

**Constitution**

**of**

**New South Wales**

**Consumer Advisory Group –**

**Mental Health Incorporated**



Ratified by the NSW CAG Board of Trustees  
4<sup>th</sup> November 2013



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Chairperson



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## **Division 1 Introduction and Definitions**

### **1.1 Name of Association**

The name of the Association is New South Wales Consumer Advisory Group -Mental Health Incorporated.

### **1.2 Status of Association**

The Association is incorporated under the New South Wales Associations Incorporation Act.

### **1.3 Definitions**

(1) In this Constitution:

- (a) "Consumer" refers to a person who has or has had a mental illness; also referred to in this document as people, or a person, with the lived experience of mental illness
- (b) "NSW CAG" means New South Wales Consumer Advisory Group -Mental Health Incorporated;
- (c) "Board" means the board of Trustees of the Association;
- (d) "Trustees" means the Members elected to the Board in accordance with Division 6 (Trustees) of this Constitution;
- (e) "Association" means New South Wales Consumer Advisory Group -Mental Health Incorporated;
- (f) "Member" means a Member of the Association in accordance with Division 3 (Membership);
- (g) "Secretary" means:
  - (i) the person holding office under this Constitution as Secretary of the Association; or
  - (ii) if no such person holds that office the public officer of the Association;
- (h) Annual General Meeting means a general meeting of the Association conducted annually for the purposes of presenting the Annual Activity and Financial Reports and electing a new Board of Trustees
- (i) A Board of Trustee meeting is a meeting of the Elected Board of Trustees

- (j) "Special General Meeting" means a general meeting of the Association other than an annual general meeting;
  - (k) "the Act" means the Associations Incorporation Act 1984;
  - (l) "the Regulations" means the Associations Incorporation Regulations 1994.
- (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.

## **Division 2      Objects**

### **2.1      *Objects of NSW CAG***

The objects of the New South Wales Consumer Advisory Group -Mental Health Incorporated are:

- (1) To advance the health, education and social and public welfare of people with the lived experience of mental illness
- (2) To educate the broader community in relation to mental health and mental illness, including reducing the prevalence of discrimination that can lead to stigma
- (3) To promote and protect the human rights of people who have or have had a mental illness
- (4) To build the capacity of consumers to change mental health policy and to participate in service development, implementation and evaluation activities

## **Division 3      Membership**

### **3.1      *Membership Qualifications***

- (1) A person is qualified to be a Member if, but only if:
  - (a) the person is a person referred to in Section 15 (1) (a), (b) or (c) of the Act and has not ceased to be a Member at any time after incorporation of NSW CAG under the Act; or
  - (b) the person is a natural person:
    - (i) who has attained the age of 16 years;
    - (ii) who is a Consumer
    - (iii) who is a resident in New South Wales;
    - (iv) who has applied for membership of NSW CAG as provided by Section 3.2 (Recruitment of Members); and
    - (v) who has been ratified by the Board of NSW CAG as meeting the above criteria

- (2) A person is qualified to be an Associate Member if, but only if:
  - (a) the person is a person referred to in Section 15 (1) (a), (b) or (c) of the Act and has not ceased to be a Member at any time after Incorporation of NSW CAG under the Act; or
  - (b) the person is a natural person:
    - (i) who has attained the age of 16 years;
    - (ii) who is a resident in New South Wales;
    - (iii) who has applied for membership of NSW CAG as provided by Section 3.2 (Recruitment of Members); and
    - (iv) who has been ratified by the Board of NSW CAG as meeting the above criteria.
- (3) A Permanent (including Fixed term) Part-time or Full-time Employee of NSW CAG is not eligible to be a Member or Associate Member
- (4) A casual employee cannot become a Member or Associate Member during the term of their casual employment contract
- (5) Casual employees who are already members will have their voter rights suspended during the term of their casual employment contract
- (6) A past employee of NSW CAG is not eligible to be a member until 3 months have elapsed from the date their employment ceased.

### **3.2 Recruitment of Members**

- (1) NSW CAG will have a minimum membership base in compliance of Department of Fair Trading requirement and not less than required for a quorum as per the Quorum requirements outlined in this constitution in 5.4.
- (2) All vacancies for Membership (if less than the minimum as outlined in 3.2 (1).must be advertised.
- (3) The Board must establish open and transparent policies and procedures for the recruitment of Members.
- (4) An application for membership of NSW CAG:
  - (a) must be made in writing in the form as approved from time to time by the Board; and
  - (b) must be lodged with the Secretary.



- (5) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Board which is to determine whether to approve or to reject the application.
- (6) If the Board determines to ratify or reject an application for membership, the Secretary must, as soon as practicable after that determination:
  - (a) notify the applicant in writing of that ratification or rejection (whichever is applicable);
  - (b) (if the Board ratified the application) request the applicant to pay (as soon as practicable after the Board meets) the sum payable (if any) by a Member as an entrance fee and/or annual fee.

### **3.3 Tenure of Members**

- (1) Membership is for an indefinite period until cessation of membership as outlined in 3.4(Cessation of Membership)
- (2) Previous members may reapply after cessation of membership as outlined in 3.4

### **3.4 Cessation of Membership**

- (1) A Member ceases to be a Member of NSW CAG if the Member:
  - (a) dies; or
  - (b) resigns membership; or
  - (c) is expelled by the Board if 3.11 (1)(Suspension or Expulsion of Members) of Constitution applies and in accordance with Section 3.11. (2)-(5)
- (2) If a Member ceases to be a Member the Secretary must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

### **3.5 Membership Entitlements not Transferable**

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

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

### **3.6 Resignation of Membership**

- (1) A Member may resign from membership of NSW CAG by first giving to the Secretary written notice of the Member's intention to resign and, on that notice, the Member ceases to be a Member.

- (2) If a Member ceases to be a Member under paragraph (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.

### **3.7 Register of Members**

- (1) The Secretary must establish and maintain a register of Members specifying the name, address and email address of each Member together with the date on which membership commenced, and the date of Cessation.
- (2) The register of Members must be kept at the principal place of administration of NSW CAG and must be open for inspection, free of charge, by any Member at any reasonable hour.

### **3.8 Fees**

There may be fees associated with membership of NSW CAG.

### **3.9 Members' Liabilities**

A Member of NSW CAG has no liability to contribute towards the payment of the debts and liabilities of NSW CAG or the costs, charges and expenses of the winding up of NSW CAG.

### **3.10 Resolution of Internal Disputes**

Disputes between Members (in their capacity as Members), and disputes between Members and NSW CAG, can be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

### **3.11 Suspension or Expulsion of Members**

- (1) A complaint may be made by any Member that some other Member:
  - (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 NSW CAG.
- (2) On receiving such a 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 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.
  - (d) must consider the members' mental health. Where the person is unwell, suspension should be considered as the more appropriate option.
- (3) The Board may, by resolution, expel or suspend the Member from membership of NSW CAG in accordance with 3.11.(2) if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the conditions of 3.11. (1) apply
  - (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 Section 3.12 (Right of Appeal of Disciplined Member).
  - (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 NSW CAG confirms the resolution under 3.11(4) (Disciplining of Members), whichever is the later.

### **3.12 *Right of Appeal of Disciplined Member***

- (1) A Member may appeal to NSW CAG in a general meeting against a resolution of the Board under 3.10 (Resolution of Internal Disputes), within 7 days after notice of the resolution is served on the 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 Member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a Member under 3.11(1) (Disciplining of Members), the Secretary must notify the Board which is to convene a general meeting of NSW CAG to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of NSW CAG convened under 3.11(3) (Disciplining of Members):
  - (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.
- (5) If at the general meeting NSW CAG passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **Division 4      Board of Trustees**

### **4.1      *Composition of Board of Trustees***

- (1) The Board will comprise of a minimum of 7 Trustees and a maximum of 11 Trustees.
- (2) A person is qualified to be a Trustee if the person meets the requirements under 6.2.(Qualification of Trustees)
- (3) 75% of Trustees must be members as per definition under 3.1 (Membership Qualifications)at any one time
- (4) :At the first Board of Trustees meeting after the Annual General Meeting the Board of Trustee members will elect from the Trustees the following office bearers:
  - (a) Chair;
  - (b) Deputy-Chair; and
  - (c) Treasurer; and
  - (d) Secretary
  - (e) Public Officer
- (5) The Trustees elected as office bearers may resign from office at any time in which case the Board of Trustee members will elect another person from the Trustees to carry out this office.

### **4.2      *Powers of the Board***

- (1) The affairs of NSW CAG are to be managed and controlled by the Board.
- (2) Subject to the Act, the Regulations and this Constitution and to any resolution passed by NSW CAG in general meeting, the Board:
  - (a) may exercise all such functions as may be exercised by NSW CAG, other than those functions that are required by this Constitution to be exercised by a general meeting of Members of NSW CAG; and
  - (b) 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 NSW CAG.

### **4.3 Trustees' Authority**

- (1) A Trustee does not have the authority to conclude an agreement on behalf of NSW CAG, unless a resolution has been passed by the Board authorising the Trustee to so do.
- (2) A Trustee when acting as a Trustee must act in accordance with the policies and procedures approved by the Board.
- (3) Anything done by or in relation to a Trustee is not invalid merely because of a defect or irregularity in the Trustee's election or appointment.

### **4.4 Delegation by Board to Committee**

- (1) The Board may, by instrument in writing, delegate to one or more committees (consisting of such Trustees or Members 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.
- (2) A function the exercise of which has been delegated to a committee under this Section may while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- (3) A delegation under 4.4 (1) 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.
- (4) Despite any delegation made under 4.4 (1) the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a committee acting in the exercise of a delegation under 4.4 (1) has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this Section.
- (7) Subject to 5.4 (Quorum) and 5.6 (Voting and Decisions) a committee may meet, adjourn and conduct its meetings as it thinks proper.

## **Division 5 Meetings of the Board of Trustees**

### **5.1 Meetings**

- (1) The Chair or the Secretary (upon the authority of 2 Trustees) may call a Board meeting by giving reasonable notice to every Trustee.
- (2) 48 hours notice must be given of all meetings, except where:
  - (a) the Chair determines there are exceptional circumstances; or
  - (b) a majority of Trustees authorise the Secretary to convene a meeting on shorter notice.
- (3) The Board may meet, adjourn and otherwise regulate its meetings as it thinks fit but the Board must meet at intervals of not longer than 3 months.
- (4) A Board meeting may be called or held using any technology consented to by all the Trustees, such consent may be a standing one which can only be withdrawn within a reasonable period before the meeting.
- (5) A resolution passed by a meeting conducted under Section 5.1(4) is taken to have been passed at a meeting of the Board held on the day on which and at the time at which the meeting was held and at the place where the Chair is at the time of the meeting, notwithstanding the Trustees are not present together in one place at the time of the meeting.
- (6) The provisions of this Constitution relating to proceedings of Trustees under 5.1(4) apply so far as they are capable of application to such meetings, the necessary changes having been made.

### **5.2 Resolutions Without a Meeting**

- (1) A document becomes a resolution of the Board without any need for a meeting of the Board when:
  - (a) the document sets out the terms of the resolution and states that the signatories are in favour of the resolution; and
  - (b) all Trustees who are entitled to vote on the resolution, sign the document.
- (2) The document can be in separate parts, all identical, and signed by one or more Trustees.
- (3) The date the resolution is made is the date the document bears, or, if the document is in parts, the later or latest date a part bears.

### **5.3 Voting**

- (1) Questions arising at a meeting of the Board are decided by majority of votes of Trustees present and voting.
- (2) In the case of an equality of votes, the Chair has a vote in addition to the Chair's deliberative vote, which must be used to maintain the status quo.
- (3) In matters deemed urgent by the Board, in the case of an equality of votes and where consensus has not been reached after 2 consecutive meetings under 5.3(2), the Chair has a casting vote in addition to the Chair's deliberative vote.

### **5.4 Quorum**

- (1) A quorum of the Board or a committee appointed by the Board is a number of Trustees or members of the committee not less than half the total number of Trustees or members of the committee respectively.
- (2) If, within 30 minutes of the time appointed for a meeting a quorum is not present the meeting will stand adjourned to the same day in the next week at the same time and place.
- (3) 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.
- (4) If at any time the number of Trustees at a meeting of the Board is less than the quorum, the Board may act only for the purpose of filling any casual vacancies or for calling a general meeting of NSW CAG.

### **5.5 Conduct of Meetings**

At a meeting of the Board:

- (a) the Chair or, in the Chair's absence, the Deputy Chair is to preside; or
- (b) if the Chair and the Deputy Chair are absent or unwilling to act, one of the remaining Trustees as will be chosen by the Trustees present at the meeting is to preside.

### **5.6 Voting and Decisions**

- (1) Questions arising at a meeting of the Board or of any committee appointed by the Board are to be determined by a majority of the votes of Trustees or members of the committee present at the meeting.
- (2) Subject to 5.3(2) and 5.3(3) (Voting), at a meeting of the Board, a Trustee, or at a meeting of any committee appointed by the Board, a member of that 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 6.4 (Ensuring Continuity of Trustees), the Board or any committee appointed by the Board may act despite any vacancy on the Board or committee, provided a quorum is met as prescribed in 5.4(Quorum).
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or committee.

## **Division 6      Trustees**

### **6.1      *Term of Office***

- (1) Subject to 6.4 ( Ensuring Continuity of Trustees) a Trustee is elected for a term of 3 years, commencing at the start of the Annual General Meeting at which their election is announced and ending at the start of the third Annual General Meeting happening after their election.
- (2) Trustees may have a maximum of 2 consecutive terms on the Board.

### **6.2      *Qualification of Trustees***

- (1) A Member is not eligible to be a Trustee if the Member:
  - (a) is currently bankrupt, has applied to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounded with their creditors, or made an assignment of their remuneration for their benefit;
  - (b) is prohibited from being a Trustee of a body corporate by the Corporations Law for a reason other than the person's age; or
  - (c) has been convicted in the last 10 years;
    - (i) of an indictable offence in relation to the promotion, formation or management of a body corporate;
    - (ii) of an offence involving fraud or dishonesty; or
    - (iii) of any offence that could pose a risk to NSW CAG as established by the Board of Trustees
- (2) A person is qualified to be a Trustee if the person is a natural person who:
  - (a) has attained the age of 18 years;
  - (b) has been a Member for a period of at least 3 months;
  - (c) is not an employee of NSW CAG and has not been a employee of NSW CAG for a period of at least 3months;
  - (d) is not a current contractor of NSW CAG and has not been a contractor of NSW CAG for a period of at least 12 months; and

- (e) is not currently receiving payment of any kind from NSW CAG (except for the reimbursement of funds incurred in performing volunteer activities) and
- (f) has not received payment of any kind from NSW CAG (except for the reimbursement of funds incurred in performing volunteer activities) for a period of at least 3 months.

### **6.3      *Vacation of Office***

(1) The office of a Trustee becomes vacant if the Trustee:

- (a) dies;
- (b) ceases to be eligible to be a Trustee under 6.2 (Qualifications of Trustees);
- (c) is absent from 3 consecutive ordinary meetings of the Board without its leave;
- (d) resigns by written notice given to the Board;
- (e) is removed from office by a resolution of a general meeting of NSW CAG under 6.3(2); or
- (f) completes a term of office.

(2) A trustee can be removed from office by:

- (a) ordinary resolution at a general meeting of Members
  - (i) This resolution may be passed only if NSW CAG has given notice to the Members specifying the proposed resolution and the day and time of the meeting when the proposed resolution will be made.
  - (ii) NSW CAG may fulfil its obligations under 6.3(2) (a) (ii) if the notice of the proposed resolution is given as if it were a notice of a special general meeting.
  - (iii) If a Trustee to whom a proposed resolution referred to in 6.3(1)(e) makes representations in writing to the Secretary (not exceeding a reasonable length) and requests that the representations be notified to the Members, the Secretary will send a copy of the representations to each Member or, if the representations are not sent, the Trustee is entitled to require that the representations be read out at the meeting at which the resolution is considered.

#### **6.4      *Ensuring Continuity of Trustees***

If at any stage 50% or more of the Board of Trustees are likely or due to cease being on the Board the Board of Trustees is responsible for implementing strategies to ensure that Board knowledge and expertise is maintained.

#### **6.5      *Casual Vacancy***

- (1) If a casual vacancy occurs in the office of a Trustee, the Board may appoint a Member who is qualified under 6.2 (Qualification of Trustees) to fill the vacancy.
- (2) All invitations to fill a casual vacancy must consider the membership status of the potential casual trustee to ensure that the Board composition requirements as outlined in 4.1 (3) (Composition of Board of Trustees) are met.

#### **6.6      *Remuneration of Trustees***

- (1) The Trustees shall not receive remuneration for their services but all necessary expenses incurred by them in the business of NSW CAG shall be refunded to them.
- (2) For the purposes of this Section "remuneration" means any money, consideration or benefit but does not include amounts in payment or reimbursement of out-of-pocket expenses incurred for the benefit of NSW CAG.

## **Division 7      Election of Trustees**

### **7.1      *Election of Trustees***

- (1) Nominations of candidates for election as Trustees:
  - (a) must be made in writing and accompanied by the written consent of the candidate; and
  - (b) must be delivered to the Secretary of NSW CAG at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Board, and the nominations received meet the Board composition requirements as outlined in 4.1(3) (Composition of Board of Trustees) 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 remaining on the Board are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, and the nominations received meet the Board composition requirements as outlined in 4.1 (3), 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 Trustees is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct. The ballot must be conducted in such a way as to ensure the Board composition requirements as outlined in 4.1 (3) are met.

## **Division 8      General Meetings**

### **8.1      *Annual General Meetings - Holding of***

- (1) With the exception of the first Annual General Meeting of NSW CAG, NSW CAG must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of NSW CAG, convene an Annual General Meeting of its Members.

### **8.2      *Annual General Meeting - Calling of and Business at***

- (1) The Annual General Meeting of NSW CAG is, subject to the Act and to 8.1 (Annual General Meetings -Holding of), to be convened on such date and at such place and time as the Board 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 Special General Meeting held since that meeting;
  - (b) to receive from the Board reports on the activities of NSW CAG during the last preceding financial year;
  - (c) to declare the election of or elect the Trustees of the Board;
  - (d) to (d) vote on office bearers from the elected Trustees;
  - (e) to receive and consider the statement which is required to be submitted to Members under Section 26 (6) of the Act.
- (3) An Annual General Meeting must be specified as such in the notice convening it.

### **8.3      *Special General Meeting***

- (1) The Board may, whenever it thinks fit, convene a Special General Meeting of NSW CAG.
- (2) The Board must, on the requisition in writing of at least 20 per cent of the total number of Members, convene a Special General Meeting of NSW CAG.
- (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) 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.
- (5) A Special General Meeting convened by a Member or Members as referred to in 8.3(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 expense is entitled to be reimbursed by NSW CAG for any expense so incurred.

## **8.4 Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of NSW CAG, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent to each Member at the Member's address appearing in the register of Members, a notice 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 NSW CAG, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member in the manner provided in 8.4(1) specifying, in addition to the matter required under 8.4(1), the intention to propose the resolution as a special resolution.
- (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 8.2(2) (Annual General Meeting - Calling of and Business at).
- (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.

## **8.5 Procedure**

- (1) No item of business is to be transacted at a general meeting unless a quorum of Members entitled under these Sections to vote is present during the time the meeting is considering that item.

- (2) 4 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.
- (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) 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.

## **8.6      *The Chair***

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

## **8.7      *Adjournment***

- (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.
- (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 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 8.7(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.

## **8.8      *Making of Decisions***

- (1) A question arising at a general meeting of NSW CAG is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carded by a particular



majority or lost, or an entry to that effect in the minute book of NSW CAG, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (2) At a general meeting of NSW CAG, a poll may be demanded by the chairperson or by at least 3 Members present in person.
- (3) If a poll is demanded at a general meeting, the poll must be taken:
  - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **8.9 Special Resolutions**

A resolution of NSW CAG is a special resolution:

- (1) if it is passed by a majority which comprises at least three-quarters of such Members as, being entitled under this Constitution so to do, vote in person at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution; or
- (2) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in Section 8.9(1), if the resolution is passed in a manner specified by the Commissioner.

### **8.10 Voting**

- (1) On any question arising at a general meeting of NSW CAG a Member has one vote only.
- (2) All Members and Associate Members who have been members for at least 3 months can vote at an Annual or Special General meeting,
- (3) All votes must be given personally or via other methods as determined by the Board of Trustees.
- (4) 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, which must be used to maintain the status quo.

## **Division 9      Miscellaneous**

### **9.1      Funds**

- (1) The funds of NSW CAG are to be derived from grants, seminar and conference fees, donations, and, subject to any resolution passed by NSW CAG in general meeting, such other sources as the Board determines.
- (1) Subject to any resolution passed by NSW CAG in general meeting, the funds of NSW CAG are to be used pursuant of the objects of NSW CAG in such manner as the Board determines.
- (2) NSW CAG must maintain its accounts with an Authorised Deposit-Taking Institution that is regulated by the Australian Prudential Regulation Authority and the Banking Act.
- (3) All money received by NSW CAG must be deposited as soon as practicable and without deduction to the credit of NSW CAG's account.
- (4) NSW CAG must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (5) NSW CAG may draw cheques and other negotiable instruments as if it were a natural person.
- (6) The Board may authorise its Officers, or any one of them, to sign cheques and other negotiable instruments on its behalf.
- (7) The Board may also authorise the application of signatures to cheques or other negotiable instruments by machine or other facsimile method.
- (8) The Board must establish policies for the operation of its accounts.
- (9) The assets and income of the organisation shall be applied solely in the furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to a Member except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- (10) In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be returned to the funder as per their requirements, or transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

### **9.2      Alteration of Objects and Constitution**

The statement of objects and this Constitution may be altered, rescinded or added to only by a special resolution of NSW CAG.

### **9.3 Secretary**

- (1) The Board must appoint a person to be Secretary and must appoint a person to be acting Secretary in the Secretary's absence.
- (2) The Secretary is required to hold the position of Public Officer of NSW CAG as required under the Act.

### **9.4 Custody of Books**

Except as otherwise provided by this Constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to NSW CAG.

### **9.5 Inspection of Books**

The records, books and other documents of NSW CAG must be open to inspection, free of charge, by a Member of NSW CAG at any reasonable hour.

### **9.6 Service of Notices**

- (1) For the purpose of this Constitution, a notice may be served by or on behalf of NSW CAG on any Member either personally, by sending it by post or by sending it by email to the Member at the Member's address shown in the register of Members.
- (2) If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of this Constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.
- (3) If a document is sent by email, unless the contrary is proved, taken for the purpose of this Constitution to have been served at 10.00 am on the business day following the day the email was sent.
- (4) Any notice required to be in writing can be given by email.