

ANTaR Inc.

Constitution

Under the *Associations Incorporation Act 2009 (NSW)*

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Objects for ANTaR Inc.

The Objects of ANTaR Inc are:

1. To assist Aboriginal and Torres Strait Islander people in the maintenance and development of their diverse cultures.
2. To promote reconciliation and coexistence between Aboriginal and Torres Strait Islander and non-Indigenous Australians as an essential element of creating a fair and just society for all Australians.
3. To educate and raise awareness amongst non-Indigenous Australians about the treatment and conditions of Aboriginal and Torres Strait Islander people and about Indigenous rights and to promote an attitude which values social justice for Aboriginal and Torres Strait Islander peoples.
4. To perform, in consultation with peak state/territory ANTaR groups, the following functions at a national level:
 - Linking and coordination with peak state/territory ANTaR groups;
 - Liaison with Aboriginal and Torres Strait Islander people and leaderships;
 - Conducting educational activities about native title, indigenous rights and reconciliation issues;
 - Raising funds for the national effort from direct appeals, private donors, events, merchandise sales, foundations (in consultation with state and territory ANTaRs) and other organisations;
 - Raising the national profile of ANTaR;
 - Administering the Sea of Hands;
 - Coordinating research, writing and publishing for community education on Aboriginal and Torres Strait Islander issues.
5. To do all things incidental to the attainment of the above objects.

Part 1 - Preliminary

1. Definitions

(1) In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration.

ordinary board member means a member of the board who is not an office-bearer of the association.

secretary means:

(a) the person holding office under this constitution as secretary of the association, or

(b) if no such person holds that office - the public officer of the association.

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

State/Territory ANTaR means the peak ANTaR organisation from an Australian State and Territory that has been approved by the Board.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

(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.

Part 2 - Membership

2. Membership generally

- (1) A person is eligible to be a member of the association if: (a)
the person is a natural person, and
(b) the person has been nominated and approved for membership of the association in accordance with clause 3.
- (2) A State/Territory ANTaR is a member of the association.

3. Application for membership

- (1) An application of a person for membership of the association:
 - (a) must be made in writing, be signed by the applicant for membership, and specify that the applicant for membership agrees to be bound by the constitution of the association for the time being in force,
 - (b) otherwise, must be in a form approved by the board, and
 - (c) must be lodged with the secretary of the association.
- (2) 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.
- (3) As soon as practicable after the board makes that determination, the secretary must:
 - (a) notify the applicant, in writing, that the board approved or rejected the application (whichever is applicable), and
 - (b) if the board approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

4. Cessation of membership

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

dies, or

(b) resigns membership, or

(c) is expelled from the association, or

(d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due; or

(e) if it is a State/Territory ANTaR, is wound up or becomes insolvent.

5. Membership entitlements not transferable

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

(a) is not capable of being transferred or transmitted to another person, except as provided for under clause 33, and

(b) terminates on cessation of the person's membership.

6. Resignation of membership

(1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

(2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of members

(1) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.

(2) The register of members must be kept in New South Wales: (a)

at the main premises of the association, or

(b) if the association has no premises, at the association's official address.

(3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.

(4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

(5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

(6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

(a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or

(b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. Fees and subscriptions

(1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the board, that other amount.

(2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the board, that other amount: (a)

except as provided by paragraph (b), before 1 July in each calendar year, or

(b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.

9. Members' liabilities

The liability of a member of the association 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 is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

10. Resolution of disputes

(1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred:

(a) initially to the board for mediation, and

(b) where such mediation is unsuccessful, to a community justice centre for mediation under the *Community Justice Centres Act 1983*.

(2) At least 7 days before a board mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the board.

(3) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

(4) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

11. Disciplining of members

(1) A complaint may be made to the board by any person that a member of the association:

(a) has refused or neglected to comply with a provision or provisions of this constitution, or

(b) has wilfully acted in a manner prejudicial to the interests of the association. (2)

The board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

(3) If the board decides to deal with the 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.
- (4) The board may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the board expels or suspends a member or disapproves a State/Territory ANTaR as a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the board for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion, suspension or disapproval does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

12. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the board under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
 - (2) 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 subclause (1), the secretary must notify the board which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
- (a) no business other than the question of the appeal is to be transacted, and
 - (b) the board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 - The board

13. Powers of the board

- (1) Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the board:
- (a) is to control and manage the affairs of the association, and
 - (b) 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
 - (c) has power to perform all such acts and do all such things as appear to the board to be necessary or desirable for the proper management of the affairs of the association.
 - (2) In exercising its powers, the board shall:
 - (a) take into account the interests of the State/Territory ANTaRs; (b) communicate with the State/Territory ANTaRs, and
 - (c) take into account the recommendations of the Campaigns/Advocacy Council.

14. Composition and membership of board

- (1) The board is to consist of:
- (a) the office-bearers of the association, and
 - (b) at least 3 ordinary board members, each of whom is to be elected at an annual general meeting of the association under clause 15.
 - (2) The total number of board members is to be at least 7 and no more than 9.
 - (3) At least half of the board members must have been nominated under subclause 15(3) by a State/Territory ANTaR, which must be one of the members who has signed the form of the nomination.
 - (4) The office-bearers of the association are as follows: (a) the president,
 - (b) the vice-president, (c) the treasurer,
 - (d) the secretary.
 - (5) A board member may hold up to 2 offices (other than both the president and vice-president offices).
 - (6) Each member of the board is, subject to this constitution, to hold office until the conclusion of the third annual general meeting following the date of the member's election, and is eligible for re-election once only, for a total of two terms of three years each.
 - (7) Notwithstanding subclause (6), a board member may be re-elected for a third or subsequent term, if the general meeting resolves that the member's skills and experience are essential to the good governance of the association and no other candidates with comparable skills and experience are available for election.
 - (8) A former member of the board is eligible for election to the board, other than as specified in subclause 14(6).

15. Election of board members

- (1) There are 3 classes of board members, being class A, class B and class C, and each board member belongs to a class by virtue of the class to which he or she was elected pursuant to this clause, elected or appointed pursuant to clause 18 (casual vacancies), or pursuant to the operation of clause 45 (transitional).
- (2) At each annual general meeting, the offices of a class of board members are vacated, as follows:
 - (a) at the second annual general meeting held after this constitution comes into effect—class A,
 - (b) at the third annual general meeting held after this constitution comes into effect—class B,
 - (c) at the fourth annual general meeting held after this constitution comes into effect—class C, and
 - (d) at each subsequent annual general meeting—the class required to maintain the sequence of vacancies as class A then class B then class C.
- (3) Nominations of candidates for election as office-bearers of the association or as ordinary board members:
 - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (4) If insufficient nominations are received to fill all vacancies on the board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (5) If insufficient further nominations are received, any vacant positions remaining on the board are taken to be casual vacancies.
- (6) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (7) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (8) The ballot for the election of office-bearers and ordinary board members of the board is to be conducted at the annual general meeting in such usual and proper manner as the board may direct, but must include the ability for proxy votes to be exercised by absent members.
- (9) A person nominated as a candidate for election as an office-bearer or as an ordinary board member of the association must be a member of the association.

16. Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the board, and

- (b) the names of members of the board present at a board meeting or a general meeting, and
- (c) all proceedings at board meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17. Treasurer

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

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

18. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the board, the board may appoint a member of the association or a representative of the State/Territory ANTaRs to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) At that annual general meeting, a board member shall be elected for the rest of the term of office of the member whose position has fallen vacant.
- (3) In filling a casual vacancy the board shall endeavour to ensure that the representative balance of the board is maintained.
- (4) A casual vacancy in the office of a member of the board occurs if the member: (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the board from 3 consecutive meetings of the board, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

19. Removal of board members

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

- (2) If a member of the board to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Board meetings and quorum

- (1) The board must meet at least 3 times in each period of 12 months at such place and time as the board may determine.
- (2) Additional meetings of the board may be convened by the president or by any member of the board.
- (3) Oral or written notice of a meeting of the board must be given by the secretary to each member of the board at least 4 working days (or such other period as may be unanimously agreed on by the members of the board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the board members present at the meeting unanimously agree to treat as urgent business.
- (5) At least half of the members of the board constitute a quorum for the transaction of the business of a meeting of the board.
- (6) No business is to be transacted by the board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the board:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the board as may be chosen by the members present at the meeting is to preside.
- (9) Attendance at meetings may be by telephone or other electronic real-time link.

21. Delegation by board to sub-committee

- (1) The board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association 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 sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- (3) A delegation under this clause may be made subject to 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 under this clause, the board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the board.
- (6) The board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

22. Voting and decisions

- (1) Questions arising at a meeting of the board or of any sub-committee appointed by the board are to be determined by a majority of the votes of members of the board or sub-committee present in person or by proxy at the meeting.
- (2) Each member present in person or by proxy at a meeting of the board or of any sub-committee appointed by the board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the motion is taken to be lost.
- (3) Subject to clause 20 (5), the board may act despite any vacancy on the board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the board or by a sub-committee appointed by the board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the board or sub-committee.

Part 4 - General meetings

23. Annual general meetings - holding of

The association must hold its annual general meetings:

- (a) within 6 months after the close of the association's financial year, or
- (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

24. Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 23, 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 reports on the activities of the association during the last preceding financial year from the board and the Campaigns/Advocacy Council,
- (c) to elect office-bearers of the association and ordinary board members, (d) to elect the chairperson of the Campaigns/Advocacy Council
- (e) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

25. Special general meetings - calling of

- (1) The board may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The board must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (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 subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the board.

26. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (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 clause 24 (2).
- (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.

27. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present in person or by electronic real-time link (being members entitled under this constitution to vote at a general meeting), provided that at least 3 members of the quorum are State/Territory ANTaRs, 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) are to constitute a quorum.

28. Presiding member

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

29. 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 of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30. Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by either:
 - (a) a show of hands, or
 - (b) a roll call followed by verbal voting, or
 - (c) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

31. Special resolutions

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

32. Voting

- (1) At a general meeting of the association, there are two classes of members, which each, as a class, shall have 50% of the votes on any question:
 - (a) The State/Territory ANTaRs present by agent or by proxy, and
 - (b) the other members present in person or by proxy.
- (2) On any question arising at a general meeting of the association, a State/Territory ANTaR has the number of votes calculated by dividing the total number of other members present at the meeting in person or by proxy by the number of State/Territory ANTaRs present by agent or by proxy.
- (3) On any question arising at a general meeting of the association other members have one vote only each.
- (4) All votes must be given personally or by proxy but no member may hold more than 5 proxies.

- (5) In the case of an equality of votes on a question at a general meeting, the motion is taken to be lost.
- (6) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.
- (6) A member who is not a State/Territory ANTaR is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

33. Appointment of proxies

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

34. Postal ballots

The association may not hold a postal ballot to determine any issue or proposal.

Part 5 – Campaigns/Advocacy Council

34A. Campaigns/Advocacy Council

- (1) There is to be a Campaigns/Advocacy Council appointed at each annual general meeting.
- (2) The Campaigns/Advocacy Council may have up to 15 members.
- (3) Each State/Territory ANTaR may nominate at least one member of the Campaigns/Advocacy Council
- (4) The members of the Campaigns/Advocacy Council need not be members of the association.
- (5) Each member of the Campaigns/Advocacy Council who is not a member of the association must agree in writing to support the objects of the association and be bound by this part of the Constitution before attending a meeting of the Campaigns/Advocacy Council
- (6) The Campaigns/Advocacy Council is to be chaired by a member of the board who is to be appointed at the annual general meeting.

34B. Meetings of the Campaigns/Advocacy Council

- (1) The Campaigns/Advocacy Council must meet at least 4 times in each period of 12 months at such place and time as the Campaigns/Advocacy Council may determine.
- (2) Otherwise, the Campaigns/Advocacy Council may meet and adjourn as it thinks proper.
- (3) Four members of the Campaigns/Advocacy Council constitute a quorum for the transaction of the business of a meeting of the Campaigns/Advocacy Council. The quorum must include the chairperson of the Campaigns/Advocacy Council or his or her nominee (who must be a member of the board).
- (4) At a meeting of the Campaigns/Advocacy Council, the chairperson or his or her nominee is to preside.
- (5) Attendance at meetings may be by telephone or other electronic real-time link.

34C. Functions of the Campaigns/Advocacy Council

- (1) The Campaigns/Advocacy Council is to:
 - (a) convene and organise a National Forum, which, subject to the availability of funding, is to be held annually,
 - (b) facilitate, and provide advice and recommendations regarding the campaigning and advocacy activities of the association, with a view to ensuring that they are done in pursuance of the objects of the association,
 - (c) facilitate, and provide advice and recommendations regarding the relationships between the association and the State/Territory ANTaRs and among the State/Territory ANTaRs, with a view to ensuring communication, collaboration, networking and learning among them, and
- (d) assist the association's planning regarding these issues,
- (2) The Campaigns/Advocacy Council may make recommendations to the general meeting and the board of the association and to the State/Territory ANTaRs about:
 - (a) undertaking activities in pursuance of the objects of the association,

(b) prioritising such activities, and

(c) collaboration on such activities among the association, the State/Territory ANTaRs and other interested people, groups and organisations.

(3) The Campaigns/Advocacy Council must report regularly on its activities to the board, the annual general meeting and the State/Territory ANTaRs.

34D. Campaigns/Advocacy Council Casual Vacancies and Proxies

(1) In the event of a casual vacancy occurring in the membership of the Campaigns/Advocacy Council, the Campaigns/Advocacy Council may appoint a person to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

(2) A casual vacancy in the office of a member of the Campaigns/Advocacy Council occurs if the member:

(a) dies, or

(b) becomes a mentally incapacitated person, or

(c) resigns office by notice in writing given to the chair of the Campaigns/Advocacy Council.

(3) Each member of the Campaigns/Advocacy Council is entitled to appoint another person as proxy for a meeting of the Campaigns/Advocacy Council by notice in writing given to the chair of the Campaigns/Advocacy Council no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

Part 6 - Miscellaneous

35. Insurance

The association may effect and maintain insurance.

36. Funds - source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations, grants and, subject to any resolution passed by the association in general meeting, such other sources as the board determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving monies for which a donor requests a receipt or for donations which are tax deductible or to the value of \$50 or more, issue an appropriate receipt.

37. Funds - management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the board or one member of the committee and one employee of the association, being members or employees authorised to do so by the board.

38. Change of name, objects and constitution

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

39. Custody of books etc

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 the association.

40. Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association, (b) this constitution,
 - (c) minutes of all board meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

41. Service of notices

(1) For the purpose of this constitution, a notice may be served on or given to a person:

(a) by delivering it to the person personally, or

(b) by sending it by pre-paid post to the address of the person, or

(c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

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

(a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

(b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

(c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

42. Non-Distribution

The assets of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of the association except as bona fide remuneration for services rendered or expenses incurred on behalf of the association.

43. Dissolution

In the event of the association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the association in accordance with its powers to any association which has similar objects and which has rules prohibiting the distribution of its assets and income to its members.

44. Financial year

The financial year of the association is:

(a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and

(b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

Part 7 – Transitional

45. Transitional – Board

- (1) Upon this constitution coming into effect, all those persons that held office as members of the committee of the association immediately before that time are made board members, despite the operation of clause 14.
- (2) At the first general meeting held after this constitution comes into effect, the offices all of the board members are vacated, and office-bearers of the association and ordinary board members are to be elected in accordance with clause 15.
- (3) At the first annual general meeting held after this constitution comes into effect, the offices all of the board members are vacated, and:
 - (a) office-bearers of the association and ordinary board members are to be elected in accordance with clause 15, and
 - (b) the class to which each elected board member belongs is to be determined. (4)

The term limits described in subclause 14(6) do not apply in respect of board members elected in classes A and B at that first annual general meeting held after this constitution comes into effect.

46. Transitional – Campaigns/Advocacy Council

- (1) Upon this constitution coming into effect, all those persons previously appointed or elected to a Transitional Campaigns/Advocacy Council are made members of the Campaigns/Advocacy Council.

Appendix 2 Proxy form

(Clause 33(2))

ANTaR Inc.

(incorporated under the *Associations Incorporation Act 2009* (NSW))

I,.....
Full name

of
Address

being a member of ANTaR Inc., hereby appoint

.....
Full name of proxy

of
Address

being a member of ANTaR Inc, as my proxy to vote for me on my behalf at the
general meeting of ANTaR Inc (annual general meeting or special general
meeting, as the case may be) to be held on theday of
..... 20....., and at any adjournment of that meeting.

*** My proxy is authorised to vote in favour of/against (delete as appropriate)
the resolution**

.....
Insert details

**** To be inserted if desired.***

.....
Signature of member/nominee appointing proxy Date

Note: A proxy vote may not be given to a person who is not a member of ANTaR Inc.