

## CONSTITUTION OF CONTACT INCORPORATED

### 1. Name

The name of the Association shall be CONTACT INCORPORATED (referred to in these rules as “The Association”).

### 2. Objects

The objects of the Association shall be:

- a) To relieve, within the limits of the resources available to the project, poverty, disadvantage and isolation suffered by young children on the basis of need, irrespective of race, creed or religion;
- b) To provide assistance, information, referrals and support to people caring for young children in isolated circumstances;
- c) To stimulate interest in the well-being of young isolated children by improving community awareness of the needs of children.

### 3. Membership

- a) Subject to these rules the members of the Association shall be the members immediately prior to incorporation together with such other people and organisations as the Contact Incorporated Board admits to membership.
- b) Membership is open to all individuals and organisations that accept the objects and rules of the Association.
- c) Individuals and organisations wishing to become members of the Association shall apply to the Board for membership.
- d) The Board shall determine whether or not to accept an application for membership. The Board is not required to supply reasons for accepting or rejecting an application for membership.
- e) Members shall pay such fees as are determined by the Association at a general meeting.
- f) A register of members shall be kept by the Association showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.
- g) Membership shall cease upon resignation, expulsion, or failure to pay outstanding membership fees within three months of the due date.
- h) Membership fees shall fall due on the first day of the financial year. The financial year of the Association shall run from 1 July to 30 June or such other period as is determined by the Board.

#### **4. Members' Liability**

The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

#### **5. Disciplining of Members**

The Board shall determine the procedure for disciplining members. Anyone who wishes to appeal against a decision refusing membership, expelling them from membership or otherwise disciplining them may do so at the next general meeting of the Association.

#### **6. Disputes between Members**

- a) In the event of a dispute arising between members (in their capacity as members) or between a member(s) and the Association the following procedure shall apply.
- b) Each side of the dispute shall nominate a representative who is not directly involved in the dispute. Those representatives shall then attempt to settle the dispute by negotiation.
- c) Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period as they agree upon) the dispute shall be referred to a person mutually agreed upon for mediation.
- d) In the event that no person can be agreed upon to mediate the dispute it shall be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

#### **7. Management**

- a) The Association shall have its affairs controlled and managed by the office bearers and other members known as the Board.
- b) The office bearers shall be a President, Vice President, Secretary and Treasurer. There shall be up to seven other members of the Board.
- c) The office bearers and other members of the Board shall be elected at each Annual General Meeting. Any casual vacancy occurring in the Board may be filled by a member appointed by the Board.
- d) Each member of the Board shall hold office from the date of their election or appointment until the next Annual General Meeting.
- e) Retiring Board members are eligible for re-election provided that no one shall remain on the Board for more than five consecutive years.
- f) The Board shall meet as often as necessary to conduct the business of the Association and not less than five times each year. The Board, as required, may convene additional meetings.
- g) The quorum for the meetings of the Board shall be three persons or half the number of Board members elected at the previous Annual General Meeting, whichever is the greater.

- h) Notice of Board meetings shall be given at the previous Board meeting or by such other means as the Board may decide upon.
- l) A member of the Board shall cease to hold office upon resignation in writing; removal as a member of the Association; appointment to any salaried position within the Association or absence from three successive Board meetings without approval by the Board.
- j) The Board may function validly provided its number is not reduced below the quorum. Should Board numbers fall below the quorum, the remaining Board member may act only to appoint new Board members.
- k) Questions arising at any meeting of the Board shall be decided by the majority of votes of those present. In case of an equality of votes the person appointed to chair the meeting should have a second or casting vote.
- l) If within half an hour of the time appointed for a Board meeting a quorum is not present the meeting shall be dissolved.
- m) Additional meetings of the Board may be convened by the President or any two members of the Board.
- n) The Board may transact any of its business:
  - i. by the circulation of papers among all of the members of the Board, and a resolution in writing by a majority of those members is to be taken as a decision of the Board;
  - ii. at a meeting at which members (or some members) participate by telephone, close circuit television or other means, but only if any member who speaks on a matter before the meeting, can be heard by other members.

## **8. General Meetings**

- a) An Annual General Meeting of the Association shall be held each year within six months from the end of the financial year of the Association.
- b) The Board may, whenever it thinks fit, convene a special general meeting of the Association. A special general meeting must be convened by the Board within three months of receiving a written request to do so from at least five per cent of the membership of the Association.
- c) A least 14 days' notice of all general meetings and notices of motion shall be given to members. In the case of general meetings where a special resolution is to be proposed, notice of the resolution shall be given to members at least 21 days before the meeting.

## 8. General Meetings (*continued*)

- d) In the case of the Annual General Meeting the following business shall be transacted:
  - i. confirmation of the minutes of the last Annual General Meeting and any recent special general meeting;
  - ii. receipt of the Board's report upon the activities of the Association in the last financial year;
  - iii. election of office bearers and other members of the Board;
  - iv. to receive or consider any financial statement or report required to be submitted to members under the Act.
- e) The quorum for a general meeting shall be five members present in person or participating by teleconference. If within half an hour of the time appointed for a general meeting a quorum is not present the meeting shall be dissolved.
- f) Voting at general meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters, which must be decided by special resolution where a three-quarter majority is required.
- g) Votes may be given personally or by proxy on forms approved by the Board. No member may hold more than five proxies. Each member shall be entitled to appoint another member as proxy by lodging an approved form with the Secretary not less than 24 hours before the meeting.
- h) The Association may not vote on any resolution by means of postal vote. However, if the Board so decides, the Association may hold an electronic ballot to determine any issue or proposal (other than an appeal under Clause 5). An electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.
- i) In the case of an equality of votes, the person appointed to chair the general meeting shall have a second or casting vote.
- j) Nominations of candidates for election as office bearers or other Board members may be made at the Annual General Meeting or in such other ways as may be determined by the Association at a general meeting.
- k) Written notice of all general meetings shall be given to members either personally or by post or by email.

## **9. Office Bearers**

- a) The President or, in the President's absence, the Vice-President, shall act as chairperson at each general meeting and Board meeting of the Association.
- b) If the President and Vice-President are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson.
- c) The Secretary shall ensure that records of the business of the Association including the rules, register of members, minutes of all general and Board meetings and a file of correspondence are kept. These records shall be available for inspection by any member and shall be held in the custody of the Secretary.
- d) The Treasurer shall ensure that all money received by the Association is paid into an account in the Association's name. Payments shall be made through a petty cash system or by cheque signed by two signatories authorised by the Board or by electronic funds transfer. Major or unusual expenditures shall be authorised in advance by the Board or a general meeting.
- e) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer.

## **10. Special Resolutions**

- a) A special resolution must be passed by a general meeting of the Association to effect the following changes:
  - i. a change of the Association's name;
  - ii. a change of the Association's rules;
  - iii. a change of the Association's objects;
  - iv. an amalgamation with another incorporated Association;
  - v. to voluntarily cancel incorporation or wind-up the Association and distribute its property;
  - vi. to apply for registration as a Company or a Co-operative.
- b) A special resolution shall be passed in the following manner:
  - 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;
  - iv. at least three-quarters of those present must vote in favour of the resolution;
  - v. in situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to NSW Fair Trading, for permission to pass the resolution in some other way.

## 11. Public Officer

- a) The Board shall ensure that a person is appointed as Public Officer.
- b) The Board may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- c) The position of Public Officer shall become vacant in the following circumstances:
  - i. death;
  - ii. resignation;
  - iii. removal by the Board or at a general meeting;
  - iv. bankruptcy or financial insolvency;
  - v. mental incapacity;
  - vi. residency outside New South Wales.
- d) When a vacancy occurs in the position of Public Officer the Board must appoint a new Public Officer within 28 days.
- e) The Public Officer is required to notify NSW Fair Trading by the prescribed form in the following circumstances:
  - i. of his or her appointment (within 28 days);
  - ii. a change of to the Association's official address (within 28 days);
- f) The Public Officer may be an office bearer, Board member or any other person regarded as suitable for the position by the Board.
- g) The Public Officer must ensure that a register of members of the Board is maintained which shall:
  - i. contain the name, date of birth and residential address of each Board member and the date on which they became a member of the Board;
  - ii. be updated within one month of any change taking place; and
  - iii. be made available for inspection by any person, at all reasonable hours and free of charge.

## 12. Miscellaneous

- a) The Association shall effect and maintain insurance as is required under the Associations Incorporation Act together with any other insurance, which may be required by law or regarded as necessary by the Association.
- b) The funds of the Association shall be derived from the fees of members, donations, grants and such other sources approved by the Association.
- c) The Common Seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Board. The stamping of the Common Seal shall be witnessed by the signatures of two members of the Board.
- d) The Association may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Association should be wound up. The distribution of surplus property shall be in accordance with Associations Incorporation Act 2009.

If the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made: gifts of money or property for the principal purpose of the organisation, contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation, money received by the organisation because of such gifts and contributions.

- e) Service of documents on the Association is effected by serving them on the Public Officer or by serving them personally on two members of the Board.
- f) Notices sent by post shall be deemed to have been received four days after the date of posting.
- g) No member of the Board shall be appointed to any salaried office of the Association paid by fees and no remuneration or other benefit in money or moneys worth shall be given by the Association to any member of the Board except repayment of out-of-pocket expenses, interest at a rate not exceeding interest at the rate for the time being charged by Bankers in Sydney for money lent to the Association and proper rent for premises let to the Association.
- h) If a member requests that information about them on the register of members (other than the member's name) not be available for inspection, then that information must not be made available for inspection.
- i) If the Board determines that the minutes of a Board meeting contain confidential information, then that information must not be made available for inspection.