

SOUTH WEST INDIGENOUS NETWORK INC.

(IA36012)



SOUTH WEST
INDIGENOUS NETWORK

CONSTITUTION

ADOPTED
16 NOVEMBER 2019

1. INTRODUCTORY PROVISIONS.....	4
1.1. DEFINITIONS	4
1.2. NAME	5
1.3. ASSOCIATIONS INCORPORATION ACT 1981	5
1.4. INTERPRETATION	5
2. OBJECTS AND POWERS	5
2.1. OBJECTS.....	5
2.2. POWERS.....	6
3. MEMBERSHIP.....	6
3.1. CLASSES OF MEMBERSHIP	6
3.2. SUBSCRIPTION FEES	8
3.3. APPLICATION FOR MEMBERSHIP	8
3.4. ADMISSION AND REJECTION OF NEW MEMBERS	9
3.5. MEMBERSHIP RENEWAL AND RE-JOINING	9
3.6. REGISTER OF MEMBERS	9
4. RESIGNATION, DISCIPLINE AND APPEALS	10
4.1. RESIGNATION OF A MEMBER.....	10
4.2. DISCIPLINE	10
4.3. APPEAL AGAINST REJECTION, TERMINATION OR SUSPENSION OF MEMBERSHIP	11
4.4. APPEALS PANEL TO DECIDE APPEAL.....	12
5. THE BOARD, SUBCOMMITTEES AND DELEGATION.....	12
5.1. MEMBERSHIP OF BOARD.....	12
5.2. TERMS OF OFFICE.....	12
5.3. FUNCTIONS OF BOARD	13
5.4. DELEGATION.....	13
5.5. APPOINTMENT OF SUBCOMMITTEES.....	13
5.6. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS.....	14
6. ELECTION, APPOINTMENT AND VACANCIES ON BOARD	14
6.1. ELECTING THE BOARD	14
6.2. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF BOARD MEMBER	15
6.3. VACANCIES ON BOARD	16
7. MEETINGS OF THE BOARD.....	17
7.1. BOARD MEETINGS	17
7.2. SPECIAL MEETING OF BOARD.....	17
7.3. MINUTES OF BOARD MEETINGS	18
7.4. QUORUM FOR, AND ADJOURNMENT OF, BOARD MEETING	18
7.5. RESOLUTIONS OF BOARD WITHOUT MEETING	18
7.6. REGISTER OF BOARD MEMBERS' INTERESTS	19
8. MEETINGS OF MEMBERS.....	19
8.1. ANNUAL GENERAL MEETINGS.....	19
8.2. GENERAL MEETINGS	19
8.3. NOTICE OF GENERAL MEETING	20
8.4. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING.....	20
8.5. PROCEDURE AT GENERAL MEETING	21
8.6. VOTING AT GENERAL MEETING.....	21
8.7. PROXIES.....	22
8.8. MINUTES OF GENERAL MEETINGS	23

9. SECRETARY.....	24
9.1. APPOINTMENT OR ELECTION OF SECRETARY	24
9.2. REMOVAL OF SECRETARY	24
9.3. FUNCTIONS OF SECRETARY	24
10. FINANCE	25
10.1. FUNDS AND ACCOUNTS	25
10.2. ANNUAL FINANCIAL STATEMENT	25
10.3. GENERAL FINANCIAL MATTERS	26
10.4. FINANCIAL YEAR.....	26
11. DOCUMENTS AND LEGAL.....	26
11.1. DOCUMENTS.....	26
11.2. NOTICES.....	26
11.3. COMMON SEAL.....	27
11.4. ALTERATION OF CONSTITUTION	27
11.5. BYLAWS	27
11.6. INDEMNITY.....	27
11.7. INSURANCE.....	28
12. WINDING UP	28
12.1. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY	28
12.2. LIABILITY	28

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1. Introductory provisions

1.1. Definitions

1.1.1. In this constitution:

- a. **act** means the *Associations Incorporation Act 1981* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the association;
- b. **association** means South West Indigenous Network Inc.;
- c. **board** means management committee, as defined in the Act;
- d. **bylaws** means the bylaws of the association;
- e. **by lot** means making a determination or choice by lottery. For example, conducting a draw at random;
- f. **casual vacancy**, on the board, means a vacancy that occurs when a board member resigns, dies or otherwise stops holding office;
- g. **chairperson** means president as defined in the Act;
- h. **constitution** means rules as defined in the Act;
- i. **general meeting** means a meeting of the association's eligible voting members and includes all general meetings (annual general meetings, general meetings, special general meetings and extraordinary general meetings) called at the direction of the board under clause 8.2.1.a and on the request of members under clause 8.2.1.b;
- j. **imprest system** means the management of funds in an account whereby a fixed balance is maintained by regular replenishments;
- k. **majority** means more than half of all eligible voting members present and voting at a board meeting or a general meeting;
- l. **member** means a person who has been duly accepted as such by the board in accordance with this constitution;
- m. **present** means:
 - i at a board meeting, see clause 7.1.5; or
 - ii at a general meeting, see clause 8.5.2.
- n. **signed** means agreed in writing;
- o. **special resolution** means a resolution that is passed at a general meeting by the votes of at least 75% of the members who are present and voting;
- p. **surplus assets** means the assets after payment of the debts and liabilities remaining on a winding-up of the incorporated association and the costs, charges and expenses of the winding-up;
- q. **subscription fee** means a fee payable to the association for the receipt of membership rights and privileges;

- r. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats.

- 1.1.2. Words importing the singular include the plural where context requires or permits.

1.2. Name

- 1.2.1. The name of the incorporated association is South West Indigenous Network Inc.

1.3. Associations Incorporation Act 1981

- 1.3.1. In this constitution, unless the context requires otherwise, an expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- 1.3.2. The provision at section 47(1) of the *Associations Incorporation Act 1981* does not apply, meaning that the model rules created under the Act are expressly displaced by this constitution.

1.4. Interpretation

- 1.4.1. The board has authority to interpret the meaning of this constitution and any matter relating to the association on which the constitution is silent, but any interpretation must have regard to the Act.

2. Objects and powers

2.1. Objects

- 2.1.1. The objects of the association are to:
 - a. foster sport, culture and community to help Indigenous Australians live longer and have a better quality of life;
 - b. deliver a range of services, which may include sport, recreation, health, social, housing, training and support;
 - c. ensure inclusive service delivery;
 - d. foster capacity building, cultural engagement and development;
 - e. promote and encourage networking, the sharing of ideas, advocacy, support, research, problem solving and strategy development;
 - f. ensure environmental considerations and the public interest are taken into account in all activities conducted by the association;
 - g. do such things as are incidental or conducive to the attainment of any or all of these objects.

2.2. Powers

- 2.2.1. The association has the powers of an individual.
- 2.2.2. The association may, for example:
 - a. enter into contracts; and
 - b. acquire, hold, deal with and dispose of property; and
 - c. make charges for services and facilities it supplies; and
 - d. do other things necessary or convenient to be done in carrying out its affairs.
- 2.2.3. The association may issue secured and unsecured notes, debentures and debenture stock for the association.

3. Membership

3.1. Classes of membership

- 3.1.1. The membership of the association consists of the following classes:
 - a. ordinary:
 - i ordinary members must be at least 18 years of age, support the objects of the association and abide by the association's constitution, bylaws and policies;
 - ii ordinary members are not entitled to vote at general meetings of the association;
 - iii subject to clause 5.1.1, ordinary members are eligible for election to the board;
 - iv subscription fees payable by an ordinary member may be waived or discounted by the board.
 - b. core:
 - i core membership is open to eligible organisations, which support the objects of the association and abide by the association's constitution, bylaws and policies;
 - ii core members must have an Indigenous focus as their main objective and must have Indigenous Australians comprise at least 75% of their membership;
 - iii core members must deliver inclusive programs for Indigenous Australians;
 - iv each core member is entitled to nominate two core member delegates, both of whom are entitled to vote at general meetings of the association;
 - v core member delegates must be at least 18 years of age;
 - vi nomination and revocation of core member delegates must be in writing and signed by the chairperson, secretary or other authorised representative of the core member;

- vii subject to clause 5.1.1, core member delegates are eligible for election to the board;
 - viii subscription fees payable by a core member may be waived or discounted by the board.
- c. organisation:
- i organisation membership is open to eligible organisations, which support the objects of the association and abide by the association's constitution, bylaws and policies;
 - ii organisation members must have an Indigenous focus as one of their main objectives;
 - iii each organisation member is entitled to nominate one organisation member delegate, who is entitled to vote at general meetings of the association;
 - iv an organisation member delegate must be at least 18 years of age;
 - v nomination and revocation of an organisation member delegate must be in writing and signed by the chairperson, secretary or other authorised representative of the organisation member;
 - vi subject to clause 5.1.1, an organisation member delegate is eligible for election to the board;
 - vii subscription fees payable by an organisation member may be waived or discounted by the board.
- d. network partner:
- i network partner membership is open to eligible organisations, which support the objects of the association and abide by the association's constitution, bylaws and policies;
 - ii network partner members are not entitled to vote at general meetings of the association;
 - iii network partner members are not eligible for election to the board;
 - iv subscription fees payable by a network partner member may be waived or discounted by the board.
- e. social:
- i social membership is open to any person who supports the objects of the association and abides by the association's constitution, bylaws and policies;
 - ii social members are not entitled to vote at general meetings of the association;
 - iii social members are not eligible for election to the board;
 - iv subscription fees payable by a social member may be waived or discounted by the board.

- f. life:
 - i life members must support the objects of the association and abide by the association's constitution, bylaws and policies;
 - ii life membership is open to any person who has rendered extraordinary and meritorious service to the association for an extended period;
 - iii any ordinary, core, organisation or life member may nominate an eligible person for life membership;
 - iv nominations for life membership must be in writing, signed by the members making the recommendation and received by the secretary no less than 14 days prior to the annual general meeting;
 - v on the board's approval of the nomination, the nominee will be proposed for election as a life member at the annual general meeting;
 - vi life members must be elected by the passing of a special resolution;
 - vii life members are not entitled to vote at general meetings of the association;
 - viii subject to clause 5.1.1, life members are eligible for election to the board;
 - ix life members are not required to pay subscription fees to the association.

3.1.2. The number of members in all classes of membership is unlimited.

3.2. Subscription fees

- 3.2.1. The subscription fee for each class of membership, other than life membership, is:
 - a. the amount decided by the board; and
 - b. payable when, and in the way, the board decides.
- 3.2.2. A member who has any subscription fee or other fee in arrears for a period of two months may have their membership immediately terminated or suspended.
- 3.2.3. A member who has their membership terminated or suspended under clause 3.2.2 continues to be liable to pay any unpaid subscription fee or other fee.

3.3. Application for membership

- 3.3.1. An application for membership must be:
 - a. in writing; and
 - b. in the form decided by the board; and

- c. accompanied by any other documents or evidence of qualification for membership, as determined by the board from time to time.

3.4. Admission and rejection of new members

- 3.4.1. The board must consider an application for membership at the next board meeting held after it receives:
 - a. the application for membership; and
 - b. the appropriate subscription fee for the application.
- 3.4.2. The board must ensure that, as soon as possible after the applicant applies to become a member of the association, and before the board considers the application, the applicant is advised:
 - a. whether or not the association has public liability insurance; and
 - b. if the association has public liability insurance, the amount of the insurance.
- 3.4.3. The board must decide at the meeting whether to accept or reject the application.
- 3.4.4. If a majority of the board members present and voting at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member in the class of membership applied for.
- 3.4.5. If the board decides to reject an application, the secretary must, as soon as possible, give the applicant notice of the decision in a manner determined by the board.

3.5. Membership renewal and re-joining

- 3.5.1. Existing members, other than life members, will be invited to renew their annual membership each year, in accordance with the timeframes and procedures set down by the board from time to time.
- 3.5.2. A member who has resigned from the association or otherwise forfeited their membership and later desires to re-join may be subject to the same process of admission to membership as any new member who has not previously been a member of the association.

3.6. Register of members

- 3.6.1. The board must keep a register of members of the association.
- 3.6.2. The register must include the following particulars for each member:
 - a. the full name of the member;
 - b. the postal or residential address of the member;
 - c. contact details of the member;
 - d. if applicable, details of the member's delegate or delegates;
 - e. the date of admission as a member;

- f. the date of death or time of resignation of the member;
 - g. details about the termination or reinstatement of membership;
 - h. any other particulars the board or the members at a general meeting decide.
- 3.6.3. The register is open for inspection only by the secretary and the board.
- 3.6.4. A member of the association must not:
- a. use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - b. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 3.6.5. Clause 3.6.4 does not apply if the use or disclosure of the information is approved by the association.

4. Resignation, discipline and appeals

4.1. Resignation of a member

- 4.1.1. A member may resign from the association by giving a written notice of resignation to the secretary.
- 4.1.2. The resignation takes effect at:
- a. the time the notice is received by the secretary; or
 - b. if a later time is stated in the notice, the later time.

4.2. Discipline

- 4.2.1. The board may take action to terminate or suspend a member's membership if it is determined that the member has:
- a. breached, failed, refused or neglected to comply with a provision of this constitution, the association's bylaws or any resolution or determination of the board or any duly authorised subcommittee; or
 - b. refused to support the objects of the association; or
 - c. acted in a manner unbecoming of a member, injurious or prejudicial to the character and interests of the association; or
 - d. brought themselves, the association or any other member into disrepute; or
 - e. in the case of an individual, been convicted of an indictable offence.

- 4.2.2. If the board decides to terminate or suspend a member's membership, the secretary must, within seven days after the decision, give the member written notice:
- a. setting out the decision of the board and the grounds on which it is based;
 - b. stating that the member may address the board at a meeting to be held not earlier than seven days and not later than 28 days after the service of the notice;
 - c. stating the date, place, and time of that meeting;
 - d. informing the member that the member may do either or both of the following:
 - i attend and speak at that meeting;
 - ii submit to the board at or before the date of that meeting written representations relating to the decision.
 - e. setting out the member's appeal rights.
- 4.2.3. Before the board terminates or suspends a member's membership, the board must:
- a. give the member a full and fair opportunity to make verbal representations at a meeting as mentioned in clause 4.2.2.b;
 - b. give due consideration to any written representations submitted to the board by the member at or before the meeting mentioned in clause 4.2.2.b.
- 4.2.4. If, after considering all representations made by the member, the board decides by resolution to terminate or suspend the membership, the secretary must, within seven days of the meeting mentioned in clause 4.2.2.b, give the member a written notice of the decision.
- 4.2.5. Nothing in this constitution shall prevent the board from immediately suspending a member's right to participate in association activities in circumstances considered by the board to warrant such immediate action, pending the process mentioned in clauses 4.2.2 - 4.2.4.

4.3. Appeal against rejection, termination or suspension of membership

- 4.3.1. An applicant whose application for membership has been rejected, or a member whose membership has been terminated or suspended, may give the secretary written notice of their intention to appeal against the decision.
- 4.3.2. A notice of intention to appeal must be received by the secretary within seven days after the applicant or member receives written notice of the decision.
- 4.3.3. Within seven days of the secretary receiving a notice of intention to appeal, an appeals panel shall be constituted by up to three people, other than board members, to hear and decide the appeal.

4.4. Appeals panel to decide appeal

- 4.4.1. The appeals panel must hold the appeal meeting within 28 days after the secretary receives the notice of intention to appeal.
- 4.4.2. At the meeting, the applicant or member must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated or suspended.
- 4.4.3. Also, the board must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated or suspended.
- 4.4.4. An appeal must be decided by a majority vote of the members of the appeals panel.
- 4.4.5. If an applicant whose application for membership has been rejected does not appeal against the decision within seven days after receiving written notice of the decision, or the applicant appeals but the appeal is unsuccessful, the secretary must, as soon as possible, refund any subscription fee paid by the applicant.
- 4.4.6. Where a decision of the board to terminate or suspend a member's membership is set aside by the appeals panel, the membership shall be reinstated to the member's former level of membership without payment of any further fee.

5. The board, subcommittees and delegation

5.1. Membership of board

- 5.1.1. At least 75% of the members of the board must be Indigenous Australians.
- 5.1.2. The board of the association must have at least three members, of whom one holds the position of chairperson, one holds the position of treasurer and any other members that the association members elect at a general meeting.
- 5.1.3. A board member must be a member of the association.
- 5.1.4. A board member must exercise their powers and discharge their duties in good faith, in the best interests of the association for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.

5.2. Terms of office

- 5.2.1. The term of office for board members is two years, subject to clause 5.2.2.
- 5.2.2. Board members shall remain in office from the conclusion of the annual general meeting at which they were elected until the second annual general meeting following their election, but are eligible, on nomination, for re-election.

- 5.2.3. The board shall have the power to determine the sequence of retirements for board members to ensure rotational terms, whereby approximately one half of the board members retire in each year.
- 5.2.4. There is no maximum number of consecutive terms for which a board member may hold office.

5.3. Functions of board

- 5.3.1. The board must take all reasonable steps to ensure that the association complies with its obligations under the Act and this constitution.
- 5.3.2. Subject to this constitution, the board has the general control and management of the administration of the affairs, property and funds of the association.
- 5.3.3. The board may exercise all the powers of the association except any powers that the Act or this constitution requires the association to exercise at a general meeting.
- 5.3.4. The board has power to enforce the observance of all clauses in this constitution and any bylaws made by the board.

5.4. Delegation

- 5.4.1. The board may delegate any of its powers and authorities, duties and functions to any person or to any subcommittee except:
 - a. the power to delegate; and
 - b. a function that is a duty imposed on the board by the Act or by any other law.
- 5.4.2. Despite any delegation under this clause, the board may continue to exercise all its functions, including any function that has been delegated and remains accountable for the exercise of those functions at all times.

5.5. Appointment of subcommittees

- 5.5.1. The board may create and dissolve any subcommittees, considered appropriate by the board to help with the conduct of the association's operations.
- 5.5.2. Subcommittees shall have such membership, powers and duties as the board shall confer on them, or which the board shall delegate to them.
- 5.5.3. A subcommittee may meet and adjourn as it considers appropriate, or as requested by the board.
- 5.5.4. A member of a subcommittee who is not a board member is not entitled to vote at a board meeting.
- 5.5.5. Subject to the board's absolute control and supervision, each subcommittee may manage its own affairs but must make regular reports to the board, or otherwise as the board may require from time to

time. Each subcommittee must promptly and regularly produce its minutes and records for inspection by or on behalf of the board.

- 5.5.6. A subcommittee must in the exercise of those powers delegated to it, conform to any regulation or restriction that the board may impose upon it from time to time.
- 5.5.7. The chairperson may by virtue of their office be an ex-officio member of any subcommittee.

5.6. Acts not affected by defects or disqualifications

- 5.6.1. An act performed by the board, a subcommittee or a person acting under the direction of the board is taken to have been validly performed.
- 5.6.2. Clause 5.6.1 applies even if the act was performed when:
 - a. there was a defect, informality or irregularity in the appointment of a board member, subcommittee member or person acting under the direction of the board; or
 - b. there was an irregularity in the convening or conduct of any board meeting, subcommittee meeting or general meeting that was not discovered until after the conclusion of that meeting; or
 - c. a board member, subcommittee member or person acting under the direction of the board was disqualified from being a member.

6. Election, appointment and vacancies on board

6.1. Electing the board

- 6.1.1. A board member may only be elected as follows:
 - a. the secretary calls for nominations for board positions with sufficient notice before the general meeting at which the election is to be held;
 - b. any two members of the association, who are eligible to vote at general meetings, may nominate another eligible member (the ***candidate***) to serve as a board member;
 - c. nominations must be:
 - i in writing; and
 - ii signed by the candidate and the members who nominated them; and
 - iii received by the secretary at least 14 days before the general meeting at which the election is to be held.
 - d. a list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be open for inspection by members of the association for at least seven days immediately preceding the general meeting;
 - e. if required by the board, balloting lists must be prepared containing the names of the candidates in order determined by lot;

- f. each member present and entitled to vote at the general meeting may vote for one candidate for each vacant position on the board. Any equality in voting is decided as follows:
 - i if there are two candidates for a vacant board position and both candidates receive an equal number of votes, voting is determined by lot;
 - ii if there are three or more candidates for a vacant board position and two or more candidates receive an equal highest number of votes, a second vote is conducted between only those candidates who received the equal highest number of votes. In the event that following the second vote, two or more candidates receive an equal highest number of votes, voting is determined by lot.
 - g. if there is only one candidate for a vacant board position, the candidate is declared elected if approved by a majority of members present and voting. If the candidate is not approved, nominations for the position may be taken from the floor of the meeting;
 - h. if, at the start of the general meeting, there are no candidates nominated for any vacant board position, nominations for that position may be taken from the floor of the meeting.
- 6.1.2. A person may be a candidate only if the person:
- a. is an adult; and
 - b. is eligible to be elected as a board member under the Act.
- 6.1.3. The board must ensure that, before a candidate is elected as a board member, the candidate is advised:
- a. whether or not the association has public liability insurance; and
 - b. if the association has public liability insurance, the amount of the insurance.

6.2. Resignation, removal or vacation of office of board member

- 6.2.1. A board member may resign from the board by giving written notice of resignation to the secretary.
- 6.2.2. The resignation takes effect at:
 - a. the time the notice is received by the secretary; or
 - b. if a later time is stated in the notice, the later time.
- 6.2.3. A board member may be removed from office at a general meeting of the association if a majority of the members present and voting at the meeting vote in favour of removing the member.
- 6.2.4. Before a vote is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why they should not be removed from office.

- 6.2.5. A board member shall vacate office if that person:
- a. dies; or
 - b. becomes disqualified from being a board member under the Act; or
 - c. becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - d. is convicted of an indictable offence or is made bankrupt; or
 - e. is found to have failed to disclose the nature of any material personal interest in a matter that relates to the affairs of the association; or
 - f. is absent from two consecutive board meetings without leave of the board; or
 - g. is absent from three board meetings during any financial year without leave of the board; or
 - h. does not agree to undergo a criminal history check or is disqualified as a result of such a check, if the board requests the member to undergo a criminal history check.
- 6.2.6. A board member has no right of appeal against their removal from office under this clause.
- 6.2.7. Any board member who has their membership of the association terminated or suspended may not return to the office vacated by them for the remainder of the term for that position.
- 6.2.8. Clause 6.2.7 does not apply in the case of any decision of the board to terminate or suspend a member's membership, which is subsequently set aside by the appeals panel.

6.3. Vacancies on board

- 6.3.1. If a casual vacancy occurs on the board, the continuing members of the board may appoint another member of the association to fill the vacancy for the remainder of the term for that position.
- 6.3.2. With the exception of the positions of chairperson and treasurer, the continuing members of the board may act despite a casual vacancy on the board.
- 6.3.3. If the number of board members is less than the number fixed under clause 7.4.1 as a quorum of the board, the continuing members of the board may act only to:
- a. increase the number of board members to the number required for a quorum; or
 - b. call a general meeting of the association.

- 6.3.4. If a casual vacancy occurs in the position of chairperson or treasurer, the continuing members of the board may act only to:
- a. appoint another member of the association to fill the casual vacancy; or
 - b. call a general meeting of the association.

7. Meetings of the board

7.1. Board meetings

- 7.1.1. Subject to this clause, the board may meet and conduct its proceedings, as it considers appropriate, provided that the board must meet at least once every four months to exercise its functions.
- 7.1.2. The board must decide how a meeting is to be called.
- 7.1.3. Notice of a meeting is to be given in the way decided by the board.
- 7.1.4. The board may hold meetings, or permit a board member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 7.1.5. A board member who participates in the meeting as mentioned in clause 7.1.4 is taken to be present at the meeting.
- 7.1.6. A question arising at a board meeting is to be decided by a majority vote of board members present and voting at the meeting and, if the votes are equal, the question is decided so as to maintain the status quo.
- 7.1.7. The chairperson is to preside as chair at a board meeting.
- 7.1.8. If there is no chairperson or if the chairperson is not present within 30 minutes after the time fixed for a board meeting, the members may choose one of their number to preside as chair at the meeting.

7.2. Special meeting of board

- 7.2.1. If the secretary receives a written request signed by at least 33% of the members of the board, the secretary must call a special meeting of the board by giving each board member notice of the meeting within 14 days after the secretary receives the request.
- 7.2.2. If the secretary is unable or unwilling to call the special meeting, the chairperson must call the meeting.
- 7.2.3. A request for a special meeting must state:
- a. why the special meeting is called; and
 - b. the business to be conducted at the meeting.
- 7.2.4. A notice of a special meeting must state:
- a. the day, time and place of the meeting; and
 - b. the business to be conducted at the meeting.

- 7.2.5. Only the business listed on the notice of a special meeting of the board may be conducted at a special meeting of the board.
- 7.2.6. A special meeting of the board must be held within 14 days after notice of the meeting is given to the members of the board.

7.3. Minutes of board meetings

- 7.3.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each board meeting are entered in a minute book, which may be in electronic format.
- 7.3.2. To ensure the accuracy of the minutes, the minutes of each board meeting must be signed by the chair of the meeting, or the chair of the next board meeting, verifying their accuracy.
- 7.3.3. Minutes of board meetings are available for inspection only by the secretary and the board.

7.4. Quorum for, and adjournment of, board meeting

- 7.4.1. At a board meeting, more than 50% of the members elected to the board as at the close of the last general meeting form a quorum.
- 7.4.2. If there is no quorum within 30 minutes after the time fixed for a special meeting of the board called upon the request of members under clause 7.2.1, the meeting lapses.
- 7.4.3. If there is no quorum within 30 minutes after the time fixed for a board meeting called other than upon the request of members under clause 7.2.1:
 - a. the meeting is to be adjourned for at least one day; and
 - b. the members of the board who are present are to decide the day, time and place of the adjourned meeting.
- 7.4.4. If, at an adjourned meeting mentioned in clause 7.4.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

7.5. Resolutions of board without meeting

- 7.5.1. A written resolution agreed in writing by a majority of the members of the board is as valid and effectual as if it had been passed at a board meeting that was properly called and held.
- 7.5.2. Such a resolution may be validly transmitted and agreed in writing electronically.
- 7.5.3. A resolution mentioned in clause 7.5.1 may consist of several documents in like form, each agreed in writing by one or more members of the board.

7.6. Register of board members' interests

- 7.6.1. The secretary shall cause to be kept and updated from time to time a register of declared interests of board members.
- 7.6.2. If a board member has a material personal interest in a matter that relates to the affairs of the association:
 - a. the board member must declare the interest;
 - b. the board member must not vote on matters that relate to the interest and, if the member does vote, the member's vote must not be counted;
 - c. the association cannot avoid the transaction merely because of the existence of the interest;
 - d. the interest must be recorded in the minutes of the board meeting at which the disclosure is made and also in the register of declared interests of board members.
- 7.6.3. Clause 7.6.2 does not apply to a material personal interest:
 - a. that exists only because the member belongs to a class of persons for whose benefit the association is established; or
 - b. that the member has in common with all, or a substantial proportion of, the members of the association.

8. Meetings of members

8.1. Annual general meetings

- 8.1.1. The association's annual general meeting must be held within 6 months after the end date of the association's reportable financial year.
- 8.1.2. The following business must be conducted at each annual general meeting of the association:
 - a. receiving and adopting the association's financial statement, and audit report, for the last reportable financial year;
 - b. appointing an auditor or an accountant for the present financial year;
 - c. electing board members.

8.2. General meetings

- 8.2.1. The secretary must call a general meeting by giving each member of the association written notice of the meeting within 14 days after:
 - a. being directed to call the meeting by the board; or
 - b. being given a written request signed by at least the number of members of the association who are entitled to vote at general meetings equal to double the number of members of the association on the board when the request is signed plus one.

- 8.2.2. A request mentioned in clause 8.2.1 must state any proposed resolution to be considered at the general meeting.
- 8.2.3. A general meeting must be held within 28 days after the secretary is directed or requested to call the meeting as mentioned in clause 8.2.1.
- 8.2.4. If the secretary is unable or unwilling to call the general meeting, the chairperson must call the meeting.
- 8.2.5. If the secretary or chairperson do not within 28 days from the date of receipt of the request mentioned in clause 8.2.1.b duly proceed to call the meeting, the members who made the initial request, or any of them, may themselves call and arrange to hold the meeting.
- 8.2.6. Any meeting called by the members under clause 8.2.5 must be called in the same manner as that in which meetings are called by the board, and must be held no later than three months from the date of receipt of the request mentioned in clause 8.2.1.b.
- 8.2.7. All reasonable expenses of convening and conducting such a meeting shall be borne by the association.

8.3. Notice of general meeting

- 8.3.1. The secretary may call a general meeting of the association.
- 8.3.2. If the secretary is unable or unwilling to call a general meeting, the chairperson may call the meeting.
- 8.3.3. Written notice of a general meeting must be provided to each member of the association at least 14 days before the date of the general meeting.
- 8.3.4. A notice of a general meeting must state the business to be conducted at the meeting and must specify the date, time and place for the meeting.

8.4. Quorum for, and adjournment of, general meeting

- 8.4.1. The quorum for any general meeting is at least the number of members who are entitled to vote at general meetings equal to the number of members on the board at the close of the association's last general meeting plus one.
- 8.4.2. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 8.4.3. If there is no quorum within 30 minutes after the time fixed for a general meeting called upon the request of members of the association under clause 8.2.1.b, the meeting lapses.
- 8.4.4. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than upon the request of members of the association under clause 8.2.1.b:
 - a. the meeting is to be adjourned for at least seven days; and

- b. the board is to decide the day, time and place of the adjourned meeting.
- 8.4.5. The chair may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 8.4.6. No business will be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 8.4.7. A resolution passed at any adjourned meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.
- 8.4.8. When a meeting is adjourned, a new notice of the adjourned meeting is required only if the meeting is adjourned for 14 days or more.

8.5. Procedure at general meeting

- 8.5.1. An eligible voting member may take part and vote in a general meeting in person, by proxy or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 8.5.2. A member who participates in a meeting as mentioned in clause 8.5.1 is taken to be present at the meeting.
- 8.5.3. At each general meeting:
 - a. the chairperson is to preside as chair; and
 - b. if there is no chairperson or if the chairperson is not present within 30 minutes after the time fixed for the meeting or is unwilling to act, the members present may choose another board member to be chair of the meeting; and
 - c. if there is no board member present the members may choose one of their number to preside as chair at the meeting; and
 - d. the chair must conduct the meeting in a proper and orderly way.

8.6. Voting at general meeting

- 8.6.1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority vote of the eligible voting members present and voting.
- 8.6.2. Each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the question is decided so as to maintain the status quo.
- 8.6.3. A member is not entitled to vote at a general meeting if the member has any subscription fee or other fee in arrears at the date of the meeting.

- 8.6.4. A challenge to a member's right to vote at a general meeting:
 - a. may only be made at the meeting; and
 - b. must be determined by the chair, whose decision is final.
- 8.6.5. The method of voting is to be decided by the board.
- 8.6.6. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 8.6.7. If a secret ballot is held, the chair must appoint two members to conduct the secret ballot in the way the chair decides.
- 8.6.8. The result of a vote as declared by the chair is taken to be a resolution of the meeting at which the vote was held. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- 8.6.9. Before any vote is taken the chair must inform the meeting whether any proxy votes have been received and the manner in which proxy votes are to be cast.

8.7. Proxies

- 8.7.1. Any member who is entitled to vote at general meetings may appoint another member, who is also entitled to vote at general meetings, as the member's proxy to attend and vote for the member at a general meeting.
- 8.7.2. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 8.7.3. Each instrument appointing a proxy must be received by the secretary at least 48 hours before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 8.7.4. An instrument appointing a proxy must be in writing and be in the following or similar form:

South West Indigenous Network Inc.:

I, _____ of, _____ being
 a member of the association, appoint _____ of _____
 as my proxy to vote for me on my behalf at the (annual) general meeting of the
 association, to be held on the _____ day of _____ 20____
 and at any adjournment of the meeting.
 Signed this _____ day of _____ 20____
 Signature _____

- 8.7.5. The instrument appointing a proxy must be signed by the appointor.
- 8.7.6. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

- 8.7.7. If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in writing and be in the following or similar form:

South West Indigenous Network Inc:

I, _____ of, _____ being
a member of the association, appoint _____ of _____
as my proxy to vote for me on my behalf at the (annual) general meeting of the
association, to be held on the _____ day of _____ 20 _____
and at any adjournment of the meeting.

Signed this _____ day of _____ 20 _____

Signature _____

This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the following resolutions:

[*List relevant resolutions*]

- 8.7.8. Unless the secretary has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
- a. the appointing member dies; or
 - b. the member is mentally incapacitated; or
 - c. the member revokes the proxy's appointment.

8.8. Minutes of general meetings

- 8.8.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book, which may be in electronic format.
- 8.8.2. To ensure the accuracy of the minutes:
- a. the minutes of each annual general meeting must be signed by the chair of the meeting, or the chair of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy; and
 - b. the minutes of each general meeting must be signed by the chair of the meeting, or the chair of the next general meeting, verifying their accuracy.
- 8.8.3. If asked by a member of the association, the secretary must, within 28 days after the request is made:
- a. make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - b. give the member a copy of the minutes of the meeting.
- 8.8.4. The association may require the member to pay the reasonable costs of providing copies of the minutes.

9. Secretary

9.1. Appointment or election of secretary

- 9.1.1. The secretary must be an individual residing in Queensland, or in another state but not more than 65km from the Queensland border, who is:
- a. an eligible member of the association elected as secretary by the members at a general meeting; or
 - b. any of the following people appointed by the board as secretary:
 - i a member of the association's board;
 - ii another member of the association;
 - iii another person.
- 9.1.2. If a vacancy occurs in the office of secretary, the members of the board must ensure a secretary is appointed or elected within one month after the vacancy occurs.
- 9.1.3. If the board appoints a person mentioned in clause 9.1.1.b.ii as secretary, other than to fill a casual vacancy on the board, the person does not become a board member.
- 9.1.4. However, if the board appoints a person mentioned in clause 9.1.1.b.ii as secretary to fill a casual vacancy on the board, the person becomes a board member.
- 9.1.5. If the board appoints a person mentioned in clause 9.1.1.b.iii as secretary, the person does not become a board member.

9.2. Removal of secretary

- 9.2.1. A secretary who has been appointed by the board may at any time be removed by the board.
- 9.2.2. If the board removes a secretary who is a person mentioned in clause 9.1.1.b.i, the person remains a board member.

9.3. Functions of secretary

- 9.3.1. The secretary's functions include, but are not limited to:
- a. calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the chairperson of the association; and
 - b. keeping minutes of each meeting; and
 - c. keeping copies of all correspondence and other documents relating to the association; and
 - d. maintaining the register of members of the association.

10. Finance

10.1. Funds and accounts

- 10.1.1. The funds of the association must be kept in one or more accounts in the name of the association in a financial institution decided by the board.
- 10.1.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 10.1.3. All amounts must be deposited in a financial institution account as soon as possible after receipt.
- 10.1.4. A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- 10.1.5. Any cheque or electronic funds transfer must be signed or approved by any two of the following:
 - a. the chairperson;
 - b. the secretary;
 - c. the treasurer;
 - d. any other person who has been authorised by the board to sign cheques issued or approve electronic funds transfers by the association.
- 10.1.6. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 10.1.7. A petty cash account may be kept on the imprest system, and the board must decide the amount of petty cash to be kept in any such account.
- 10.1.8. All expenditure must be approved or ratified at a board meeting.

10.2. Annual financial statement

- 10.2.1. On behalf of the board, the treasurer must, as soon as possible after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 10.2.2. The board must ensure that the association's financial statement is audited by an auditor or an accountant and presented to the annual general meeting for adoption.

10.3. General financial matters

- 10.3.1. The income and property of the association must be applied solely towards the promotion of the objects of the association as set out in this constitution.
- 10.3.2. No portion of the association's income or property is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the association, provided that nothing herein prevents the payment in good faith of:
 - a. remuneration of any person in return for services actually rendered to the association; or
 - b. repayment for out-of-pocket expenses incurred on behalf of the association; or
 - c. payment for sale or hire of goods or payment of rent for premises let to the association; or
 - d. interest to any member in respect of money advanced by that member to the association or otherwise owing by the association to the member, provided that the rate of interest is not more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
 - i the financial institution of the association; or
 - ii if there is more than one financial institution of the association, the financial institution nominated by the board.
- 10.3.3. The association precludes the payment to an officer or employee of the association of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the association or the receipts of the association for such liquor.

10.4. Financial year

- 10.4.1. The association's financial year will commence on 1 July and end on 30 June in each year.

11. Documents and legal

11.1. Documents

- 11.1.1. The board must ensure the safe custody of books, documents, instruments of title and securities of the association.

11.2. Notices

- 11.2.1. A written notice may be given by the association to any member either personally, electronically or by sending it by post to the member's last address notified in writing to the association.

11.2.2. Where a notice is sent by post:

- a. service of the notice is effected by properly addressing, pre-paying and posting a letter or packet containing the notice; and
- b. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

11.3. Common seal

11.3.1. The board must ensure the association has a common seal.

11.3.2. The common seal must be:

- a. kept securely by the board; and
- b. used only under the authority of the board.

11.3.3. Each instrument to which the seal is attached must be signed by a board member and countersigned by:

- a. the secretary; or
- b. another board member; or
- c. someone authorised by the board.

11.4. Alteration of constitution

11.4.1. Subject to the Act, this constitution may be amended, repealed or added to by a special resolution carried at a general meeting.

11.4.2. However, an amendment, repeal or addition is valid only if it is registered by the chief executive of the relevant government department from time to time having responsibility for supervision of the provisions of the Act.

11.5. Bylaws

11.5.1. The board may make, amend or repeal bylaws, consistent with this constitution, for the internal management of the association.

11.5.2. A bylaw may be set aside by a majority vote of members at a general meeting of the association.

11.6. Indemnity

11.6.1. A matter or thing done or omitted to be done by a secretary, board member, employee or member of the association, does not, if the matter or thing was done or omitted to be done in good faith for the purpose of exercising the association's functions under the Act, subject the person so acting personally to any action, liability, claim or demand.

11.7. Insurance

- 11.7.1. The association may pay, whether directly or through an interposed entity, a premium for a contract insuring a secretary, board member or employee against liability that the person incurs as an officer of the association, including a liability for legal costs.

12. Winding up

12.1. Distribution of surplus assets to another entity

- 12.1.1. This clause applies if the association:
- a. is wound-up under part 10 of the Act; and
 - b. has surplus assets.
- 12.1.2. The surplus assets must not be distributed among the members of the association.
- 12.1.3. The surplus assets must be given to another entity:
- a. having objects similar to the association's objects; and
 - b. the rules of which prohibit the distribution of the entity's income and assets to its members.

12.2. Liability

- 12.2.1. A secretary, board member, employee or member of the association is not personally liable to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association, beyond:
- a. the property of the incorporated association in the person's possession; and
 - b. the amount, if any, unpaid by the person in respect of membership of the association as required by clause 3.2.