

## CONSTITUTION OF CONNECT: INNER WEST COMMUNITY TRANSPORT GROUP INC.

### 1. NAME

The name of the organisation shall be Connect: Inner West Community Transport Group Inc., hereinafter called the Association.

### 2. OBJECTS

The objects of the Association shall be:

- (a) to establish or develop services to meet the needs of transport disadvantaged people - particularly the aged and people with disabilities - including provision of new, and modification of existing, transport services;
- (b) to provide information and assistance where possible to other community organisations interested in community transport;
- (c) to liaise with other organisations involved in community transport and with any formal organisation of these groups;
- (d) to investigate the provision of and needs for transport services; and
- (e) to provide input into government policy on public transport in general and on 'community transport' in particular.

Subject to the Associations Incorporation Act 2009 ('Act') and the Association Incorporation Regulation 2016, the Association must apply its funds and assets solely in furtherance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain (as defined in the Act) for any of its members.

### 3. MEMBERSHIP

- (a) Subject to these rules the membership of the Association shall be comprised of the members of the Association immediately prior to incorporation together with such other individuals as the committee as defined in the Act ('Board') admits to membership.
- (b) Membership is open to all individuals who accept the objects and rules of the Association.

- (c) Individuals and organisations wishing to become members of the Association shall apply to the person performing the functions of the Association's Executive Officer (by whatever name called) ('Executive Officer') for membership and pay the membership fee for the current year.
- (d) The Board shall determine whether or not to accept an application for membership, and if an application is refused the membership fee that has been paid is to be returned.
- (e) Members shall pay such fees as are determined by the Association at a general meeting.
- (f) A register of members shall be kept by the Association showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.
- (g) A member may resign from membership of the Association by notice to the Executive Officer, and membership shall cease upon such resignation or upon a member's expulsion, death, or failure to pay outstanding membership fees within three months of the due date. The Board shall have the power to waive fees in special circumstances.
- (h) Membership fees shall fall due on the first day of each financial year of the Association. The financial year of the Association shall run from July 1 to June 30.
- (i) A right, privilege or obligation which a person has by reason of being a member of the Association is not capable of being transferred or transmitted to another person, and terminates on cessation of the person's membership.

#### **4. MEMBERS LIABILITY**

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

## 5. DISCIPLINING OF MEMBERS AND RESOLUTION OF DISPUTES

- (a) If any person complains to the Board that a member has acted in a manner detrimental to the best interests of the Association, or has refused or neglected to comply with a provision or provisions of this constitution ('Conduct'), the member may be expelled or otherwise disciplined by the Board, if it is the opinion of the Board that the Conduct has been proven and that such discipline is warranted.
- (b) The member must be afforded an opportunity to provide an explanation of his or her conduct either verbally or in writing as he or she prefers but a member shall have no right of appeal against the Board's decision.
- (c) A dispute between members of the Association (in their capacity as such) is to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*, and if the dispute is not so resolved within 3 months of referral the dispute is to be referred to arbitration, and the *Commercial Arbitration Act 2010* applies to such dispute so referred.

## 6. MANAGEMENT - BY BOARD

- (a) The Association shall have its affairs controlled and managed on behalf of the membership by the Board.
- (b) The Board may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and the Board has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.
- (c) The members of the Board ('Directors') shall comprise the office bearers, namely the Chair, Vice Chair and Treasurer, and five other additional members.
- (d) The Directors shall be elected at each Annual General Meeting (in such usual and proper manner as the Board may direct).
- (e) Each Director shall hold office from the date of their election or appointment until the next Annual General Meeting.

- (f) Retiring Directors are eligible for re-election.
- (g) The Board shall meet as often as necessary to conduct the business of the Association, being not less than 6 times each financial year.
- (h) No business is to be transacted at any meeting of the Board unless a quorum is present, and the quorum for meetings of the Board shall be three.
- (i) If within half an hour of the time appointed for a meeting of the Board a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day of the following week, or as the Directors present shall determine, and notice of such adjournment shall be given to all Directors. 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.
- (j) Notice of Board meetings shall be given at the previous Board meeting or by such other means as the Board may decide.
- (k) At Board meetings the Chair, or in the Chair's absence the Vice-Chair, is to preside, but if both are absent or unwilling to act, one of the remaining Directors chosen by the Directors present at the meeting is to preside.
- (l) Any casual vacancy occurring in the Board may be filled by a member appointed by the Board.
- (m) A casual vacancy occurs in the office of a Director if the Director resigns in writing to the Executive Officer, ceases to be a member of the Association, is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, becomes a mentally incapacitated person, is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, is prohibited from being a director of a company under part 2D.6 of the *Corporations Act 2001* of the Commonwealth, or if the Director is absent from three successive Board meetings without approval by the Board.
- (n) The Association in general meeting may also by resolution remove any Director from such position before the expiration of the Director's term of office and may by resolution appoint another person to hold office until

the expiration of the term of office of the Director so removed. At such general meeting the Director shall be entitled to be heard.

- (o) The Board may function validly provided its number is not reduced below the quorum. Should Board numbers fall below the quorum the remaining Directors may act only to appoint new Board Members.
- (p) Questions arising at any meeting of the Board shall be decided by the majority of votes of those present. In case of an equality of votes the person who is the chair of the meeting shall have a second or casting vote.
- (q) A Board meeting may be held at two or more venues using any technology approved by the Directors that gives each of the Directors a reasonable opportunity to participate, and a Director who participates in a Board meeting using that technology is taken to be present at the meeting and, if the Director votes at the meeting, is taken to have voted in person.
- (r) A Director shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any Director except repayment of out-of-pocket expenses.
- (s) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the Association that the Board thinks fit) to exercise any of the functions of the Board that are specified in the instrument, other than this power of delegation and a function which is a duty imposed on the Board by the Act or by another law, and the delegation may be made subject to any specified conditions or limitations.
- (t) The delegation of any functions may be revoked, but while unrevoked, may be exercised from time to time by such sub-committee in accordance with the terms of the delegation, and such exercise shall be as effective as if done by the Board, but such delegation does not prevent the Board from continuing to exercise any function delegated.
- (u) A sub-committee may meet and adjourn conduct its affairs as it thinks proper, subject to any contrary direction by the Board.

## 7. GENERAL MEETINGS

- (a) An Annual General Meeting of the Association shall be held each year within three calendar months from the end of the financial year of the Association (except the first Annual General Meeting which shall be held within two months from the end of the first financial year and within eighteen months of incorporation).
- (b) At least fourteen days notice of all general meetings (other than general meetings where a special resolution is proposed) shall be given to members in writing.
- (c) In the case of the Annual General Meeting the following business shall be transacted (in addition to any other business which may be transacted at an annual general meeting):
  - (i) confirmation of the minutes of the last Annual General Meeting and any special general meeting that has been held since the last Annual General Meeting.
  - (ii) receipt of the Board's reports upon the activities of the Association in the last financial year.
  - (iii) election of the Directors.
  - (iv) receipt and consideration of any financial statement or report required to be submitted to the members under the Act.
- (d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Executive Officer who must include that business in the next notice calling a general meeting.
- (e) The Chair or, in the Chair's absence, the Vice Chair, shall act as Chair at each general meeting of the Association.
- (f) If the Chair and the Vice Chair are absent from a general meeting or are unwilling to act, the members present at the meeting shall elect one of their number to act as chair.
- (g) No business is to be transacted at any general meeting unless a quorum is present.
- (h) The quorum for a general meeting shall be six members present in person or voting by proxy. If within half an hour of the time appointed for a meeting a quorum is not present, the meeting is dissolved if convened

on a requisition of members, but otherwise stands adjourned to the same place and at the same hour of the same day of the following week, or as shall be determined at such meeting. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present, being at least 3, are to constitute a quorum.

- (i) Voting at general meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which shall be decided by special resolution where a three-quarter majority is required.
- (j) Each member of the Association may, in writing signed by or on behalf of that member, appoint as proxy a member of the Association to attend and vote at general meetings. Any instrument appointing a proxy to be valid must be delivered to the Executive Officer before the time for holding the meeting or any adjourned meeting at which the person named proposes to vote.
- (k) In the case of an equality of votes the person appointed to chair the general meeting shall have a second or casting vote.
- (l) Nominations of candidates for election as Directors may be made at the Annual General Meeting or in such other ways as may be determined by the Board.

## **8. OFFICE BEARERS AND EXECUTIVE OFFICER**

- (a) The office bearers of the Association are those Directors who are elected by the Board to such positions (in such usual and proper manner as the Board may direct), at the first meeting of the Board after the annual general meeting, and they hold office until the conclusion of the annual general meeting following their appointment.
- (b) If a casual vacancy occurs in the office of an office bearer the Board may fill such casual vacancy from among the Directors, and the person so appointed shall also hold such office until the conclusion of the annual general meeting following their appointment
- (c) The maximum number of consecutive terms for which an office bearer may hold office (under any position and however described) is five, to the

intent that after not holding office as office bearer for the following term such person will be again entitled to hold office as an office bearer for up to five consecutive terms.

- (d) It is the duty of the Executive Officer to keep records of the business of the Association including the rules, register of members and Directors (including office bearers), minutes of all general and Board meetings and a file of correspondence. The records, books and accounts of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.
- (e) The Treasurer shall ensure that all money due to the Association is received by the Association and paid into an account in the Association's name, and that all payments authorised by the Association are made.
- (f) Payments that have been authorised in accordance with the current delegations shall be made via EFT or direct debit or in such other manner as is approved by the Board.
- (g) The Treasurer shall ensure all necessary financial reports are prepared and submitted and that correct books and accounts are kept showing the financial affairs of the Association including full details of receipts and expenditure connected with the activities of the Association. The Executive Officer shall have the day to day responsibility for these matters.

## **9. SPECIAL GENERAL MEETINGS AND SPECIAL RESOLUTIONS**

- (a) The Board may, whenever it thinks fit, convene a Special General Meeting of the Association. A Special General Meeting must also be convened by the Board within three months of receiving a written request to do so from at least five per cent of the membership of the Association. A requisition of members for a special general meeting must be in writing, state the purpose or purposes of the meeting, signed by the members making the requisition, lodged with the Executive Officer, and may consist of several documents in similar form, each signed by one or more members making the requisition.
- (b) A special resolution must be passed by a general meeting of the Association to effect the following changes:

- (i) a change of the Association's name;
  - (ii) a change of the Association's rules;
  - (iii) a change of the Association's objects;
  - (iv) an amalgamation with another Incorporated Association;
  - (v) to voluntarily wind up the Association and distribute its property;
  - and
  - (vi) to apply for registration as a corporation.
- (c) A special resolution shall be passed in the following manner:
- (i) a notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;
  - (ii) the notice must give details of the proposed special resolution and give at least twenty one days notice of the meeting;
  - (iii) a quorum must be present at the meeting; and
  - (iv) at least three quarters of those present in person or by proxy must vote in favour of the resolution.

## 10. PUBLIC OFFICER

- (a) The Board shall ensure that a person is appointed as Public Officer.
- (b) The first Public Officer shall be the person who completed the application for incorporation of the Association.
- (c) The Board may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is eighteen years of age or older and a person ordinarily resident in New South Wales.
- (d) The Public Officer shall be deemed to have vacated his or her position as provided in the Act or in the following circumstances:
  - (i) death;
  - (ii) resignation;
  - (iii) removal by the Board or at a general meeting;
  - (iv) bankruptcy or financial insolvency;
  - (v) if he or she becomes mentally ill and is unable to discharge his or her office or a person whose person or estate is liable to be dealt with in any way under the law in mental health; or
  - (vi) being ordinarily resident outside New South Wales.

- (e) When a vacancy occurs in the position of Public Officer the Board must appoint a new Public Officer.
- (f) The Public Officer is required to make such notifications to the Secretary (as defined in the Act) ('Secretary') as the Act requires.
- (g) The Public Officer may be a Director, including an office bearer, or any other person who is not prohibited by the Act from adopting that role and who is regarded as suitable for the position by the Board.

## 11 MISCELLANEOUS

- (a) The Association shall effect and maintain insurance as is required under the Act together with any other insurance which may be required by law or regarded as necessary by the Association.
- (b) The funds of the Association shall be derived from the fees of members, donations, grants and such other sources approved by the Association.
- (c) The Association may execute documents without using a common seal if the document is signed by two of its authorised signatories.
- (d) The Association shall be voluntarily dissolved by a special resolution of the members present at a Special General Meeting convened to consider such question.
- (e) Upon a special resolution being passed in accordance with paragraph d) of this rule, all surplus property of the Association (as defined in the Act) shall be distributed to another organisation or organisations as specified in the special resolution with similar objects and which is not carried on for the profit or gain of its individual members, subject to the approval of the Secretary and in accordance with the Act.
- (f) The auditor or auditors shall be elected at the Annual General Meeting. They shall examine all accounts, vouchers, receipts, books etc. and furnish a report thereon to the members at the Annual General Meeting.
- (g) Audits shall be carried out at regular intervals of not more than twelve months.
- (h) An auditor shall not be a member or closely related to a member of the Board and shall not be prohibited from acting in that capacity by the Act .

- (i) Service of documents on the Association is effected by serving them on the Public Officer or the Executive Officer or by serving them personally on two members of the Board.

## 12 TRANSITIONAL

- (a) Subject to the following sub-clauses of this clause 12, this constitution replaces the Association's original constitution as amended at an Annual General Meeting held on 24 September 2003 and comes into effect on the date on which it is registered pursuant to the Act ('Registration Date').
- (b) Until the first Annual General Meeting held after the Registration Date (the '2019 AGM') the maximum number of directors pursuant to clause 6(c) is the greater of the number of Management Committee members elected at the Annual General Meeting most recently held prior to the Registration Date (the '2018 AGM'), and 8.
- (c) The persons who were elected as Members of the Management Committee at the 2018 AGM shall be the Directors until the 2019 AGM unless they are removed or a casual vacancy occurs in the meantime.
- (d) As from the Registration Date the position of Secretary of the Association shall lapse (as the functions of that office will effectively be assumed by the Executive Officer).
- (e) The persons who were elected to the positions of President, Vice President and Treasurer at the 2018 AGM shall be the office bearers under this Constitution until the 2019 AGM unless a casual vacancy occurs in the meantime, and they shall be respectively the Chair, Vice Chair and Treasurer.