6.1 Members must comply with the following obligations as applicable.
- 6.2 All members (Full and Associate) are obliged to:
- (a) adhere to this Constitution;
 - (b) promote the aims and interests of Full Members;
 - (c) pay membership fees, contributions to CLCA and such additional levies or subscriptions as may be decided by the Association from time to time; and
 - (d) comply with any membership rules or conditions that are approved by two thirds of members in a General Meeting.
- 6.3 In addition, Full Members are obliged to:
- (a) work cooperatively with other Community Legal Centres in furthering the aims and interests of the Association;
 - (b) participate in Association General Meetings and activities;
 - (c) advise the Association of relevant activities, proposed funding and project submissions for the purpose of preventing duplication and enhancing co-operation;
 - (d) where they are Registered Public Benevolent Institutions, to maintain this registration and to notify the Association where their registration is revoked, or they are no longer entitled to registration, under the ACNC Act (including when they have an obligation to notify the Commissioner of the Australian Not-for-profits Commission of the circumstances described in subsection 65-5(2) of the ACNC Act);
 - (e) undertake to review, discuss and give due consideration to the decisions of the Association; and
 - (f) comply with the CLCA Accreditation Criteria, or have satisfied the Association that they are working towards complying with the CLCA Accreditation Criteria, including:
 - (i) satisfactory compliance with the mandatory standards set out in the CLCA Risk Management Guide as amended from time to time ("**Guide**");
 - (ii) participating in the annual "cross check" of compliance with the Guide as required by the Association's Professional Indemnity Insurance (PII) Committee; and
 - (iii) causing the Principal Solicitor or her/his delegate to attend all meetings of the Association's Professional Indemnity Insurance (PII) Committee.

- 6.4 Full members that seek to be insured through the National Professional Indemnity Insurance (PII) Scheme are also required to pay the annual PII premium and administration levy.
- 6.5 Members that refuse or neglect to comply with these membership obligations may have action taken against them, including action leading to suspension or expulsion, in accordance with clause 14.

7. NOMINATION FOR MEMBERSHIP

- 7.1 Nomination of an organisation for membership of the Association:
- (a) must be made in writing, in a form prescribed by the Board, by at least two Full Members, with the Full Member organisations being represented by persons holding one of the following positions within the Full Member organisations:
 - (i) chairperson;
 - (ii) executive director;
 - (iii) CEO;
 - (iv) Principal Solicitor; or
 - (v) director;
 - (b) must be accompanied by the written consent of the nominee;
 - (c) must contain the information required by the Board, including evidence that the nominee endorses the Constitution of the Association and whether the nomination is for Full Membership or Associate Membership; and
 - (d) must be lodged with the Public Officer of the Association.
- 7.2 As soon as practicable after receiving a nomination for membership, the Public Officer must refer the nomination to a meeting of the Board (the "First Board Meeting") which shall appoint a committee of at least three Board Members to review the nomination (the "membership committee"). If the nomination is for Full Membership, the membership committee must include the Professional Indemnity Insurance (PII) Committee Co-Convenors who will, in the membership committee's report, make a separate recommendation to the Board in relation to whether the applicant Community Legal Centre has the necessary systems to comply with the Guide.
- 7.3 The membership committee must report back to the Board within one month of receiving a nomination.
- 7.4 Following receipt of the membership committee's report the Board will:
- (a) by resolution approve or reject the nomination; or
 - (b) ask for more information from the nominee on eligibility or suitability for membership.
- 7.5 If the Board asks for more information under clause 7.4(b) their determination of the application is deferred until the information is given.
- 7.6 The Board does not have to give any reason for rejecting an application for membership under clause 7.4(a).
- 7.7 Where the Board approves a nomination for membership, the Public Officer must, within one week after that decision, notify the nominee of that approval and request the nominee to pay within 28 days any entrance fee and annual subscription payable under this Constitution. Where the Board rejects a nomination for membership, the Public Officer must, within one week after that decision, notify the nominee of that rejection.
- 7.8 The Public Officer must, on payment by the nominee of the amounts referred to in clause 7.7 within the period referred to in that clause, enter the nominee's name in the register of members, and indicate whether the nominee is a Full Member or an Associate Member. On the name being so entered, the nominee becomes a member of the Association.

8. CESSATION OF MEMBERSHIP

8.1 An organisation ceases to be a member of the Association if:

- (a) it ceases to exist; or
- (b) it gives the Public Officer written notice of resignation, from the date of receipt of that notice by the Public Officer;
- (c) it is expelled from the Association in accordance with clause 14; or
- (d) it has failed to pay annual membership fees or any other fees that the Board determines are payable under clause 11.1 for at least three months after the date on which they were due and payable (unless the Board determines otherwise).

9. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which an organisation or individual has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another organisation or individual; and
- (b) terminates upon cessation of the organisation's or individual's membership.

10. REGISTER OF MEMBERS OF ASSOCIATION AND BOARD

10.1 The Public Officer of the Association must establish and maintain a register of members of the Association specifying the name and postal or residential/registered address of each member, the category of membership and the date on which they became a member.

10.2 Where a member's membership ceases for any reason, the Public Officer must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10.3 The register of members of the Association must be kept at the State Office (or at such other place, or in such other manner prescribed by the Regulations) and must be open for inspection, free of charge, by a delegate of the management of any member of the Association at any reasonable hour.

10.4 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.

10.5 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.

10.6 A member must not use information about a member 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.

10.7 The Public Officer shall keep a register of Board Members which must:

- (a) contain the name, date of birth, business address and residential address of each Board Member and the date on which they became a Board Member;
- (b) contain the date on which the person ceased to be a Board Member;

- (c) set out the date on which any such member was elected to, or ceased to hold, such position;
- (d) be updated within one month of any change taking place;
- (e) be kept at the State Office (or at such other place, or in such other manner prescribed by the Regulations); and
- (f) be made available for inspection by any person, at all reasonable hours and free of charge.

11. FEES, SUBSCRIPTIONS, ETC

- 11.1 Membership of the Association is subject to the payment of such fees or subscriptions as may be determined by the Board from time to time. These include, but are not limited to:
- (a) entrance fees to the Association on first becoming a member;
 - (b) annual membership fees paid to the Association;
 - (c) contributions to CLCA; and
 - (d) where the Full Member is also a member of the National Professional Indemnity Insurance (PII) Scheme, the annual PII premium and administration levy.
- 11.2 All fees and subscriptions are payable by the members at the time determined by the Board in its discretion from time to time.
- 11.3 Where the Association or CLCA charges fees for additional services agreed to by an individual member, the member's failure to pay such fees may result in the withdrawal of the additional services but will not affect the member's membership of the Association.

12. 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 11.

13. RESOLUTION OF INTERNAL DISPUTES

- 13.1 In the event of a dispute arising between members (in their capacity as members) or between members and the Association, the following respective procedures are to apply.
- 13.2 A dispute resolution procedure cannot be commenced in relation to a matter which is the subject of a disciplinary procedure under clause 14, until the disciplinary procedure is completed.

Dispute between two or more members in their capacity as members

- 13.3 Where there is a dispute between two or more members of the Association in their capacity as members:
- (a) a member of the governing body of a member (the **First Member**) may lodge a written notice of dispute with the Public Officer;
 - (b) the Public Officer must provide notice of the complaint (a **Complaint Notice**) to the Board(s) of the member(s) the First Member is in dispute with (the **Second Member(s)**);
 - (c) the First Member and Second Member(s) must attempt at all stages to settle the dispute in good faith;
 - (d) the Complaint Notice must be issued within one week of the Public Officer receiving notice of the dispute;

- (e) the Complaint Notice must request a written response from the Second Member(s), and request the Second Member(s) attend mediation;
- (f) the Second Member(s) must provide a written response within 14 days of receiving the Complaint Notice;
- (g) the Public Officer will arrange for the dispute to be referred to a mediation session at a mediation centre agreed to by all members involved in the dispute, with all members involved in the dispute to share the cost of the mediation equally;
- (h) if the members involved cannot agree on a mediation centre to consider the dispute under clause 13.3(g), the Association will select a mediation centre;
- (i) the members involved will ensure that the Public Officer is notified as to whether the dispute was resolved at mediation;
- (j) if the dispute is not resolved at mediation, the Association will arrange for the dispute to be referred to arbitration conducted by an independent arbitrator within three months of the mediation;
- (k) the arbitrator is to be agreed between all members involved in the dispute, with all members involved in the dispute to share the cost of the arbitration equally;
- (l) if the members involved cannot agree on an arbitrator to consider the dispute under clause 13.3(k), the Association will select an arbitrator and members involved in the dispute must attend an arbitration session scheduled with the selected arbitrator and share the cost of the arbitration equally; and
- (m) the decision of the independent arbitrator is final, and members involved in the dispute will ensure that the Public Officer is notified as to the outcome of the arbitration.

Dispute between member and the Association or Board

13.4 Where there is a dispute between one or more members and the Association or the Board:

- (a) a member may notify the Public Officer of the dispute in writing;
- (b) the parties involved in the dispute must attempt at all stages to resolve the dispute in good faith;
- (c) the Association will arrange for the dispute to be referred to mediation at a mediation centre agreed to by all parties involved in the dispute;
- (d) if the parties cannot agree on a mediation centre, the Association will request that the President or Vice President of the Law Society of New South Wales select a mediation centre;
- (e) all parties involved in the dispute will equally share the cost of a mediation under clause 13.4(c) or 13.4(d);
- (f) if the dispute is not resolved at mediation, the Association will arrange for the dispute to be referred to arbitration conducted by an independent arbitrator within three months of the mediation;
- (g) the arbitrator is to be agreed between all parties involved in the dispute, with all parties involved in the dispute to share the cost of the arbitration equally;
- (h) if the parties involved cannot agree on an arbitrator to consider the dispute under clause 13.4(g) the Association will request that the President or Vice President of the Law Society of New South Wales select an arbitrator and all parties involved must attend an arbitration session scheduled with the selected arbitrator and share the cost of the arbitration equally; and
- (i) the decision of the independent arbitrator is final.

14. DISCIPLINING OF MEMBERS

- 14.1 The Board can elect to commence disciplinary proceedings against a member where the Board considers that a member has:
- (a) failed to comply with a provision of this Constitution;
 - (b) wilfully acted in a way that is prejudicial to the interests of the Association; or
 - (c) failed to satisfactorily comply with the CLCA Accreditation Scheme, where that process has been finalised,

(Allegation).

- 14.2 The Board may refuse to deal with an Allegation if it, in good faith, considers the Allegation to be trivial or vexatious in nature.

- 14.3 To determine whether an Allegation is trivial or vexatious the Board will undertake an investigation on the papers and put the matter to the member that is the subject of the Allegation for a response.

- 14.4 Disciplinary action available where an Allegation is upheld are:

- (a) a reprimand;
- (b) imposing conditions on the relevant member's membership, including where:
 - (i) the member is not entitled to access certain membership rights until the conditions are met; and / or
 - (ii) the member can be expelled by a resolution of the Board (for the avoidance of doubt, without the need to recommence new disciplinary proceedings under this clause 14) if the conditions are not met within any timeframe set by the Board; or
- (c) expulsion of that member from the Association.

Disciplinary proceedings

- 14.5 If the Board decides to commence disciplinary proceedings pursuant to clause 14.1, the Board will appoint an independent decision maker who must:

- (a) serve written notice of the Allegation on the member concerned setting out the details of the Allegation (**Disciplinary Notice**);
- (b) give the member concerned at least 14 days from the date the Disciplinary Notice is served on the member to make submissions to the independent decision maker about the Allegation;
- (c) consider any submission made by the member under clause 14.5(b); and
- (d) provide a report to the Board stating whether, in the independent decision maker's opinion, the Allegation has been substantiated, and recommendations for further actions.

- 14.6 The member concerned may not raise a complaint against the member that complained or against the Board or the Association under clause 13 pending resolution of the disciplinary proceedings.

- 14.7 The Board (or a committee established by the Board to consider the matter) will consider the report of the independent decision maker and will advise the member concerned if the Allegation has been:

- (a) disproved and dismissed; or
- (b) substantiated and the Board is considering disciplinary action.

- 14.8 Any reference to the Board within this clause and clause 15 includes, where the Board elects to establish a committee of Board members to consider the disciplinary matter, the relevant committee.

Options available for disciplinary action

- 14.9 If the Board decides to consider disciplinary action, the Board must allow the member concerned to make submissions as to the appropriate disciplinary action within 14 days from the notice issued under clause 14.7(b).
- 14.10 If, after considering submissions from the relevant member under clause 14.9, the Board is satisfied that disciplinary action is warranted the Board may:
- (a) reprimand the member;
 - (b) by resolution expel the member from the Association; or
 - (c) by resolution impose conditions on the relevant member's membership, including where:
 - (i) the member is not entitled to access certain membership rights until the conditions are met; and / or
 - (ii) the member can be expelled by a resolution of the Board (for the avoidance of doubt, without the need to recommence new disciplinary proceedings under this clause 14) if the conditions are not met within any timeframe set by the Board.
- 14.11 If the Board reprimands, places conditions on membership or expels a member, the Public Officer must, within 7 days after the resolution is passed, cause written notice to be given to the member of the resolution of the Board, of the reasons given by the meeting for having taken that action and of the member's right of appeal under clause 15.
- 14.12 Any expulsion does not take effect until:
- (a) the day on which the member's right to exercise the member's right of appeal expires; or
 - (b) if an appeal has been lodged, until such later time as the appeal process has come to an end.
- 14.13 If the Board votes against the resolution to expel a member, then the disciplinary proceedings will be concluded.

15. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 15.1 A member expelled under clause 14.10 may appeal to the Board against the resolution of the Board which expels them their membership by lodging with the Public Officer a notice of appeal in writing within 14 days of receiving notice of the resolution from the Board pursuant to clause 14.11. The notice must be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 15.2 If no notice of appeal is lodged by the disciplined member with the Public Officer within 14 days of receiving notice of the resolution from the Board pursuant to clause 14.11, the expulsion is final.
- 15.3 Upon receipt of a notice of appeal, the Public Officer must refer the matter to the Board who must:
- (a) call a Board meeting within 28 days of receiving the notice of appeal to consider the matter; and
 - (b) call a General Meeting within 28 days of the Board meeting held under clause 15.3(a) to determine the appeal.
- 15.4 The appellant may make submissions to the General Meeting in writing or in person. The Board may make submissions in response to the appellant's submissions to the General Meeting in writing or in person.

- 15.5 At a General Meeting of the Association convened under clause 15.3:
- (a) no business other than the question of the appeal is to be transacted;
 - (b) an independent person is to chair the General Meeting and conduct the secret ballot referred to in clause 15.5(d);
 - (c) the Board and the member must be given the opportunity to state their respective cases orally or in writing (including by way of the submissions contemplated under clause 15.3), or both; and
 - (d) the Full Members are to vote by secret ballot on whether to:
 - (i) allow the appeal;
 - (ii) allow the appeal and impose conditions on the appellant's membership; or
 - (iii) dismiss the appeal and uphold the expulsion.
- 15.6 The decision of members under clause 15.5(d) is to be made by resolution passed by a majority of Full Members present at the General Meeting in person or by proxy.
- 15.7 In addition to the right of members to impose conditions on the appellant's membership under clause 15.5(d)(ii), where the members allow the appeal the Board may by resolution impose any such conditions on the appellant's membership as the Board sees fit. For the avoidance of doubt, the Board may:
- (i) provide that the member is not entitled to access certain membership rights until the conditions are met; and / or
 - (ii) by a resolution of the Board expel the member if the conditions are not met within any timeframe set by the Board (for the avoidance of doubt, without the need to recommence new disciplinary proceedings under this clause 14).
- 15.8 The resolution passed by full members of the Association at the General Meeting by secret ballot is final.

PART 3 – THE BOARD

16. POWERS OF THE BOARD

The Board is to be called the Board of the Association and, subject to the Act, the Regulation and this Constitution and to any resolution of the Association passed by the Association in General Meeting:

- (a) is to control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by this Constitution to be exercised by a General Meeting of the members of the Association;
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association; and
- (d) may appoint such officers and employees as are required to achieve the objects of the Association.

17. DUTIES OF BOARD MEMBERS

The Board Members must comply with their duties as Board Members under legislation and common law.

18. COMPOSITION OF THE BOARD AND BOARD MEMBERSHIP

- 18.1 The Board is to be composed of at least five but no more than nine Board Members.
- 18.2 Five Board Members must be employed by, or on the governance body of, a Full Member of the Association. These Board Members are elected through the procedure set out in clause 21.

- 18.3 Two of the Board Members shall be Aboriginal persons nominated to the Board in writing by the Aboriginal Advisory Group of the Association. The Board will resolve to appoint such persons as Board Members as soon as possible following receipt of the nominations from the Aboriginal Advisory Group of the Association and written consent from the nominees.
- 18.4 If the Board determines by unanimous resolution that it requires additional Board Members to be appointed with specific skills, the Board may, subject to the limits in clause 18.1 appoint up to two additional Board Members who need not be drawn from members of the Association (**Board-Appointed Board Member**).
- 18.5 Subject to all of the clauses above, the Board may appoint a person to be a Board Member either to fill a casual vacancy or as an addition to the Board. A Board Member appointed to fill a casual vacancy or as an addition to the Board must resign at the next Annual General Meeting and will be eligible for re-election in accordance with clause 21.
- 18.6 The Board Members will vote to determine which Board Member shall fill the office of Chairperson, Deputy Chairperson, Treasurer and (if the Board wishes) a Secretary and the terms and conditions on which the Board Member will hold office. A Board Member may hold up to 2 offices (other than both the Chairperson and Deputy Chairperson offices). The Board may remove a Board Member from the office of Chairperson, Deputy Chairperson, Treasurer, Public Officer and Secretary at any time by resolution.
- 18.7 The Board Members will by resolution appoint a person as the Association's Public Officer. The Public Officer may be, but does not need to be, a Board Member of the Association. The Board may remove a person from the office of Public Officer at any time by resolution.
- 18.8 If a Public Officer is not appointed by the Board under clause 18.7, the Association's Executive Director will be the ex-officio Public Officer (subject to the Executive Director meeting the eligibility requirements in the Act).
- 18.9 The Board must ensure that the Commissioner for Fair Trading is duly notified of the appointment of a Public Officer, or any change to the Public Officer's address, in accordance with the Act.

19. RETIREMENT OF BOARD MEMBERS

- 19.1 Except as provided in clause 22, Board Members are to hold office for two-year terms and, subject to clause 19.2, can be re-elected:
- (a) in the case of Board Members described under clause 18.2, by the process outlined in clause 21;
 - (b) in the case of Aboriginal Advisory Group Nominated Representatives, by the process outlined in clause 18.3; and
 - (c) in the case of Board-Appointed Board Members, by the process outlined in clause 18.4.
- 19.2 No Board Member may hold office for more than six consecutive years, unless the Board Member has, for a period of two years, ceased to be a Board Member.

20. ELIGIBILITY OF BOARD MEMBERS

To be eligible for nomination as a Board Member, a person must be:

- (a) 18 years of age;
- (b) ordinarily resident in Australia;
- (c) a fit and proper person;

and must not be:

- (d) a person disqualified from managing a corporation under the Corporations Act 2001; or
- (e) a person disqualified from being a responsible person by the ACNC Commissioner, within the previous 12 months.

21. ELECTIONS OF BOARD MEMBERS

21.1 The Board members referred to in clause 18.2 shall be elected by an Annual General Meeting through the following procedure:

- (a) A nomination of a person to be a Board Member must:
 - (i) be made by an Authorised Representative of two Full Members of the Association;
 - (ii) be accompanied by the written consent of the person nominated;
 - (iii) be in writing in a form approved by the Board; and
 - (iv) be provided to the Public Officer at least seven days before the date fixed for the Annual General Meeting at which the election is to take place.
- (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 ballot is to be held.
- (d) If insufficient nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (e) Not more than one Board Member may be elected from any one Full Member.
- (f) Board Members are elected as individuals and not as representatives of Full Members.

22. CASUAL VACANCIES

For the purpose of this Constitution, a casual vacancy in the office of a Board Member occurs if the Board Member:

- (a) dies;
- (b) resigns office by notice in writing given to the Public Officer;
- (c) is removed from office under clause 23;
- (d) is absent from three consecutive meetings of the Board without the approval of the Board;
- (e) ceases to be an employee or member of the governing body of a Full Member (where the Board Member was appointed through clause 18.2);
- (f) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth;
- (g) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under a law relating to mental health;
- (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* of the Commonwealth;

- (j) is prohibited by the Act or the ACNC Act (while the Association is a Registered Charity) from holding office or continuing as a Board Member; or
- (k) is disqualified from being a responsible person by the ACNC Commissioner.

23. SUSPENSION OF BOARD MEMBERS

- 23.1 If the conduct, position or circumstance of any Board Member is such that continuance in office appears to the majority of the Board to be prejudicial to the interests of the Association, a majority of the Board specifically called for that purpose may suspend that Board Member.
- 23.2 Within 14 days of any suspension under clause 23.1, the Board must call a General Meeting, at which the members entitled to vote may either confirm the suspension and remove the Board Member from office in accordance with clause 24 or annul the suspension and reinstate the Board Member.

24. REMOVAL OF BOARD MEMBERS

- 24.1 The Association in General Meeting may by resolution remove any Board Member from the office of Board Member before the expiration of the Board Member's term of office and may, by ordinary resolution, appoint another person as a Board Member until the expiration of the term of office of the Board Member so removed.
- 24.2 If the Full Members intend to vote on a resolution to remove a Board Member from office under clause 24.1, the Full Members must ensure that:
 - (a) the Board Member is given written notice of the intention to consider the resolution at least 14 days before the General Meeting at which the resolution will be considered; and
 - (b) the Board Member is given an opportunity to make representations in writing to the Public Officer (not exceeding a reasonable length). Any representations must be made at least seven days before the General Meeting at which the resolution is to be considered.
- 24.3 If the Board Member concerned makes representations to the Public Officer under clause 24.2(b) and requests that the representations be notified to the members of the Association, the Public Officer:
 - (a) may send a copy of the representations to each member of the Association at least five days before the General Meeting at which the resolution will be considered; or
 - (b) if the representations are not so sent, the Board Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

25. BOARD MEETINGS

- 25.1 The Board must meet at least four times each year at such place and time as the Board may determine.
- 25.2 Additional meetings of the Board may be convened by any two Board Members.
- 25.3 Oral or written notice of a meeting of the Board must be given by the Public Officer to each Board Member at least 48 hours (or such shorter period as may be unanimously agreed upon by the Board Members) before the time appointed for the holding of the meeting.
- 25.4 Notice of a meeting given under clause 25.3 must specify the general nature of the business to be transacted at the meeting, except business which the Board Members present at the meeting agree to treat as urgent business.
- 25.5 The Board Members need not all be physically present in the same place for a Board meeting to be held. A Board meeting may be held by the Board Members communicating with each

other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.

- 25.6 A Board Member who participates in a Board meeting using technology in accordance with clause 25.5 is taken to be present at the meeting and, if the Board Member votes at the meeting, is taken to have voted in person.
- 25.7 The quorum for meetings of the Board shall be 5 or 50% of the total number of Board Members appointed at the relevant time, whichever is greater.
- 25.8 No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week. When that day is a public holiday then the day of the next meeting should be the next working day.
- 25.9 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 25.10 Minutes must be kept of:
- (a) all appointments of office bearers and other Board Members;
 - (b) the names of Board Members present at a Board meeting or a General Meeting; and
 - (c) all proceedings at Board meetings and General Meetings.
- 25.11 The minutes must be kept in written or electronic form.
- 25.12 If the minutes are kept in electronic form they must be convertible to hard copy form.
- 25.13 Minutes of proceedings at a meeting must be signed, in writing or by electronic means, by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- 25.14 The minutes must be kept for at least 5 years from the date the record is made.
- 25.15 At a meeting of the Board:
- (a) the Chairperson is to preside; and
 - (b) if the Chairperson is absent or unwilling to act, the Deputy Chairperson will preside and, in the absence of both, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

26. APPOINTMENT OF BOARD MEMBERS TO CONSTITUTE QUORUM

- 26.1 If at any time the number of Board Members is less than the number required to constitute a quorum for a Board meeting, the existing Board Members may appoint a sufficient number of Board Members to enable the quorum to be constituted.
- 26.2 For the purpose of enabling the Board to make an appointment under clause 26.1, the number of Board Members required to constitute a quorum is the number of Board Members at that time.
- 26.3 A member of the Board so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- 26.4 This clause does not apply to the filling of a casual vacancy to which clause 18.5 applies.

27. COMMITTEES

- 27.1 The Board may, by instrument in writing, delegate to one or more committees (consisting of representatives from the Board, membership of the Association, and/or other people as the

Board thinks fit) the exercise of such functions of the Board as are specified in the instrument, other than:

- (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- 27.2 A function, the exercise of which has been delegated to a committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- 27.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 27.4 Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- 27.5 Any act or thing done or suffered by a committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- 27.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 27.7 Except as provided in clause 27.8, a committee may meet and adjourn as it thinks fit.
- 27.8 A Professional Indemnity Insurance (PII) Committee will be permanently appointed to monitor and support Full Members' compliance with the Guide and to inform members of other relevant legal practice issues. The Professional Indemnity Insurance (PII) Committee will:
- (a) be chaired by the Professional Indemnity Insurance (PII) Committee Co-Convenors, who will be elected by the Professional Indemnity Insurance (PII) Committee and report to the Board and the members in General Meeting;
 - (b) consist of the Principal Solicitor of every Full Member, or their delegate;
 - (c) meet at least four times a year; and
 - (d) report to the Annual General Meeting and, where required, to the Board.
- 27.9 Members of the Association may also set up a working group on any issue.
- 27.10 A working group can only represent and make decisions on behalf of the Board if established in accordance with clause 27.1.

28. VOTING

- 28.1 Questions arising at a meeting of the Board or of any committee appointed by the Board are to be determined by a majority vote.
- 28.2 When a question arising at a Board or committee meeting is to be voted upon, each member present at a meeting of the Board or of any committee appointed by the Board (including the person presiding at the meeting), either in person or by means of telephone link up, any other electronic means agreed by the Board to be sufficient for the purpose, is entitled to one vote but, in the event of an equality of votes on any question, the chairperson at the relevant meeting (under clause 37) may exercise a second or casting vote. Votes may also be accepted by fax, email or post sent to a place nominated in the relevant notice of meeting.
- 28.3 Subject to clause 25.7, the Board may act despite any vacancy on the Board.
- 28.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a committee appointed by the Board, is valid and effectual, despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or committee.

29. WRITTEN RESOLUTIONS

- 29.1 The Board may pass a resolution without a Board meeting being held if all the Board Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Board Member entitled to vote signs.
- 29.2 For the purposes of clause 29.1, separate copies of a document may be used for signing by Board Members if the wording of the resolution and statement is identical in each copy.
- 29.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission or notification. For the avoidance of doubt, the Association may send a circular resolution by email to Board Members and Board Members may agree by sending a reply email to that effect, including the text of the resolution in their reply.
- 29.4 Any document referred to in this clause may be in the form of a facsimile or electronic transmission or notification.
- 29.5 The minutes of Board meetings must record that a resolution was passed in accordance with this clause.
- 29.6 This clause applies to meetings and resolutions of any committees established by the Board as if all members of the committee were Board Members.

30. BOARD MEMBERS' INTERESTS

- 30.1 A Board Member must give the Board notice of any material personal interest in a matter that relates to the affairs of the Association, or any direct or indirect interest in a matter that is about to be considered at a Board meeting.
- 30.2 A Board Member who has a direct or indirect interest in a matter that is being considered at a Board meeting must not, unless permitted by the Act and approved by the remainder of the Board:
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter.
- 30.3 For the purposes of the remainder of the Board making a determination referred to at clause 30.2, the Board Member who has a direct or indirect interest in a matter to which the disclosure relates must not:
- (a) be present during any deliberation of the Board for the purpose of making the determination; or
 - (b) take part in the making by the Board of the determination.
- 30.4 Particulars of any disclosure of interests must be recorded by the Board in a book kept for that purpose and that book must be open at all reasonable hours to inspection by any member of the Association on payment of a fee determined by the Board (but not exceeding the maximum fee prescribed in the Regulations).
- 30.5 The book kept under clause 30 must be kept at the same address as the register of Board Members.

PART 4 – GENERAL MEETINGS

31. ANNUAL GENERAL MEETINGS – HOLDING OF

- 31.1 The Association must, at least once in each calendar year and within the period of six months after the expiration of each financial year of the Association, convene an Annual General

Meeting of its members.

- 31.2 Clause 31.1 has effect subject to any extension or permission granted by the Office of Fair Trading under section 37(2)(b) of the Act.

32. ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT

- 32.1 The Annual General Meeting of the Association is, subject to the Act and to clause 31, to be convened on such date and at such place and time as the Board thinks fit.

- 32.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to:

- (a) confirm the minutes of the last preceding Annual General Meeting and of any other General Meeting held since that meeting;
- (b) receive from the Board reports upon the activities of the Association during the last financial year;
- (c) elect the Board of the Association; and
- (d) receive and consider any financial statement or report which is required to be submitted to members under the Act.

- 32.3 An Annual General Meeting must be specified as such in the notice convening it.

33. GENERAL MEETINGS – CALLING OF

- 33.1 The Board may, whenever it thinks fit, convene a General Meeting of the Association.

- 33.2 The Board must, on the requisition in writing of at least 10 per cent of the total number of Full Members, convene a General Meeting of the Association.

- 33.3 A requisition of Full Members for a General Meeting:

- (a) must state the purpose or purposes of the meeting;
- (b) must be signed by the Full Members making the requisition;
- (c) must be lodged with the Public Officer; and
- (d) may consist of several documents in a similar form, each signed by one or more of the Full Members making the requisition.

- 33.4 If the Board fails to convene a General Meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the Public Officer, any one or more of the members who made the requisition may convene a General Meeting to be held not later than three months after that date.

- 33.5 A General Meeting convened by a member or members as referred to in clause 33.4 must be convened as nearly as is practicable in the same manner as Annual General Meetings are convened by the Board and any member who consequently incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

34. TECHNOLOGY AND GENERAL MEETINGS

- 34.1 Attendees at a General Meeting need not all be physically present in the same place for a General Meeting to be held in accordance with this constitution. A General Meeting may be held by all attendees communicating with each other by any technological means that has been approved by the Board and which allows attendees to simultaneously hear each other and participate in discussion.

- 34.2 An Association member, Board Member or any other attendee who attends a General Meeting held in accordance with this clause 34 is taken to be present and is entitled to vote at the

meeting (to the extent they are entitled to vote in accordance with this constitution).

- 34.3 The means by which voting will occur at a General Meeting held in accordance with this clause 34 will be determined by the Board, ensuring that all attendees have a mechanism for adequate participation.

35. NOTICE OF GENERAL MEETINGS

- 35.1 Unless the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association (in which case clause 35.2 applies), the Public Officer must, at least 14 days prior to the date fixed for the holding of the General Meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- 35.2 Where the nature of business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Public Officer 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 matters required under clause 35.1, the intention to propose the resolution as a special resolution.

- 35.3 Notwithstanding the notice periods set out in clauses 35.1 and 35.2, the Association may call on shorter notice:

- (a) an Annual General Meeting, if all the Full Members entitled to attend and vote at the Annual General Meeting agree in writing beforehand; and
- (b) any other General Meeting, if at least 75% of the Full Members entitled to attend and vote at the meeting agree in writing beforehand,

except where a purpose of the meeting is to remove a Board Member or an auditor, in which case at least 21 days' notice must be given.

- 35.4 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 32.2.

- 35.5 A Full Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Public Officer, who must include that business in the next notice calling a General Meeting given after the receipt of the notice from the member (unless the notice is received less than five days before the General Meeting, in which case it will be included in the second notice calling a General Meeting after the notice of business is received).

- 35.6 Notice of a General Meeting may be given:

- (a) in person;
- (b) by sending it by post to the address for the member in the register of members, or any alternative address nominated by the member;
- (c) electronically to a given electronic address; or
- (d) by any other method which the Board thinks fit.

- 35.7 The Board may postpone or cancel any General Meeting whenever they think fit (other than a meeting called as the result of a request under clause 33.2).

- 35.8 The Board must give notice of the postponement or cancellation of a General Meeting to all members.

- 35.9 The failure or accidental omission to send a notice of a General Meeting to any member or the non-receipt of a notice by any member does not invalidate the proceedings at or any resolution passed at the General Meeting.

36. PROCEDURE AT GENERAL MEETINGS

- 36.1 No item of business is to be transacted at a General Meeting unless a quorum of members entitled under these clauses to vote is present during the time the meeting is considering that item.
- 36.2 Authorised Representatives of fifty percent of the total number of Full Members of the Association (being all Full Members entitled under this Constitution to vote at a General Meeting), who may be present in person or by proxy, subject to clause 36.3, constitutes a quorum for the transaction of the business of a General Meeting.
- 36.3 An Authorised Representative of a Full Member may, by written notice given to the Public Officer no later than 24 hours before the time of the General Meeting, appoint an Authorised Representative of another Full Member to act as their proxy at the General Meeting, provided that no Authorised Representative of a Full Member present at the meeting may hold more than one proxy.
- 36.4 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 Full Members, is to be dissolved; and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjourned meeting 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.
- 36.5 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 (only if not less than 25% of Full Members entitled to vote) are to constitute a quorum.

37. CHAIRPERSON

- 37.1 The Chairperson, or, in the Chairperson's absence, the Deputy Chairperson, or in the absence of both, a Board Member delegated by the Chairperson or Deputy Chairperson, is to preside as chairperson at each General Meeting of the Association.
- 37.2 The Board may elect a chairperson of a General Meeting if:
- (a) the Chairperson, Deputy Chairperson or their delegate is absent or unwilling to act; or
 - (b) neither the Chairperson or Deputy Chairperson is present within 15 minutes after the time appointed for holding the General Meeting.
- 37.3 If no election is made under clause 37.2, then:
- (a) the Full Members present must elect one of the Board Members present as the chairperson; or
 - (b) if no Board Member is present or willing to take the chair, the Full Members present may elect one of their number to preside as chairperson at the meeting.
- 37.4 If there is a dispute at a General Meeting about a question or procedure, the chairperson may determine the question.
- 37.5 The chairperson at an Annual General Meeting must allow a reasonable opportunity for the Members as a whole to ask questions about or make comments on the management of the Association.

38. ADJOURNMENT

- 38.1 The chairperson at a General Meeting at which a quorum is present may, with the consent of a majority of the Full 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.

38.2 Where a General Meeting is adjourned for 14 days or more, the Public Officer 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.

38.3 Except as provided in clause 38.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

39. MAKING OF DECISIONS AT GENERAL MEETINGS

39.1 Subject to requirements for passing special resolutions under the Act and clause 40, questions arising at any General Meeting are to be determined by a majority of votes cast by Full Members of the Association present in person or by proxy. The opinion of each member is equal in value and is to be considered by all other members.

39.2 When a question arising at a General Meeting of the Association is to be voted upon, the Chairperson shall call for a show of hands and, unless a poll is demanded, 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 votes recorded in favour of or against that resolution.

39.3 At a General Meeting of the Association, a poll may be demanded by the Chairperson or by not less than three Full Members present in person or by proxy at the meeting.

39.4 If a poll is demanded at a General Meeting, the poll must be taken:

- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,
- (c) and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

40. SPECIAL RESOLUTION

40.1 A special resolution of the Association must be passed in the following manner:

- (a) at a General Meeting of the Association where:
 - (i) a notice must be sent to all members advising that a General Meeting is to be held to consider a special resolution;
 - (ii) the notice must give details of the proposed special resolution and give at least 21 days notice of the meeting;
 - (iii) a quorum must be present at the meeting; and
 - (iv) at least 75% of the Full Members of the Association present in person or by proxy must vote in favour of the resolution; or
- (b) in a postal or electronic ballot conducted by the Association.

40.2 In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Office of Fair Trading for permission to pass the resolution in some other way.

41. VOTING

41.1 On any question arising at a General Meeting of the Association, a Full Member has one vote

only. An Associate Member has no voting rights.

- 41.2 All votes must be given in person or by proxy but no Full Member may hold more than one proxy.
- 41.3 In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 41.4 A Full Member or proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year. However, a Full Member's attendance may count for quorum regardless of whether monies are due.

42. POSTAL BALLOTS OR ELECTRONIC VOTES

- 42.1 The Association may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal (other than an appeal under clause 15).
- 42.2 A postal or electronic ballot is to be conducted in accordance with Schedule 2 to the Regulation.

PART 5 – MISCELLANEOUS

43. MEMBERS CONSULTATION

The Association is required to inform, consult with, and provide members with services, through forums, training or other means, which may cover the following:

- (a) consulting with members to ensure the activities of the Association are continuing to meet its broad aims and objectives;
- (b) members of the work of the Board and committees;
- (c) discussion of key policy issues;
- (d) facilitating the production, sharing and dissemination of information and resource material to and between Community Legal Centres;
- (e) communicating between Community Legal Centres, and between Community Legal Centres and other individuals and organisations;
- (f) identifying and promoting a discussion of organisational issues affecting Community Legal Centres; and
- (g) providing education and training opportunities for members of the Association.

44. INSURANCE

The Association may effect and maintain insurance.

45. FUNDS – SOURCE

- 45.1 The funds of the Association are to be derived from entrance fees and annual subscriptions of members, grants, donations and, subject to any resolution passed by the Association in General Meeting, such other sources as the Board determines.
- 45.2 All money received by the Association is to be deposited as soon as practicable, and without deduction, to the credit of the Association's bank account.

46. RECEIPTS

- 46.1 If the Association accepts a gift, contribution or donation of money or property, the Association must comply with all applicable laws in relation to any such gift, contribution or donation, including without limitation (if and to the extent applicable) the Applicable Not for Profit Laws.

46.2 The Association must seek gifts, contributions or donations of money or property from the public.

47. FUNDS – MANAGEMENT

47.1 The funds of the Association must be used solely in pursuance of the objects of the Association, and the Association will not be carried on for the profit or gain of the members, either while it is operating or on a winding up.

47.2 The Board must cause the Association to keep written financial records in relation to the business of the Association, and to prepare financial documents and reports, in accordance with the requirements of the Act, the ACNC Act and any other applicable laws.

47.3 The Board must cause the financial records and financial documents of the Association to be audited to the extent required by, and in accordance with the requirements of, the Act and any other applicable laws.

47.4 Any two Board Members or any two employees of the Association that have been authorised to by the Board may open and operate the bank accounts of the Association.

48. FUNDS – AUTHORISED SIGNATORIES

48.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two authorised signatories.

48.2 The Public Officer is, by virtue of that office, an authorised signatory for the Association.

48.3 The Board may from time to time appoint authorised signatories from such of its members as are ordinarily resident in Australia, and may at any time revoke such appointments.

48.4 A person (other than the Association's Public Officer) vacates office as an Association's authorised signatory if:

- (a) the person's appointment as an authorised signatory is revoked;
- (b) the person ceases to be a Board Member; or
- (c) the person ceases to ordinarily reside in Australia.

49. COMMON SEAL

49.1 The common seal of the Association is to be kept in the custody of the Public Officer.

49.2 The common seal is not to be affixed to any instrument except by authority of the Board and the affixing of the common seal must be attested by the signatures either of two Board Members or of one Board Member and of the Public Officer or Secretary.

50. CUSTODY OF BOOKS

Except as otherwise provided by this Constitution, the Public Officer must keep in his or her custody or under his or her control, all records, books and other documents relating to the Association.

51. INSPECTION OF BOOKS

51.1 The Board of a member organisation may request in writing to inspect the records, books and other documents of the Association free of charge, by arrangement with the Board. These records include:

- (a) records, books and other documents of the Association;
- (b) this Constitution; and

- (c) minutes of all Board and committee meetings and General Meetings of the Association.
- 51.2 A member of the Association may obtain a copy of any such documents on payment of a fee of not more than \$1 for each page copied.
- 51.3 The Board may refuse to allow a member to inspect or obtain a copy of a document under this clause:
- (a) that relates to confidential, personal, commercial, employment or legal matters; or
 - (b) if the Board considers it would be prejudicial to the interests of the Association for the member to do so.

52. SERVICE OF NOTICES

- 52.1 For the purpose of this Constitution, a notice is properly given by the Association if it is:
- (a) addressed to the member to whom it is to be given; and
 - (b) either:
 - (i) delivered personally;
 - (ii) sent by prepaid mail to that member's address shown in the register of members; or
 - (iii) sent by fax to the fax number (if any) nominated by that member; or
 - (iv) sent by electronic message to the electronic address (if any) nominated that member for this purpose.
- 52.2 A notice to a member by the Association is taken, unless the contrary is proved, to have been given and received:
- (a) if it is delivered personally:
 - (i) by 5.00pm (local time in the place of receipt) on a business day – on that day; or
 - (ii) after 5.00pm (local time in the place of receipt) on a business day, or on a day that is not a business day – on the next business day;
 - (b) if it is sent by pre-paid post one business day after posting; and
 - (c) if it is sent by fax or electronic message;
 - (i) by 5.00pm (local time in the place from which it is sent or given) on a business day - on that day; or
 - (ii) after 5.00pm (local time in the place from which it is sent or given) on a business day, or on a day that is not a business day – on the next business day.

53. PAYMENT ETC. OF MEMBERS OF THE ASSOCIATION AND BOARD

- 53.1 The assets and income of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of the Association or of the Board except as bona fide remuneration for services rendered, as reimbursement for expenses incurred on behalf of the Association or of any reasonable and proper salary or wage due to the Board Member or member as an employee of the Association where the terms of employment have been approved by the Board.
- 53.2 Without limiting clause 53.1 and at the discretion of the Board, the member from which a Board Member is elected and the member providing a convenor of a committee or representative of a group, is entitled to receive payments in the amount determined by the

Board, to reflect the time and services provided by that person to the Association.

54. WINDING UP AND CANCELLATION OF INCORPORATION

- 54.1 In the event of the Association being dissolved or its incorporation cancelled, the amount which remains after such dissolution and satisfaction of all debts and liabilities shall be paid and applied by the Association in accordance with the Act to any one or more charities:
- (a) which is required to pursue charitable purposes only (being charitable purposes similar to, or inclusive of, the objects in clause 2);
 - (b) that are required to apply the charity's income in promoting its charitable purposes;
 - (c) which has rules prohibiting the distribution of its assets and income to its members to at least the same extent as the Association; and
 - (d) that is or are deductible gift recipients within the meaning of the ITA Act,
- such charity or charities to be determined by the members and, in default, by applicant to the Supreme Court of New South Wales for determination.
- 54.2 If the Association's deductible gift recipient 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 clauses 54.1(a) - (d), as decided by the Board Members and, in default, by applicant to the Supreme Court of New South Wales for determination.
- 54.3 For the purpose of this Clause 51.3:
- (a) **gift funds** 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.
 - (b) **contributions** and **fund-raising event** have the same meaning as in Division 30 of the ITA Act.

55. 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.

56. AMENDMENT OF THIS CONSTITUTION

This Constitution can only be amended if members pass a special resolution agreeing to the amendment. The Australian Charities and Not-For-Profits Commission (**ACNC**) must be notified of any approved amendments. NSW Fair Trading must be notified of amendments in accordance with The Act.

57. APPLICABLE NOT-FOR-PROFIT LAWS

The Association will at all times comply with the Applicable Not-for-Profit Laws.

Effective 13 March 2024

Amended: 24 May 2005, 18 November 2008, 19 May 2009, 30 November 2016, 13 March 2024.

