

Constitution

Informed by the *Associations Incorporation Act (NSW) 2009*

About this constitution

The constitution of an incorporated association forms the structure within which the association operates. In accordance with the Department of Fair Trading this document has been adopted from the Department's model constitution.

In October 2015, this document was prepared from the initial Articles of Association registered with the Department of Fair Trading when The SHIFT Project Byron Inc. was first incorporated.

This document supersedes the founding Articles of Association and was adopted at the Annual General Meeting held November 2015.

It was reviewed in 2019, and amended at a Members' Special Meeting held on Thursday 9th June 2022.

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Part 1 – Preliminary and Purpose

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.

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.

1.2 Purpose and preamble of The SHIFT Project Byron Inc.

The primary purpose of the Association is to provide services that support women who are homeless or at risk of homelessness with:

- a residential, holistic education program, to develop wellbeing, financial and emotional independence, and community connection;
- mental healthcare programs and case management, including through outreach services;
- employment opportunities, including directly through social hub initiatives such as Linen SHIFT; and
- additional services for women with children experiencing significant community impact events by co-ordinating access to safe and suitable shelter, providing physical and emotional support, and, where possible, financial assistance.

SHIFT provides these services to women typically aged between 25 and 65, and also those with dependent children under the age of 14.

The activities of the Association shall be held and maintained in the spirit of the purpose.

The SHIFT Project Byron's Mission is to provide a learning environment for clients to foster emotional and physical wellbeing, and encourage new experiences as they transition to a stable integrated life within the community.

The SHIFT Project Byron's Vision is to implement a sustainable program that empowers clients to disrupt the cycle of homelessness and disconnection, in turn achieving their full potential.

The principles of The SHIFT Project Byron are built on Sustainability, a Holistic wellbeing focus, Integration, Focused case management, and supportive Transitions to independent living.

The activities of the Association shall be held and maintained in the spirit of the purpose.

Part 2 - Membership

2.1 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 person is taken to be a member of the association if:
 - (a) the person is a natural person, and
 - (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
 - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- (3) A person is taken to be a member if the person was one of the individuals on whose behalf an application for registration under Section 6 (1) (a) of the Act was made.

2.2 Nomination for membership

- (1) A nomination of a person for membership of the association:
 - (a) must be made by a financial member of the association in writing in the form set out in Appendix 1 to this constitution, and
 - (b) must be lodged with the secretary of the association.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the Board which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the Board makes that determination, the secretary must:
 - (a) notify the nominee, in writing, that the Board approved or rejected the nomination (whichever is applicable), and
 - (b) if the Board approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee 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 nominee of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the Register of Members and, on the name being so entered, the nominee becomes a member of the association.

2.3. 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 2.7 (2) within three (3) months after the fee is due.

2.4. 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, and
- (b) terminates on cessation of the person's membership.

2.5. Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the Secretary/Public Officer 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/Public Officer must update the Register of members and note the date accordingly.

2.6 Register of members

- (1) The Secretary/public officer 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.

2.7. Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a membership fee, the rate of which is determined by the Board.
- (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 at a rate determined by the Board after 1 July of any year they apply to renew membership.

2.8. 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 2.7.

2.9. 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, is – after internal processes have failed - to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

2.10. 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, and
 - (c) the complaint must be lawful in nature.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial, unlawful 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,
 - (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 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, 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 2.11.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 2.11, whichever is the later.

2.11. Right of appeal of disciplined member

- (1) A member may appeal to the association in a general meeting against a resolution of the Board under clause 2.10, 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) The appeal is to be determined by a simple majority of votes cast by members of the association.
- (6) A breach of confidentiality by a Board member in discussing a member's disciplinary consideration or appeal outside of the Board meeting may result in disciplinary action against the Board member.

Part 3 - The Board

3.1. Powers of the Board

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.

3.2. Composition and membership of Board

- (1) The Board is to consist of:
 - (a) the office-bearers of the association, and
 - (b) at least three (3) ordinary Board members, each of whom is to be elected at the annual general meeting of the association under clause 3.4
 - (c) and an additional ordinary Board member may be elected at the annual general meeting, or by the Board, but only if that member holds the principal office of Managing Director.
- (2) The total number of Board members is to be 7 plus any elected Managing Director.
- (3) The office-bearers of the association are as follows:
 - (a) the Chairperson,
 - (b) the Vice-Chair,
 - (c) the Treasurer,
 - (d) the Secretary.
- (4) Each member of the Board is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, and is eligible for re-election.
- (5) If the Ordinary Board member is an employee or contractor of the association and their employment or contract term is terminated for any reason except misconduct or gross dereliction of duties, they are permitted by simple majority to remain on the Board as an Ordinary member.

3.3. Election of Board members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary Board members:
 - (a) must be made in writing, signed by two (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.
- (2) 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.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of 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.
- (7) 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.

3.4. Secretary & Public Officer

- (1) The secretary & public officer of the association must, be one person and as soon as practicable after being appointed as secretary & public officer, lodge notice with the association of her or his address.
- (2) It is the duty of the secretary & public officer 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.
- (4) It is also the duty of the secretary/public officer to ensure non-financial records, notices, public relations materials, Board submissions and correspondence are properly kept.

3.5. 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.

3.6. Chairperson

The office of chairperson is the primary person responsible for the Board's proper and democratic function and presides at the regular membership meetings and the Board meetings. The duty of the Chair is to ensure that

- (a) office-bearers are attending to their statutory responsibilities
- (b) the Association operates in a risk-managed environment
- (c) membership functions in accordance with this Constitution and the Act
- (d) partnerships and external relationships are developed to the benefit of SHIFT, and
- (e) staff members are lawfully engaged and functioning.

3.7. Vice-Chairperson

The office of Vice-chair person is to assume the Chairperson's duties in the absence or temporary incapacity of the Chair. The Board may delegate duties to the Vice-chair in relation to the duties of the Chair or additional duties such as public relations, sponsorship and community fund-raising events as agreed by resolution of the Board. Specific additional or alternative duties may be delegated by Board resolution to the Vice-Chair.

3.8. Managing Director as an ordinary member

Notwithstanding any conflicts of interest relating to employment or financial gain for wages and associated payments received as an Employee or Contractor of the Association, the Board may expect the Managing Director to also fulfil the duties of an Ordinary Board member, and as such have the normal rights and responsibilities of that role. The Board does not have an obligation to elect its Managing Director to the Board, particularly in the event of any probationary period of employment or short term contract. The Managing Director has the right to decline any nomination of such membership without compromise to her/his employment or paid contract of service.

3.9 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 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 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 3.10, 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 convicted of an offence involving unlawful consumption of alcohol or other drugs during the period of office, or
 - (j) 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.

3.10. 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 Chairperson (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the Chairperson may send a copy of the representations to each member 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.

3.11. 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 Chairperson or by any two members 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 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for 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) Any four (4) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board including the Managing Director.
- (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 Chairperson or, in the Chairperson's absence, the vice-Chair is to preside, or
 - (b) if the Chair and the vice-Chair 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.

3.11. Delegation by Board to Committee

- (1) The Board may, by instrument in writing, delegate to one or more Committees (or sub-Committee) (consisting of at least one Board member or members of the association and may include approved specialist advisors as the Board thinks fit) the exercise of such 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) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (3) Any act or thing done or suffered by a 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.

3.12. Voting and decisions

- (1) Questions arising at a meeting of the Board or of any Committee appointed by the Board are to be determined by a majority of the votes of members of the Board or Committee present at the meeting.
- (2) Each member present at a meeting of the Board or of any Committee appointed by the Board (including the person chairing at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person chairing may exercise a second or casting vote.
- (3) Subject to Quorum clause 3.10 (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 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 its Committee.

3.13. Financial remuneration of Board members

- (1) Board members may receive reimbursement of expenses on the basis of out of pocket expenses legitimately proven and on the basis of a substantial attendance and achievement of agreed duties.
- (2) Board members may not seek sitting fees except by resolution at a Special or Annual General Meeting.

Part 4 - General meetings

4.1. Annual general meetings - holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) 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.

4.2 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 from the Board reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary Board members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

4.3. 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.

4.4. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the 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 4.3 (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.

4.5 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 (5) members present (being members entitled to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

4.6. Presiding member (Chair)

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

4.7. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in 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.

4.8. 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) if on the motion of the chairperson or if 5 or more members present at the meeting decide that a written ballot—a written ballot, should determine the question.
- (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.

4.9. Special resolutions

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

4.10 Voting

- (1) On any question arising at a general meeting a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

4.11. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

4.12. Postal ballots

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 2.11).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 - Miscellaneous

5.1 Insurance

The association may effect and maintain insurance.

5.2 Funds - source

- (1) The funds of the association are to be derived from entrance fees, interest from invested funds, annual subscriptions of members, sponsorship, cost contributions from clients, donations and fundraising, sale of program-generated items, various community-based activities and grant funds that support the objectives of the association, and subject to any resolution passed by the association in a 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 any money, issue an appropriate receipt.

5.3 Funds - management

- (1) 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 executed by any 2 members of the Board or employees or contractors of the association, being authorised to do so by the Board.
- (3) No individual member who holds no office has the authority to obligate the Association in any way, financial or otherwise.
- (4) Board members may obligate the Association at levels approved from time to time by the Board on non-recurring expense transactions.
- (5) The Chairperson and the Treasurer together may obligate the Association for up to \$5,000 on non-recurring expense transactions.
- (6) The Board may obligate the association for any sum up to an agreed limit in accordance with the Association's budget.
- (7) The Board in simple majority must approve non-recurring expenditures in excess of the Association's budget where such exceeds 10% of total income of the association.
- (8) Where a personal or financial relationship exists between members or members and staff, no financial authorities or transactions shall be approved by those parties together.
- (9) The Bank Signatories record shall be kept with the Association's banking institution and updated annually following the Annual General Meeting.

5.4 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 an authorised Board member.

5.5 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.

5.6. 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.

5.7. 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 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.

5.8 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.

5.9. Distribution of Assets

In the event that the Association ceases to function, or in the event that the members decide to terminate it, the Board shall, after paying or making provisions for the payment of all of the Association's liabilities, distribute all of the remaining assets of the Association to such organisations with similar charitable purposes, which the Executive Board shall select.

If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- gifts of money or property for the principal purpose of the organisation.
- contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- money received by the organisation because of such gifts and contributions.



Application For Membership Of the Association

The SHIFT Project, Byron, Incorporated
A.B.N. 41 673 547 663 www.shiftproject.org.au
E: admin@shiftproject.org.au M: 0411 844 134 SHIFT

(incorporated under the *Associations Incorporation Act 1984*)

I,
(full name of applicant)

of

.....
(address)

Phone: Mobile:

Email:

Occupation:

hereby apply to become a member of the above named incorporated association for the annual fee of **\$10.00**. Annual fee renewals are payable in July of each year. In the event of my admission as a member, I agree to be bound by the rules of the association.

.....
Signature of applicant Date

Fee Paid _____ Date _____

*Please deposit funds to: The SHIFT Project Byron Inc,
Bank: NAB, BSB: 082 489 Account: 733359512.*

NB Write your name in description field. Membership will be active after funds received and membership adopted at the SHIFT Board meeting held each quarter.

SECONDED: I,.....a member of the association, nominate the applicant,
(full name)
who is known to me, for membership of the association.

Signed: Date:.....

Membership Form V6 June 2022