

Constitution

Of

Sanctuary Northern Rivers Inc.

ABN 88 782 443 934

Revised version September 2016

Preamble:

Sanctuary Northern Rivers Inc. is an organisation committed to the betterment of the life and welfare of refugees throughout the world. It accepts that persons flee their home and country for fear of persecution – be it for their race, their religion, their nationality, political opinion or because they belong to a particular social group. Many of these people are unable to return home. Frequently, they remain in intractable situations, in makeshift shelter, dependent upon inadequate sources of food and water, living with prevailing hostility and daily vulnerability. Their fundamental human rights of freedom, and their aspirations of hope are elusive, their lives seemingly without opportunity for a future of stability and joy.

Sanctuary Northern Rivers Inc. brings together people and institutions of all persuasions and common interest, in an effort to better the lives of refugees in a compassionate and just manner.

Part 1 - Preliminary

1.1 Definitions

(1) In this constitution:

The association refers to Sanctuary Northern Rivers Incorporated. ABN88 782 443 934. Registered Charity CFN: 17988, also referred to as Sanctuary Northern Rivers Inc.

Board means the Committee of Sanctuary Northern Rivers Incorporated.

Office bearer means the president, vice-president, treasurer or secretary of the association

Ordinary member means a member of the Board who is not an office-bearer of the association, as referred to in clause 3.2.1.

Secretary means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no such person holds that office – the public officer of the association.

Special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*

the Regulation means the *Associations Incorporation Regulation ~~2010~~2016*.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

1.2 Objects

1.2.1. The objects of Sanctuary Northern Rivers Inc. are to:

- a) support refugees who seek to settle in the Australian community through sponsorship, financial, material and pastoral assistance;
- b) assist friends and families of refugees and others in refugee settings in developing an ongoing livelihood ;
- c) promote an understanding of refugee issues in the local community
- d) assist in the development of public policy;

- e) seek to promote a deeper understanding of refugee concerns amongst the youth of the local community

1.2.2. In pursuit of the achievement of these objects, Sanctuary Northern Rivers Inc. shall have all powers and functions necessary or desirable to the maximum extent permitted by law.

Part 2 - Membership

2.1 Classes of Membership:

- a) A member is a person or institution of the community who wants to be informed and involved in advancing the work of Sanctuary Northern Rivers Inc. towards the achievement of its objects, and is qualified and admitted as member in accordance with the clause 2.3 below.
- b) Sanctuary Northern Rivers Inc. will also maintain an association with individuals and institutions who want to be informed and involved in its work, yet not directly involved in its governance.

2.2. Membership qualifications

A person is qualified to be a member of the Sanctuary Northern Rivers Inc. if, but only if:

- (a) the person/institution is a person/institution referred to in section 2.3.4 of the Act and has not ceased to be a member of Sanctuary Northern Rivers Inc. at any time after incorporation under the Act,
or
- (b) the person/institution is the person/institution:
 - (i) who has been nominated for membership of Sanctuary Northern Rivers Inc. as provided by clause 2.3, and
 - (ii) who has been approved for membership of Sanctuary Northern Rivers Inc. by the Board of the association.

2.3. Nomination for membership

2.3.1 A nomination of a person or institution for membership of Sanctuary Northern Rivers Inc.:

- (a) must be made by the applicant to Sanctuary Northern Rivers Inc. in writing in the form set out in Appendix 1 to this constitution, and
- (b) must be lodged by mail or email with the secretary of Sanctuary Northern Rivers Inc., any Board members or delegated officer, along with the sum payable specified from time to time by a member as entrance fee and annual subscription.

2.3.2 As soon as practicable after receiving a nomination for membership, the secretary, Board member or delegated officer must refer the nomination to the Board which is to determine whether to approve or to reject the nomination.

2.3.3 As soon as practicable after the Board makes that determination, the secretary, Board member or delegated officer must:

- (a) notify the nominee, in writing, that the Board approved or rejected the nomination (whichever is applicable), and
- (b) if the Board rejected the nomination, return to the nominee the sum lodged as entrance fee and annual subscription.

2.3.4 the secretary or delegated officer must, on payment by the nominee of the amounts referred to in clause 2.8 within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Sanctuary Northern Rivers Inc.

2.4 Cessation of membership

2.4.1 A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual subscription or other moneys payable.

~~2.4.2 There is no maximum number of consecutive terms for which a committee member may hold office.~~

2.5 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of Sanctuary Northern Rivers Inc.:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

2.6 Resignation of membership

2.6.1 A member of Sanctuary Northern Rivers Inc. is not entitled to resign that membership except in accordance with this clause.

2.6.2 A member of Sanctuary Northern Rivers Inc. who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the Sanctuary Northern Rivers Inc. by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

2.6.3 If a member of the association ceases to be a member under clause 2.4, and in every other case where a member ceases to hold membership, the secretary must make an appropriate

entry in the register of members recording the date on which the member ceased to be a member.

2.7 Register of members

2.7.1 The association's secretary or delegated officer is responsible for maintaining the register of members, specifying the name and address of each person who is a member of Sanctuary Northern Rivers Inc. together with the date on which the person became a member. The association register may also include the email address of an association member. The register can be kept in written or electronic form. If kept in electronic form, a current hard copy has to be made available for any member to inspect at the association's main premises or the official address.

~~2.7.2~~

~~2.7.3~~2.7.2 Unless a member specifically requests that all information contained on the register about the member (other than the member's name) be available for inspection, only the members' names will be made available for inspection.

~~2.7.4~~2.7.3 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

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

2.8 Fees and subscriptions

2.8.1 A member of the association must, on application for membership, lodge with Sanctuary Northern Rivers Inc. a fee determined by the Board.

2.8.2 In addition to any amount payable by the member under clause 2.8.1, a member of the association must pay to the association an annual membership fee:

- (a) except as provided by paragraph (b), before 31 March in each calendar year, or
- (b) if the member becomes a member on or after 1 October in any calendar year – on becoming a member.

2.9 Members' liabilities

The liability of a member of Sanctuary Northern Rivers Inc. to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of Sanctuary Northern Rivers Inc. is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 2.8.

2.10 Resolution of disputes

- 2.10.1 Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- 2.10.2 At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- 2.10.3 If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- 2.10.4 The *Commercial Arbitration Act ~~1984~~2010* applies to any such dispute referred to arbitration.

2.11 Disciplining of members

- 2.11.1 A complaint may be made to the Board by any person that a member of Sanctuary Northern Rivers Inc.:
- (a) has persistently refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of Sanctuary Northern Rivers Inc.
- 2.11.2 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 2.11.3 On receiving a valid complaint, the Board:
- (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions in writing to the Board in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- 2.11.3 The Board may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 2.11.4 If the Board expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 2.12.

2.11.5 The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12.5, whichever is the later.

2.12 Right of appeal of disciplined member

2.12.1 A member may appeal to the association in general meeting against a resolution of the Board under clause 2.11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

2.12.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

2.12.3 On receipt of a notice from a member under clause 2.12.1, the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.

2.12.4 At a general meeting of the association convened under clause 2.12.3

- (a) no business other than the question of the appeal is to be transacted, and
- (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

2.12.5 The appeal is to be determined by a simple majority of votes cast by members of the association at the general meeting convened under clause 2.12.3.

3 The Board

3.1 Powers of the Board

The ~~Board-committee of the association~~ is to be called the Board ~~of Management~~ of Sanctuary Northern Rivers Inc. and, subject to the Act, the Regulation and this constitution and to any resolution passed by Sanctuary Northern Rivers Inc. in general meeting:

- (a) is to control and manage the affairs of Sanctuary Northern Rivers Inc., and
- (b) may exercise all such functions as may be exercised by Sanctuary Northern Rivers Inc., other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and

- (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.

3.2 Composition and membership of the Board.

- 3.2.1 ~~Subject in the case of the first members of the Board to section 21 of the Act, the~~The Board is to consist of:
- (a) the office-bearers of the association, and
 - (b) ~~up to at least~~ three ordinary members, half of whom are to be elected at each alternate annual general meeting of the association under clause 3.3.
- 3.2.2 The total number of Board members is to be 7, unless otherwise determined by the Board
- 3.2.3 The office-bearers of Sanctuary Northern Rivers Inc. are to be:
- (a) the president
 - (b) the vice-president
 - (c) the treasurer, and
 - (d) the secretary
- 3.2.4 Each member of the Board is, subject to this constitution, to hold office until the conclusion of the second annual general meeting following the date of the member's election.

3.2.5 Members of the Board are eligible for re-election after a period of two years.

~~3.2.5~~3.2.6 ~~There is no maximum number of consecutive terms for which a member of the Board may hold office.-~~

3.3 Election of members

- 3.3.1 Nominations of candidates for election as ~~office-bearers of the association or as ordinary~~ members of the Board:
- (a) must be made in writing (or by email) in the form set out in Appendix 3 to this constitution, and signed by 2 members of the association, and
 - (b) must be delivered to the secretary of the association at least 14 days before the date fixed for the holding of the annual general meeting at which the election is to take place, or
 - (c) may be verbally nominated and provided consent at the Annual General Meeting.
- 3.3.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 3.3.3 If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.

- 3.3.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 3.3.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 3.3.6 The ballot for the election of ~~office-bearers and ordinary~~ members of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- ~~3.3.7~~ 3.3.7 A person nominated as a candidate for election as ~~an office-bearer or as an ordinary committee member of the association~~ a member of the Board must be a member of the association.
- ~~3.3.8~~ 3.3.8 Office-bearers will be nominated and elected from amongst the members of the Board at the first Board meeting following the annual general meeting.
- ~~3.3.73.3.9~~ 3.3.9 Office-bearers are elected for a term ending at the commencement of the following annual general meeting.

3.4 Secretary

- 3.4.1 the Secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- 3.4.2 It is the duty of the secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the Board,
 - (b) the names of members of the Board present at a Board meeting or a general meeting, and
 - (c) all proceedings at Board meetings and general meetings.
- 3.4.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

3.5 Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to Sanctuary Northern Rivers Inc. is collected and received and that all payments authorised by the association are made,
- and
- (b) that correct books and accounts are kept showing the financial affairs of Sanctuary Northern Rivers Inc., including full details of all receipts and expenditure connected with the activities of Sanctuary Northern Rivers Inc.

3.6 Casual vacancies

- 3.6.1 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the association to fill the vacancy and the member so appointed is to

hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment. If the casual vacancy is also an Office-bearer, the Board may nominate and elect a new Office-bearer at a Board meeting following the vacancy, whether or not the casual vacancy has otherwise been filled.

3.6.2 For the purposes of this constitution, a casual vacancy in the office of a member of the Board occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the association, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under clause 3.7, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Board from 3 consecutive meetings of the committee.

3.7.1 Removal of Board member

3.7.1 The association in general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

3.7.2 If a member of the Board to whom a proposed resolution referred to in clause 3.7.1 relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

3.8 Meetings and quorum

3.8.1 The Board must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.

3.8.2 Additional meetings of the committee may be convened by the president or by any member of the committee.

3.8.3 Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

- 3.8.4 Notice of a meeting given under clause 3.8.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- 3.8.5 CommitteeBoard meetings can be held at 2 or more venues using any technology the committeeBoard approves (for example, teleconference). Whatever technology is used, it must give each committeeBoard member a reasonable opportunity to participate. CommitteeBoard members who participate at a committeeBoard meeting using such technology have the same rights as members who are present at the meeting, including voting rights
- 3.8.6 A simple majority of the Board constitutes a quorum for the transaction of the business of a meeting of the committeeBoard
- For the purposes of this clause, a simple majority is determined as half the number of those currently on the Board plus one, rounded down to the next whole number.
- 3.8.7 A quorum is defined as 3 persons. If the number of committeeBoard members is less than the number required to make a quorum (i.e. less than 3), then the existing committeeBoard members may appoint enough association members to establish a quorum.
- 3.8.8 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 be dissolved.
- 3.8.9 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.
- 3.8.10 At a meeting of the Board:
- (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.
- 3.8.11 Minutes can be kept in written or electronic form. The chairperson can sign the minutes of meeting proceedings electronically.

3.9 Delegation by Board to sub-committee

- 3.9.1 The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association and other associates as the Board thinks fit) the exercise of such of the 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.

- 3.9.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 3.9.3 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.
- 3.9.4 Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- 3.9.5 Any act or thing done or suffered by a sub-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.
- 3.9.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 3.9.7 A sub-committee may meet and adjourn, as it thinks proper.

3.10 Voting and decisions

- 3.10.1 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- 3.10.2 Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 3.10.3 Subject to clause 3.8.7, the Board may act despite any vacancy on the Board.
- 3.10.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the ~~committee~~Board or by a sub-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 sub-committee.

4 General meeting

4.1 Annual general meetings – holding of

- 4.1.2 The association must hold its annual general meetings:
- (a) within 6 months after the close of the association’s financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

4.2 Annual general meetings – calling of and business at

- 4.2.1 The annual general meeting of Sanctuary Northern Rivers Inc. is, subject to the Act and to 4.1, to be convened on such date and at such place and time as the Board thinks fit.
- 4.2.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the ~~committee~~Board reports on the activities of the association during the last preceding financial year,
 - (c) to elect ~~office bearers of the association and ordinary~~ members of the Board,
 - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- 4.2.3 An annual general meeting must be specified as such in the notice convening it.

4.3 Special general meetings – calling of

- 4.3.1 The Board may, whenever it thinks fit, convene a special general meeting of the association. Members have the option to make and send their request electronically for a general meeting to be held.
- 4.3.2 The Board must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- 4.3.3 A requisition of members for a special general meeting:
- (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 4.3.4 If the Board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 4.3.5 A special general meeting convened by a member or members as referred to in clause 4.3.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

4.4 Notice

- 4.4.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 4.4.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause 4.4.1, the intention to propose the resolution as a special resolution.
- 4.4.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 4.2
- 4.4.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.
- 4.4.5 General meetings can be held at 2 or more venues using any technology that the ~~committee~~Board approves. Whatever technology is used, it must give each association member a reasonable opportunity to participate. Members who participate at a general meeting using such technology have the same rights as members who are present at the meeting, including voting right.

4.5 Quorum for general meetings

- 4.5.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- 4.5.2 Five members present in person (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 4.5.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of members, is to be dissolved,
- and
- (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

4.5.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

4.6 Presiding member

4.6.1 The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of Sanctuary Northern Rivers Inc.

4.6.2 If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

4.7 Adjournment

4.7.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

4.7.2 If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

4.7.3 Except as provided in clauses 4.7.1 and 4.7.2, 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.

4.8 Making of decisions

4.8.1 A question arising at a general meeting of the association is to be determined by either

- (a) A resolution put to a vote at a general meeting being held using technology can be decided using a suitable method that the ~~committee~~Board determines.
- (b) If on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot – a written ballot.
- (c) If the question is to be determined by a show of hands or agreed technological means, a declaration by the chairperson that a resolution has, on a show of hands, or agreed technological means, been carried or carried unanimously or carried by a particular majority or lost, an entry to that effect in the minute book of the association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

4.8.2 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

4.8.3 The resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

4.9 Special resolutions

4.9.1 Voting on special resolutions

- (1) A resolution is passed by an association as a "**special resolution**":
 - (a) at a meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
 - (b) Electronic ballots can be conducted to determine any issue or proposal as decided by the committee
 - (c) in such other manner as the Director-General may direct,
if it is supported by at least three-quarters of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.
- (2) A notice referred to in subsection (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (3) A postal ballot referred to in subsection (1) (b) may only be conducted in relation to resolutions of a kind that the association's constitution permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with the regulations.
- (4) A direction under subsection (1) (c) may not be given unless the Director-General is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by subsection (1) (a) or (b).

4.10 Voting and Proxy Voting

- 4.10.1 On any question arising at a general meeting of the association a member has one vote only.
- 4.10.2 All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- 4.10.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 4.10.4 A 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..

4.11 Appointment of proxies

- 4.11.1 Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 4.11.2 The notice appointing the proxy is to be in the form set out in Appendix 2 to this constitution.

5. Postal ballots

- 5.1 The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- 5.2 A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.
- 5.3 Electronic ballots can be conducted to determine any issue or proposal as decided by the ~~committee~~Board.

6. Miscellaneous

6.1 Insurance

The association may effect and maintain insurance.

6.2 Funds – source

- 6.2.1 The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and such other sources as the Board determines.
- 6.2.2 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other deposit-taking institution's account.
- 6.2.3 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

6.3 Funds – management

- 6.3.1 Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the ~~committee~~Board determines.
- 6.3.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board or employees of Sanctuary Northern Rivers Inc., being members or employees authorised to do so by the Board.
- 6.3.3 In the event of Sanctuary Northern Rivers Inc. being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objects and which is approved by the Commissioner of Taxation as a public benevolent institution for the purposes of Commonwealth Taxation legislation.
- 6.3.4 If the Gift Fund is wound up or if the endorsement of the Association as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.
- 6.3.5 The assets and income of Sanctuary Northern Rivers Inc. shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or

indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

6.4 Association is non-profit

6.4.1 The association must apply its funds and assets so as to be consistent with its objectives. An association is prohibited from providing pecuniary gain for any of its members. A 'pecuniary gain' is defined in section 5 of the Act.

6.5 Distribution of property on winding-up of association

6.5.1 In the event of winding up, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

6.6 Change of name, objects and constitution

- 6.6.1 The statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the association
- 6.6.2 An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a ~~committee~~Board member.

6.7 Custody of books

The association's records etc. must be kept in NSW at the main premises of the association in the custody of the public officer, or a member of the association as the ~~committee~~Board determines.

If the association does not have any premises, the association's records etc. must be kept at the association's official address in the public officer's custody.

6.8 Inspection of books

The records, books and other documents of the association must be open to inspection, free of charge, by a member of Sanctuary Northern Rivers Inc. at any reasonable hour. The ~~committee~~Board may refuse to allow a member to inspect or obtain copies of records in certain circumstances, where to do so may be prejudicial to the interests of the association.

6.7 Service of notices

- 6.7.1 For the purpose of this constitution, a notice may be served on or given to a person:
- (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

6.7.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

6.8 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.
- (c) during 2017, the financial year will extend from 1 July 2016 through to December 31 2017;
- (d) Thereafter, the financial year will run from 1 January and conclude 31 December.

Appendix 1

**APPLICATION FOR MEMBERSHIP OF
SANCTUARY NORTHERN RIVERS INC.**

Incorporated (incorporated under the *Associations Incorporation Act 1984*).

This form may be transmitted electronically

I,.....

(full name of applicant)

of.....

(address)

.....hereby apply to become a

(occupation)

member of the Sanctuary Northern Rivers Inc. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

.....

Signature of applicant

.....

Date

Appendix 2

FORM OF APPOINTMENT OF PROXY

I,.....of

(full name) (address)

being a member of Sanctuary Northern Rivers Inc.

hereby appoint of

(full name of proxy) (address)

being a member of Sanctuary Northern Rivers Inc., as my proxy to vote for me on my behalf at the general meeting of Sanctuary Northern Rivers Inc. (annual general meeting or special general meeting, as the case may be) to be held on the

.....day of.....

(month and year)

and at any adjournment of that meeting.

- * My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).
- * to be inserted if desired.

.....

Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the association.

Appendix 3

NOMINATION FOR MEMBERSHIP OF THE BOARD OF SANCTUARY NORTHERN RIVERS INC.

Nominations for membership of the Board of Sanctuary Northern Rivers Inc. are to be made 14 days prior to the AGM

Proposer 1:

I ,.....
(full name)

a member of Sanctuary Northern Rivers Inc., nominate the member below for membership of Sanctuary Northern Rivers Inc. Board for (specify years).

.....
Signature of proposer

Date.....

Proposer 2:

I ,.....
(full name)

a member of Sanctuary Northern Rivers Inc., nominate the member below for membership of Sanctuary Northern Rivers Inc. Board for (specify years).

.....
Signature of proposer

Date.....

Nominee's agreement to the nomination

I ,.....

(full name)

a member of Sanctuary Northern Rivers Inc., agree to being nominated for membership of Sanctuary Northern Rivers Inc. Board for (specify years).

.....

Signature of nominee

Date.....

Nominee's Statement of Intent

(Nominee is asked to indicate their experience and what they would bring to the Board)