

Constitution

Willoughby Federation of Progress Associations Inc

Incorporated 29 April 2003

Registration Number: INC9879632

This Constitution was adopted by special resolution of the association on
[1 April 2017]

[Version 10 March 2017]

Part 1 Preliminary

1.1 Objects and Purpose of Federation

1. To represent the interests of the Progress Associations of the City of Willoughby
2. To promote good governance and transparency in local government
3. To preserve or improve for its residents, the amenity and environment of the City of Willoughby and to encourage a spirit of community and citizenship amongst its residents;
4. To affiliate with, establish, promote or assist in establishing or promoting any other association or body whose objects are substantially similar or complementary to the objects of the Federation or its Members or the establishment, promotion or assistance of which may be beneficial to the Federation or its Members.
5. To promote the objects and purposes on a non-sectarian and non-political basis.
6. To do any of the foregoing matters or things either alone or jointly or in cooperation with any government or other authority, institution, company or person as the Federation may consider proper; and

To do all such other things as the Federation considers to be directly or indirectly incidental or conducive to the attainment of any or all of the above objects.

1.2 Definitions

(1) In this constitution:

Federation means the Federation of Willoughby Progress Associations Incorporated

Delegate means a person appointed by a Member in accordance with clause 3.1 and which meets the criteria set out in clause 3.2

Committee means the Officeholders and other Delegates of the Federation from time to time.

Member means a member of the Federation who is shown on the register of members and meets the criteria set out in clause 2.2

Officeholders means the president, vice-president(s), treasurer and secretary of the Federation

secretary means:

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

general meeting means a general meeting of the Federation and includes an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 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, and
 - (c) a reference to a person includes a reference to an incorporated or unincorporated association where the context requires.
- (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.

Part 2 Membership

2.1 Membership generally

- (1) As at the date this Constitution was adopted, the Members of the Federation are:
- (a) Artarmon Progress Association Inc, and
 - (b) Castle Cove Progress Association Inc;
 - (c) Castlecrag Progress Association Inc;
 - (d) Chatswood East Side Progress Association Inc;
 - (e) Chatswood West Ward Progress Association Inc;
 - (f) Middle Harbour Willoughby Progress Association;
 - (g) Naremburn Progress Association Inc;
 - (h) Northbridge Progress Association Inc; and
 - (i) Willoughby South Progress Association.
- (2) A person is eligible to be a Member of the Federation if:
- (a) it meets the criteria for membership set out in clause 2.2 below, and
 - (b) the person has applied and been approved for membership of the Federation in accordance with clause 2.3.
- (3) Membership of the Federation does not affect the autonomy of the Member in its activities

2.2 Criteria for Membership

A Member must:

- (a) be a properly constituted Progress Association (whether incorporated or unincorporated); and
- (b) represent residents living within a geographically defined area of Willoughby Local Government Area

A Member must continue to satisfy these criteria at all times while it is a Member of the Federation.

2.3 Application for membership

- (1) An application by a person for membership of the Federation:
 - (a) must be made in writing (including by email or other electronic means) in the form determined by the Committee, and
 - (b) must be provided to the secretary of the Federation.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to a general meeting of the Federation which will vote to determine whether to approve or to reject the application.
- (3) As soon as practicable after the Federation has made that determination, the secretary must:
 - (a) notify the applicant in writing (including by email or other electronic means) whether the Federation approved or rejected the application, and
 - (b) if the Federation approved the application, request the applicant to pay the applicable membership fee within 28 days of the date of the notice.
- (4) The secretary must, on payment by the applicant of the membership fee enter the applicant's name in the register of Members.
- (5) The applicant becomes a Member of the Federation with effect from the date of entry to the register of Members.

2.4 Cessation of membership

A person ceases to be a Member of the Federation if the person:

- (a) ceases to exist or is wound up, or
- (b) resigns membership, or
- (c) is expelled from the Federation under clause 4.2, or
- (d) no longer meets the criteria for Membership set out in clause 2.2, or
- (e) fails to pay the annual membership fee under clause 2.8(2) within 3 months after the fee is due;
- (f) fails to pay any other amounts owing by that Member to the Federation within 3 months of the due date for payment.

2.5 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a Member of the Federation:

- (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

- (1) A Member of the Federation may resign from Membership of the Federation by first giving to the secretary written notice of at least 1 month (or any other period that 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) If a Member of the Federation ceases to be a Member under subclause (1), 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

- (1) The secretary must establish and maintain a register of Members of the Federation (whether in written or electronic form) specifying the name, official and postal addresses and email address of each Member of the Federation together with the date on which the person became a Member.
- (2) The register of Members must be kept in New South Wales:
 - (a) at the main premises of the Federation, or
 - (b) if the Federation has no premises, at the Federation's official address.
- (3) The register of Members must be open for inspection, free of charge, by any member of the Federation at any reasonable hour.
- (4) A Member of the Federation may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (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.
- (6) A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Federation or other material relating to the Federation, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of Members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

2.8 Fees and subscriptions

- (1) A Member of the Federation must, on admission to membership, pay to the

Federation a fee of \$1 or, if some other amount is determined by the Federation, that other amount.

- (2) In addition to any amount payable by the member under subclause (1), a member of the Federation must pay to the Federation an annual membership fee of \$20 or, if some other amount is determined by the Federation, that other amount:
 - (a) except as provided by paragraph (b), prior to 1 July in each calendar year, or
 - (b) if the Member becomes a Member on or after 1 July in any calendar year—on becoming a Member and prior to 1 July in each succeeding calendar year.

2.9 Members' liabilities

The liability of a Member of the Federation to contribute towards the payment of the debts and liabilities of the Federation or the costs, charges and expenses of the winding up of the Federation is limited to the amount of unpaid membership fees.

Part 3 Delegates

3.1 Appointment and removal of Delegates

- (1) Each Member is entitled to appoint up to **three** Delegates to represent it at general meetings of the Federation. Delegates may be appointed or removed by a Member at any time.
- (2) Delegates must meet the criteria set out in clause 3.2 at all times.
- (3) Appointment or removal of Delegates:
 - (a) must be made in writing (including by email or other electronic means);
 - (b) must be provided to the president and secretary of the Federation;
 - (c) must be from a person who holds the office of secretary or president (or equivalent office) of the Member;
 - (d) must contain the Delegate's full name, phone number and email address; and
 - (e) must specify the effective date of the appointment or removal.
- (3) The Federation is entitled to assume that any Delegate appointed or removed by a Member has been appointed or removed in accordance with any applicable rules or processes of that Member.
- (4) The Federation is entitled to assume (without a duty to enquire) that the voting and other actions of any Delegate at a Committee meeting or a General Meeting are consistent with and authorised by the Member which that Delegate represents.

3.2 Criteria for Delegates

Delegates of the Federation must meet the following criteria at all times:

- (a) a Delegate must be a member of the Member which has nominated that Delegate (as evidenced by the records of the Member);
- (b) a Delegate must not be an elected representative of local, state or federal government; and
- (c) a Delegate must be over 18 years of age and ordinarily resident in the geographical area represented by the Member which has appointed that Delegate.

3.3 Register of Delegates

- (1) The secretary must establish and maintain a register of Delegates of the Federation (whether in written or electronic form) specifying:
 - (a) the full name, telephone number, residential address, date of birth and email address of the Delegate;
 - (b) the name of the Member which the Delegate represents; and
 - (c) the date on which the Delegate was appointed or ceased to be a Delegate.
- (2) The register of Delegates must be kept with the register of Members and subject to the conditions applicable to the register of Members set out in clause 2.7.
- (3) As soon as practicable after receiving notice of the appointment or withdrawal of a Delegate, the secretary must update the register of Delegates to reflect that appointment or withdrawal.

3.4 Cessation of Delegates

A person ceases to be a Delegate of a Member if the person:

- (a) dies or is of unsound mind; or
- (b) resigns as Delegate or is removed by the Member, or
- (c) is expelled by the Federation under clause 4.2, or
- (d) no longer meets the criteria for Delegates set out in clause 3.2, or
- (d) if the Member which appointed the Delegate ceases to be a Member of the Federation.

3.5 Delegates rights and obligations

- (1) A right, privilege or obligation which a person has by reason of being a Delegate of the Federation:
 - (a) is not capable of being transferred or transmitted to another person (except as set out in clause 3.5), and
 - (b) terminates if the person ceases to be a Delegate.
- (2) A Delegate must comply with this Constitution and any rules or policies adopted by the Federation from time to time.

- (3) A Delegate is entitled to receive notices of and vote at general meetings of the Federation.
- (4) Delegates have no liability to contribute towards the payment of the debts and liabilities of the Federation or to the costs, charges and expenses of the winding up of the Federation.

3.6 Appointment of Alternate Delegates

- (1) A Delegate may nominate an alternate to represent him or her at a general meeting or Committee meeting of the Federation.
- (2) The appointment must be notified in writing (including by email) to the president or secretary of the Federation prior to commencement of that meeting and must specify the alternate Delegate's full name and contact details.
- (3) An alternate Delegate must meet the criteria for Delegates set out in clause 3.2 and is bound by this constitution as if they were the Delegate.

Part 4 Dispute Resolution and Disciplining Delegates and Members

4.1 Resolution of disputes

- (1) A dispute between a:
 - (a) Member and another Member (in their capacity as Members), or
 - (b) Delegate and another Delegate (in their capacity as Delegates), or
 - (c) Member or Delegate and the Federation,which has not been resolved via any informal dispute resolution process adopted by the Committee within 3 months is to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) 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.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

4.2 Disciplining of Members and Delegates

- (1) A complaint may be made to any Officeholder by any person that a Delegate or Member of the Federation:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution or any rules or policies adopted by the Federation, or
 - (b) has acted in a manner prejudicial to the interests of the Federation, or
 - (c) does not satisfy the Criteria for Membership (in clause 2.2) or the Criteria for Delegates (in clause 3.2)

- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
 - (a) must cause notice of the complaint to be served on the Member or Delegate concerned, and
 - (b) must give the Member or Delegate at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the Member or Delegate in connection with the complaint.
- (4) The Committee may, by resolution, expel the Member or Delegate from the Federation or suspend the Member from membership of the Federation 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.
- (5) If the Committee expels or suspends a Member or Delegate, the secretary must, within 7 days after the action is taken, cause written notice to be given to the Delegate or Member of the action taken, of the reasons given by the Committee for having taken that action and of the Delegate or Member's right of appeal under clause 4.3
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the Delegate or Member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the Delegate or Member exercises the right of appeal, unless and until the Federation confirms the resolution under clause 4.3

whichever is the later.
- (6) For the purposes of a resolution under sub-clause (4) those Delegates which have been appointed by the Member which is the subject of the complaint or the Member which appointed the Delegate which is the subject of the complaint must declare a conflict of interest at the relevant meeting and abstain from voting on the expulsion or suspension.

4.3 Right of appeal of disciplined Delegate or Member

- (1) A Delegate or Member may appeal to the Federation in general meeting against a resolution of the Committee under clause 4.2, within 7 days after notice of the resolution is served on the Delegate or Member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the Delegate or Member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a Delegate or Member under subclause (1), the secretary must notify the Committee, which is to convene a general meeting of the Federation to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Federation convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and

- (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- (c) the Delegates present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by Delegates of the Federation.
- (6) For the purposes of a resolution under sub-clause (4) those Delegates which have been appointed by the Member which is the subject of the complaint or the Member which appointed the Delegate which is the subject of the complaint must declare a conflict of interest at the relevant meeting and abstain from voting on the expulsion or suspension.

Part 5 The Committee

5.1 Powers of the Committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the Federation in general meeting, the Committee:

- (a) is to control and manage the affairs of the Federation, and
- (b) may exercise all the functions that may be exercised by the Federation, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Federation, and
- (c) has power to perform all the acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Federation.

5.2 Composition and membership of Committee

- (1) The Committee is to consist of:
 - (a) the Officeholders of the Federation, and
 - (b) all other Delegates of the Federation at that time,
- (2) The total number of Committee members is to be no more than the number of Delegates to the Federation at that time.
- (3) The Officeholders of the Federation are as follows:
 - (a) the president,
 - (b) up to two vice-presidents,
 - (c) the treasurer, and
 - (d) the secretary.
- (5) A Committee member may hold up to 2 offices (other than both the offices of president and vice-president).

- (6) The maximum number of consecutive terms for which the president or vice-president(s) may hold office is 4 years.
- (7) Each Officeholder is, subject to this constitution, to hold office until immediately before the election of Officeholders at the annual general meeting next following the date of the Officeholder's election, and is eligible for re-election.
- (8) No member of the Committee is entitled to any payment by the Federation except for reimbursement of expenses legitimately incurred on behalf of, and with the approval of, the Federation.

5.3 Election of Officeholders

- (1) Nominations of candidates for election as Officeholders of the Federation:
 - (a) must be made in writing, signed by 2 Delegates of the Federation and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the Federation at least 2 days before the date fixed for the holding of the annual general meeting at which the election is to take place (unless a shorter notice period is agreed to at the meeting).
- (2) If insufficient nominations are received to fill all vacancies, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions are taken to be casual vacancies.
- (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.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of Officeholders is to be conducted at the annual general meeting in any usual and proper manner that the Federation has adopted as its usual practice.
- (7) A person nominated as a candidate for election as an Officeholder of the Federation must be a Delegate to the Federation.

5.4 Secretary

- (1) The secretary of the Federation must, as soon as practicable after being appointed as secretary, lodge notice with the Federation of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the Committee, and
 - (b) the names of members of the Committee present at a Committee meeting or a general meeting, and
 - (c) all proceedings at Committee meetings and general meetings.

- (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.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

5.5 Treasurer

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

- (a) that all money due to the Federation is collected and received and that all payments authorised by the Federation are made,
- (b) that correct books and accounts are kept showing the financial affairs of the Federation, including full details of all receipts and expenditure connected with the activities of the Federation; and
- (c) that the requirements of the Act and the Regulation which relate to the financial management of the Federation and lodgments of financial statements are satisfied.

5.6 President and Vice President

The roles and responsibilities of the President and Vice-President(s) will be determined from time to time by the Committee.

5.7 Public Officer

The Federation must have a public officer at all times. In the absence of a nominated public officer, the Secretary will undertake the role of public officer. The public officer must comply with the obligations of that role as specified by the Act and Regulations.

5.8 Casual vacancies

- (1) In the event of a casual vacancy of an Officeholder, the Committee may appoint a Delegate to fill the vacancy and the Delegate so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy occurs if the Officeholder:
 - (a) dies, or
 - (b) ceases to be a Delegate of the Federation, or
 - (c) is or 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 5.9, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or

(h) 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.

5.9 Removal of Officeholders

- (1) The Federation in general meeting may by resolution remove any Officeholder before the expiration of their term of office and may by resolution appoint another person to hold office until the expiration of the term of the Officeholder so removed.
- (2) If an Officeholder to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the Delegates of the Federation, the secretary or the president may send a copy of the representations to each Delegate of the Federation 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.

5.10 Committee meetings and quorum

- (1) The Committee must meet at least 4 times in each period of 12 months at the place and time that the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the president or by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee must be given by the secretary to each member of the Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (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 Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) A quorum for the transaction of the business of a meeting of the Committee must be not less than 30% of Delegates provided that they represent not less than 50% of Members. The quorum must be present at all times during meetings.
- (6) No business is to be transacted by the Committee 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.
- (7) 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.
- (8) At a meeting of the Committee:
 - (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, one of the remaining members of the Committee chosen by the members present at the meeting is to preside.

5.11 Use of technology at Committee meetings

- (1) A Committee meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.
- (2) A Committee member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

5.12 Appointment of Advisory sub-Committees

The Committee may, by instrument in writing, delegate to one or more advisory sub-Committees (consisting of nominated Delegates and other persons approved by the Committee) to consider particular issues and make recommendations to the Committee. These advisory sub-Committees have no authority to make decisions on behalf of or bind the Federation.

5.12 Delegation to sub-Committee (binding powers)

- (1) The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of nominated Delegates and at least one Officeholder) the exercise of any of the functions of the Committee that are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (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) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- (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 Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-Committee may meet and adjourn as it thinks proper.

5.13 Voting and decisions

- (1) Questions arising at a meeting of the Committee are to be determined by a majority of the votes of members of the Committee or sub-Committee present at the meeting.
- (2) Each member present at a meeting of the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any

question, the person presiding may exercise a second or casting vote.

- (3) Subject to the existence of a quorum under clause 5.10(5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee.

Part 6 General meetings

6.1 Annual general meetings - holding of

- (1) The Federation must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Federation must hold its annual general meetings:
 - (a) within 6 months after the close of the Federation's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

6.2 Annual general meetings - calling of and business at

- (1) The annual general meeting of the Federation is, subject to the Act and to clause 6.4, to be convened on the date and at the place and time that the Committee thinks fit.
- (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 other general meeting held since that meeting,
 - (b) to receive from the Committee reports on the activities of the Federation during the last preceding financial year,
 - (c) to elect Officeholders of the Federation, and
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

6.3 Other general meetings - calling of

- (1) The Committee may, whenever it thinks fit, convene a general meeting of the Federation.
- (2) The Committee must, on the requisition of at least 3 Members of the Federation convene a general meeting of the Federation.

(3) A requisition of Members for a general meeting:

- (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the secretary or president of the Member making the requisition, and
 - (d) must be lodged with the secretary of the Federation, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (4) If the Committee fails to convene a general meeting to be held within 1 month after the date on which a requisition of Members for the meeting is lodged with the secretary, any one or more of the Members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- (5) A general meeting convened by a Member as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.
- (6) For the purposes of subclause (3):
- (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

6.4 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Federation, the secretary must, at least **14 days** before the date fixed for the holding of the general meeting, give a notice to each Delegate specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Federation, 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 Delegate specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- Note.** A special resolution must be passed in accordance with section 39 of the Act.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except:
- (a) in the case of an annual general meeting, business which may be transacted under clause 6.2(2); and
 - (b) business which the Delegates at the meeting agree may be transacted at that meeting.
- (4) A Delegate 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 Delegate unless addressed in accordance with clause 6.4(3)(b).

6.5 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of Delegates representing Members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Not less than 30% of Delegates, provided that they represent 50% or more of Members of the Federation (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.
- (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 Delegates, 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) 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 meeting is dissolved.

6.6 Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Federation.
- (2) If the president and the vice-president are absent or unwilling to act, the Delegates present must elect one of their number to preside as chairperson at the meeting.

6.7 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Delegates 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.
- (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 Delegates of the Federation stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (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.

6.8 Making of decisions

- (1) A question arising at a general meeting of the Federation is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 6.13 applies, any appropriate corresponding method that the Committee may determine, or

- (b) if on the motion of the chairperson or if **five** or more Delegates present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Federation, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the Committee under subclause (1)(a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

6.9 Special resolutions

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

6.10 Voting

- (1) On any question arising at a general meeting of the Federation a Delegate has one vote only.
- (2) 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.
- (3) A Delegate is not entitled to vote at any general meeting of the Federation unless all money due and payable by the applicable Member to the Federation has been paid.
- (4) A Delegate is not entitled to vote at any general meeting of the Federation if the Delegate is under 18 years of age.

6.11 Proxy votes permitted for general meetings

- (1) A Delegate may appoint as a proxy for a general meeting either:
 - (a) the Chair of the Meeting; or
 - (b) another Delegate appointed by the Member which that Delegate represents.
- (2) The proxy appointment must be in writing substantially in the form of that attached as Annexure A and must be provided to the chair of the general meeting before its commencement.

6.12 Postal or electronic ballots for General Meetings and Committee Meetings

- (1) The Federation may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal to be dealt with by the Committee in accordance with guidelines adopted by the Committee from time to time

- (2) A postal or electronic ballot for a general meeting must be conducted in accordance with Schedule 3 to the Regulation.

6.13 Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Federation's Delegates a reasonable opportunity to participate.
- (2) A Delegate of the Federation who participates in a general meeting using that technology is taken to be present at the meeting and, if the Delegate votes at the meeting, is taken to have voted in person.

Part 7 Miscellaneous

7.1 Insurance

The Federation may effect and maintain insurance.

7.2 Funds - source

- (1) The funds of the Federation are to be derived from membership fees and, donations, grants and any other sources that the Federation determines.
- (2) All money received by the Federation must be deposited as soon as practicable and without deduction to the credit of and account in the name of the Federation with an authorised deposit-taking institution registered under the *Banking Act 1959* (cth).
- (3) The Federation must, as soon as practicable after receiving any money, issue an appropriate receipt.

7.3 Funds - management

- (1) Subject to any resolution passed by the Federation in general meeting, the funds of the Federation are to be used solely in pursuance of the objects of the Federation in the manner that the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.
- (3) The Federation may use electronic banking provided that the relevant payment portal or system is provided by an authorised deposit taking institution registered under the *Banking Act 1959* (cth) and requires all payments or fund transfers to be approved by 2 authorised signatories.

7.4 Federation is non-profit

Subject to the Act and the Regulation, the Federation must apply its funds and assets solely in pursuance of the objects of the Federation and must not conduct its affairs so as to provide a pecuniary gain for any of its Members or Delegates.

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

7.5 Distribution of property on winding up of Federation

(1) Subject to the Act and the Regulations, in a winding up of the Federation, any surplus property of the Federation 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.

(2) In this clause, a reference to the surplus property of the Federation is a reference to that property of the Federation remaining after satisfaction of the debts and liabilities of the Federation and the costs, charges and expenses of the winding up of the Federation.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

7.6 Change of name, objects and constitution

An application for registration of a change in the Federation's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Committee member.

7.7 Custody of books etc

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

- (a) at the main premises of the Federation, in the custody of the public officer or a Officeholder of the Federation (as the Committee determines), or
- (b) if the Federation has no premises, at the Federation's official address, in the custody of the public officer an Officeholder of the Federation (as the Committee determines).

7.8 Inspection of books etc

(1) The following documents must be open to inspection, free of charge, by a Member or Delegate of the Federation at any reasonable hour:

- (a) records, books and other financial documents of the Federation,
- (b) this constitution,
- (c) minutes of all Committee meetings and general meetings of the Federation.

(2) A Member or Delegate of the Federation may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

(3) Despite subclauses (1) and (2), the Committee may refuse to permit a Member or Delegate of the Federation to inspect or obtain a copy of records of the Federation that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Federation.

7.9 Service of notices

(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.
- (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.

7.10 Financial year

The financial year of the Federation is:

- (a) the period of time commencing on the date of incorporation of the Federation and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Federation, commencing on 1 July and ending on the following 30 June.

7.11 Auditor

The Federation is not required to appoint an auditor unless required to do so under the Act.

Proxy Form

Appoint a Proxy to Vote on Your Behalf

I, being a Delegate appointed by *[name of Progress Association]* to the **Federation of Willoughby Progress Associations Inc** hereby appoint:

Select option		Person to act as Proxy *
	Option 1	The Chair of the Meeting OR
	Option 2 <i>insert name of proxy which must be another Delegate representing the same Progress Association</i>

as my proxy to act generally at the Meeting on my behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of **Federation of Willoughby Progress Associations Inc** at *[location]* on *[date and time]* and at any adjournment or postponement of that Meeting.

Items of Business – Voting Directions **	Vote (please select)	
<i>[Special]</i> Resolution	For	Against
<i>[text of resolutions]</i>		

Execution	
Name of Delegate <i>(please print):</i>	
Signature of Delegate:	
Date of execution:	

PLEASE NOTE:

* If no proxy is nominated, the proxy will be taken to be held by the Chair of the Meeting

**If no voting directions are given, the Chair of the Meeting proposes to vote those proxies held by him or her in favour of the resolution.

Completed Proxy Forms must be provided to the Chair of the Meeting before the meeting is opened