

BoyiMarni Connections Inc



**BOYI
MARNI**
CONNECTIONS INC.

CONSTITUTION

Under the Associations Incorporation Act 2009

Updated – 14/02/2023

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Part 1 - Preliminary

1.1 Nature of Organisation

BoyiMarni Connections Inc, is registered as an Incorporated Association in New South Wales, Australia, under the Associations Incorporation Act 2009. It is also a registered charity and a Public Benevolent Institution as of the 21st of February 2023.

1.2 Purpose and Other Activities of BoyiMarni Connections Inc.

1.2.1 Purpose:

Our focus is on people of Aboriginal descent that are associated with the justice system, with our main goal of preparing people to be life ready and building the human spirit. Also understanding that many Aboriginal people who are in jail because they have either a diagnosed or undiagnosed disability.

We connect with the very complex structure of the local Aboriginal mobs and families of our area within the Bundjalung Nation which gives us an opportunity to discover what can really make a difference to our most vulnerable members of our local Aboriginal population

We have had meetings with our local community members to see what they required from our new service, as well as utilising the knowledge from years of working in Community Services, and came up with:

- Providing quality case management services (mentoring).
- Addressing social disadvantage to relieve people of poverty and stress by encouraging people to start their own personal social enterprise.
- Promoting social inclusion.
- Creating local small advisory groups.
- Responding to community needs by identifying gaps in services.
- Creating innovative programs to meet the needs of the community.
- Support to meet access to the NDIS.
- Supported access to Support Coordination of the National Disability Insurance Scheme (NDIS) services (if applicable).
- Workshops to assist people with skill and capacity building.
- Working collaboratively with local services.
- Social Enterprises to encourage people to become involved.

1.2.2 Other Activity:

Social Enterprise

BoyiMarni Connections Inc's Social Enterprise is driven by a social purpose.

It's an organisation that puts the interest of people and planet ahead of profitable gain by reinvesting most of the profits back into BoyiMarni Connections Inc, benefiting the public, community and the environment.

BoyiMarni Connections Inc is a Social Enterprise organisation that applies commercial strategies to maximise improvement in financial, social and environmental well-being.

Our purpose at BoyiMarni Connections Inc. is to establish personalised social enterprises, with the aim of working together with our participants and developing income streams. These social enterprises may vary, examples being;

- Purchasing or leasing a café that will then be used as a training and workshop space. Identified and appropriate participants will be given opportunities of employment, training and learning new skills.
- Offering specific community workshops to attract and generate income through attendance fees. These may be craft orientated or skills based.
- Profits made from the Social Enterprises will then financially support BoyiMarni Connections Inc participants
- Leaving the Justice system.
- In need of financial security.
- Young people leaving school and/or 'At Risk'.
- Needing support due to the NDIS requirements.
- Needing stable accommodation.

1.2.3 Vision, Purpose and Values

Our **Vision** is to be the place to go for exceptional service by guiding people towards independence and participation.

Our **Purpose** is to be a source of strength to overcome hardship, creating sustainable positive change.

Our **Values** are:

Excellence – we deliver quality services

Integrity – we act honestly and with transparency

Optimism – we think and act with confidence about people and the future

Steadfastness – we persist to overcome barriers and adversity

We believe everyone has the right to thrive.

1.3 Definitions

1.3.1 In this Constitution

Board of Management member means an office-bearer or ordinary member of the Board.

exercise a function includes perform a duty.

function includes a power, authority or duty.

office-bearer means a Board member who is elected to an office.

ordinary Board member means a committee member who is not an office-bearer.

secretary, of the association, means:

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

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

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

subcommittee means a subcommittee established under point 3.6.4.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2022*.

Indemnity security or protection against a loss or other financial burden.

Note: The Act and the *Interpretation Act 1987* contain definitions and other provisions that affect the interpretation and application of this constitution.

1.3.2 The *Interpretation Act 1987* applies to this constitution as if it were an instrument made under the Act.

Note: The Act, Part 4 deals with various matters relating to the management of associations.

Part 2 - Members of BoyiMarni Connections Inc.

2.1 Membership generally

2.1.1 An individual is taken to be a member of the association if:

- (a) the person applied to be a member under clause 3(1) and the application has been approved, or
- (b) the person was 1 of the individuals on whose behalf an application for registration of the association was made under the Act, section 6(1)(a), or

2.1.2 A person who is not an individual is not eligible to be a member of the association.

2.1.3 A person who is not eligible to be a member of the association is one who receives payment, such as the organizations; CEO, directors, staff/or staff affiliated with the organization. NSW Charitable Fundraising Act 1991 (Section 48) - (1) *A person must not accept and keep any remuneration, payment or other benefit from an organization that holds an authority under this Act if the person holds any office, or acts as a member of the governing body, of the organization.*

2.2 Membership applications

2.2.1 An application by a person to be a member of the association must be:

- (a) made in writing, and
- (b) in the form determined by the Board, and
- (c) lodged with the secretary.

2.2.2 The Board may determine that an application may be made or lodged by email or other electronic means.

2.2.3 The secretary must refer an application to the Board as soon as practicable after receiving the application.

2.2.4 The Board must approve or reject the application.

2.2.5 As soon as practicable after the Board has decided the application, the secretary must:

- (a) give the applicant written notice of the decision, including by email or other electronic means if determined by the Board, and
- (b) if the application is approved - inform the applicant that the applicant is required to pay the entrance fee and annual subscription fee payable under point 2.4 within 28 days of the day the applicant received the notice.

2.2.6 The secretary must enter the applicant's name in the register of members as soon as practicable after the applicant pays the entrance fee and annual subscription fee in accordance with point 3.6.2.

2.2.7 The applicant becomes a member once the applicant's name is entered in the register.

2.3 Register of members

2.3.1 The secretary must establish and maintain a register of members of the association.

2.3.2 The register:

- (a) may be in written or electronic form, and
- (b) must include, for each member:
 - (i) the member's full name, and
 - (ii) a residential, postal or email address, and
 - (iii) the date on which the person became a member, and
 - (iv) if the person ceases to be a member - the date on which the person ceased to be a member, and
- (c) must be kept in New South Wales:
 - (i) at the association's main premises, or
 - (ii) if the association has no premises - at the association's official address, and
- (d) must be available for inspection, free of charge, by members at a reasonable time, and
- (e) if kept in electronic form - must be able to be converted to hard copy.

2.3.3 If the register is kept in electronic form, the requirements apply as if a reference to the register is a reference to a current hard copy of the register.

2.3.4 A member may obtain a hard copy of the register, or a part of the register, on payment of a fee of not more than \$1, as determined by the Board, for each page copied.

2.3.5 Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.

2.3.6 A member must not use information about a member obtained from the register to contact or send material to the member, unless:

- (a) the information is used to send the member:
 - (i) a newsletter, or
 - (ii) a notice for a meeting or other event relating to the association, or
 - (iii) other material relating to the association, or
- (b) it is necessary to comply with a requirement of the Act or the Regulation.

2.4 Fees and subscriptions

2.4.1 The membership fee to be paid to the association by a person whose application to be a member of the association has been approved is:

- (a) \$5.00 or
- (b) another amount determined by the Board.

2.4.2 A member must pay to BoyiMarni Connections Inc. preferred bank account, an annual subscription fee of \$5.00, or another amount determined by the Board:

- (a) if the member becomes a member on or after the first day of the financial year of the association in a calendar year:
 - (i) in accordance with point 2.3, and
 - (ii) before the first day of the financial year of the association in each subsequent calendar year, or
- (b) otherwise - before the first day of the financial year of the association in each calendar year.

2.5 Members' Liabilities

The liability of a member of the association to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under point 2.4:

- (a) the debts and liabilities of the association,
- (b) the costs, charges and expenses of the winding up of the association.

Members are liable for the amounts each member owes the association in respect of their membership. For most, this means the fees or subscriptions due to the association.

Members of the Board of Management of an association also have limited liability for the debts of an association, as long as they follow accepted business and community standards.

(<https://www.fairtrading.nsw.gov.au>).

2.6 No Profits for Members

- The Incorporated Association must not pay fees to a member of the association or to any employees.
- The BoyiMarni Connections Inc. may reimburse for expenses properly incurred.
- A resolution to be accepted and approved unanimously by the Board of Management.
- Any payment made must be approved via resolution of the Board of Management.
- The Board of Management may pay premiums for insurance indemnifying all members, as allowed for by law and this Constitution.

2.7 Conduct of Members

2.7.1 Members shall conduct themselves in accordance with:

- (a) this Constitution
- (b) any rules, regulations or by-laws prescribed by the Board, and
- (c) Any Governance Standards applicable from time to time,

2.8 Conflict of Interest

2.8.1 Purpose

The purpose of this policy is to help board members of **BoyiMarni Connections Inc** to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of **BoyiMarni Connections Inc** and manage risk and mitigation.

2.8.2 Objective

The **BoyiMarni Connections Inc., Board of Management** aims to ensure that board members are aware of their obligation to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of **BoyiMarni Connections Inc.**

2.8.3 Scope

This policy applies to all board members of **BoyiMarni Connections Inc.**, Executive office holders and other members.

2.8.4 Definition of conflicts of interests

A conflict of interest occurs when a person's personal interests' conflict with their responsibility to act in the best interests of the charity.

Personal interests include direct interests, as well as those of family, friends, or other organisations a person may be involved with or have an interest in (for example, as a shareholder).

It also includes a conflict between a board member's duty to **BoyiMarni Connections Inc.** and another duty that the board member has (for example, to another charity). A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of the charity.

Therefore, these situations must be managed accordingly.

2.8.5 Policy

This policy has been developed to address conflicts of interest affecting **BoyiMarni Connections Inc.** Conflicts of interest are common, and they do not need to present a problem to the charity as long as they are openly and effectively managed.

It is the policy of **BoyiMarni Connections Inc.**, as well as a responsibility of the Board, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with the obligations to **BoyiMarni Connections Inc.**

BoyiMarni Connections Inc. will manage conflicts of interest by requiring Board members to:

- avoid conflicts of interest where possible
- identify and disclose any conflicts of interest
- carefully manage any conflicts of interest, and
- follow this policy and respond to any breaches.

2.8.6 Responsibility of the Board

The Board is responsible for:

- (a) establishing a system for identifying, disclosing and managing conflicts of interest across the charity
- (b) monitoring compliance with this policy, and
- (c) reviewing this policy on an annual basis to ensure that the policy is operating effectively.

The charity must ensure that its board members are aware of the ACNC Governance Standards, particularly Governance Standard 5, and that they disclose any actual or perceived material conflicts of interests as required by Governance Standard 5.

2.8.7 Identification and disclosure of conflicts of interest

Once an actual, potential or perceived conflict of interest is identified, it must be entered into **BoyiMarni Connections Inc.**'s register of interests, as well as being raised with the board.

Where every other board member shares a conflict, the board should refer to ACNC Governance Standard 5 to ensure that proper disclosure occurs. (<https://www.acnc.gov.au/for-charities/manage-your-charity/governance-hub/5-duties-responsible-people>).

The register of interests must be maintained by **BoyiMarni Connections Inc** Secretary. The register must record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

2.8.8 Confidentiality of disclosures

Members of the **BoyiMarni Connections Inc.**, may have access to sensitive, private and personal information. All information shared within Board Meetings is confidential. Board members are required to sign the Non-Disclosure Agreement. (Appendix 1)

2.8.9 Action required to manage conflicts of interest

Ensure all Members of the Board are inducted correctly and agree, understand and sign all relevant agreements and documents prior to approved as Board members.

2.8.10 Conflicts of interest of Board members

Once the conflict of interest has been appropriately disclosed, the board (excluding the Board member who has made the disclosure, as well as any other conflicted board member) must decide whether or not those conflicted board members should:

- vote on the matter (this is a minimum),
- participate in any debate, or
- be present in the room during the debate and the voting.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a Board member from regularly participating in discussions, it may be worth the Board considering if it is appropriate for the person conflicted to resign from the Board.

2.8.11 What should be considered when deciding what action to take

In deciding what approach to take, the Board will consider:

- whether the conflict needs to be avoided or simply documented
- whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making
- alternative options to avoid the conflict
- the charity's objects and resources, and
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the charity.

The approval of any action requires the agreement of at least a majority of the Board (excluding any conflicted Board member/s) who are present and voting at the meeting.

The action and result of the voting will be recorded in the minutes of the meeting and in the register of interests.

2.8.12 Compliance with this policy

- a) If the Board has a reason to believe that a person subject to the policy has failed to comply with it, it will investigate the circumstances.
- b) If it is found that this person has failed to disclose a conflict of interest, the board may take action against them. This may include seeking to terminate their relationship with the

charity.

- c) If a person suspects that a board member has failed to disclose a conflict of interest, they must appropriately investigate to determine if action is required.

2.9 Disciplinary action against members

2.9.1 A person may make a complaint to the Board that a member of the association has:

- failed to comply with a provision of this constitution, or
- willfully acted in a way prejudicial to the interests of the association.

2.9.2 The Board may refuse to deal with a complaint if the Board considers the complaint is trivial or vexatious.

2.9.3 If the Board decides to deal with the complaint, the Board must:

- a) serve notice of the complaint on the member, and
- b) give the member at least 14 days from the day the notice is served on the member within which to make submissions to the Board about the complaint, and
- c) consider any submissions made by the member.

2.9.4 The Board may, by resolution, expel the member from the association or suspend the member's membership if, after considering the complaint, the Board is satisfied that:

- a) the facts alleged in the complaint have been proved, and
- b) the expulsion or suspension is warranted.

2.9.5 If the Board expels or suspends the member, the secretary must, within 7 days of that action being taken, give the member written notice of:

- a) the action taken, and
- b) the reasons given by the Board for taking the action, and
- c) the member's right of appeal under point 2.10.

2.9.6 The expulsion or suspension does not take effect until the later of the following:

- a) the day the period within which the member is entitled to exercise the member's right of appeal expires, or
- b) if the member exercises the member's right of appeal within the period - the day the association confirms the resolution under point 2.10.

2.10 Right of appeal against disciplinary action

1. A member may appeal against a resolution of the Board under clause 7 by lodging a notice of appeal with the secretary within 7 days of being served notice of the resolution.
2. The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
3. The secretary must notify the Board that the secretary has received a notice of appeal.
4. If notified that a notice has been received, the Board must call a general meeting of the association to be held within 28 days of the day the notice was received.
5. At the general meeting:
 - a) no business other than the question of the appeal is to be transacted, and
 - b) the member must be given an opportunity to state the member's case orally or in writing, or both, and
 - c) the Board must be given the opportunity to state the Board's case orally or in writing, or both, and
 - d) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
6. The appeal is to be determined by a simple majority of votes cast by the members.

2.11 Resolution of internal disputes

- 1) The following disputes must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1983* for mediation:
 - a) a dispute between 2 or more members of the association, but only if the dispute is between the members in their capacity as members,
 - b) a dispute between 1 or more members and the association.
- 2) If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
- 3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

2.12 Membership entitlements not transferable

A right, privilege or obligation that a person has because the person is a member of the association:

- a) cannot be transferred to another person, and
- b) terminates once the person ceases to be a member of the association.

2.13 Member resignation

1. A member of the association may resign from being a member by giving the secretary written notice of at least 1 month, or another period determined by the Board, of the member's intention to resign.
2. The member ceases to be a member on the expiration of the notice period.

2.14 Cessation of membership

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

- a) dies, or
- b) resigns from being a member, or
- c) is expelled from the association, or
- d) fails to pay the annual subscription fee payable within 3 months of the due date.

Part 3 - Board

Division 1: Constitution

3.1 Functions of Board

Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the Board:

- 1) is to control and manage the affairs of the association, and
- 2) may exercise all the functions that may be exercised by the association, other than a function that is required to be exercised by the association in general meeting, and
- 3) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the association.

3.2 Composition of Board

- 1) The Board must have no less than 5 and no more than 8 members. The Board must be appropriately represented demographically, relating to locations connected to BoyiMarni Connections Inc.
- 2) It must be inclusive of the 1st Nations people; Australian Aboriginal and Torres Strait Islanders, holding at least 3 memberships on the Board of Management.
 - a) the following office-bearers:
 - I. the president,
 - II. the vice-president,
 - III. the secretary,
 - IV. the treasurer, and
 - b) at least 1 ordinary committee members.

Note - The Act, section 28 contains requirements relating to membership eligibility and composition of the committee.

- 3) An office-bearer may hold up to 2 offices, other than both the offices of president and vice-president.

3.3 Election of Board members

- 1) Any member of the association may be nominated as a candidate for election as an office-bearer or ordinary Board member.
- 2) The nomination must be:
 - a) made in writing, and
 - b) signed by at least 2 members of the association, not including the candidate, and
 - c) accompanied by the written consent of the candidate to the nomination, and
 - d) given to the secretary at least 7 days before the date fixed for the annual general meeting at which the election is to take place.
- 3) If insufficient nominations are received to fill all vacancies:
 - a) the candidates nominated are taken to be elected, and
 - b) a call for further nominations must be made at the meeting.
- 4) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.
- 5) Vacancies that remain after a call for further nominations are taken to be casual vacancies.
- 6) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.
- 7) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the Board.

3.4 Terms of office

- 1) Subject to this constitution, a Board member holds office from the day the member is elected until immediately before the next annual general meeting.
- 2) A member is eligible, if otherwise qualified, for re-election.
- 3) There is no limit on the number of consecutive terms for which a Board member may hold office.

3.5 Vacancies in office

- 1) A casual vacancy in the office of a Board member arises if the member:
 - a) dies, or
 - b) ceases to be a member of the association, or
 - c) resigns from office by written notice given to the secretary, or
 - d) is removed from office by the association under this clause, or
 - e) is absent from 3 consecutive meetings of the Board without the consent of the Board, or
 - f) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - g) is prohibited from being a member of an organization under the Incorporation of Associations Act 2009 NSW Legislation, or
 - h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
 - i) becomes a mentally incapacitated person.
- 2) The association in general meeting may, by resolution:
 - a) remove a Board member from office at any time, and
 - b) appoint another member of the association to hold office for the balance of the Board member's term of office.
- 3) A Board member to whom a proposed resolution relates when:
 - a) give a written statement, of a reasonable length, to the president or secretary, and
 - b) request that the Board send a copy of the statement to each member of the association at least 7 days before the general meeting at which the proposed resolution will be considered.
- 4) If the Board fails to send a copy of a statement received to each member in accordance with a request made, the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.
- 5) The Board may appoint a member of the association to fill a casual vacancy other than a vacancy arising from the removal from office of a Board member.
- 6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

3.6 Office Holders

3.6.1 President

- 1) (a) The President is nominated as per Part 2.3 of the Constitution.
- 2) (b) The appointment of a President may be for the period and on the terms determined by the Board provided that:
 - a) the term of appointment of the President does not exceed a period of 2 years; and
 - b) The President shall act as chair of the Board (unless provided otherwise by the Board) and have such other duties as the President and other members
 - c) Casual Vacancy In the event of a casual vacancy in the position of President, the Vice-President shall hold that position for the remainder of the term of the previous President unless otherwise agreed by the Board.

3.6.2 Secretary

- 1) As soon as practicable after being elected as secretary, the secretary must lodge a notice with the association specifying the secretary's address.
- 2) The secretary must keep minutes of:
 - a) all elections of Board members, and
 - b) the names of Board members present at a meeting of the Board or a general meeting, and
 - c) all proceedings at Board meetings and general meetings.
- 3) The minutes must be:
 - a) kept in written or electronic form, and
 - b) for minutes of proceedings at a meeting -signed, in writing or by electronic means, by:
 - (i) the member who presided at the meeting, or
 - (ii) the member presiding at the subsequent meeting.

3.6.3 Treasurer

The treasurer of the association must ensure—

- 1) all money owed to the association is collected, and
- 2) all payments authorized by the association are made, and
- 3) correct books and accounts are kept showing the financial affairs of the association, including full details of receipts and expenditure relating to the association's activities.

3.6.4 Delegation to subcommittees

- 1) The Board may:
 - a) establish 1 or more subcommittees to assist the Board to exercise the Board's functions, and
 - b) appoint 1 or more members of the association to be the members of the subcommittee.
- 2) The Board may delegate to the subcommittee the exercise of the Board's functions specified in the instrument, other than:
 - a) this power of delegation, or
 - b) a duty imposed on the Board by the Act or another law.

Note: The *Interpretation Act 1987*, section 49 deals with various matters relating to delegations.

Division 2: Procedure

3.7 Board meetings

- 1) The Board must meet at least 8 times in each 12-month period at the place and time determined by the Board.
- 2) Additional meetings of the Board may be called by any Board member.
- 3) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

Note: The Act, section 30(1) provides that committee meetings may be held as and when the association's constitution requires.

3.8 Notice of Board Meeting

- 1) The secretary must give each Board member oral or written notice of a meeting of the Board at least 48 hours, or another period on which the Board members unanimously agree, before the time the meeting is due to commence.
- 2) The notice must describe the general nature of the business to be transacted at the meeting.
- 3) The only business that may be transacted at the meeting is:
 - a) the business described in the notice (Agenda), and
 - b) business that the Board members present at the meeting unanimously agree is urgent business.

3.9 Quorum

- 1) The quorum for a meeting of the Board is 4 or more Board members.
- 2) No business may be transacted by the Board unless a quorum is present.
- 3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
 - a) to the same place, and
 - b) to the same time of the same day in the following week.
- 4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- 5) If the number of Board members is less than the number required to constitute a quorum for a Board meeting, the Board members may appoint 1 or more members of the association as Board members to enable the quorum to be constituted.
- 6) A Board member appointed under point 3.4 holds office, subject to this constitution, until the next annual general meeting.
- 7) This clause does not apply to the filling of a casual vacancy.

Note: The Act, section 28A provides for the filling of vacancies on the committee to constitute a quorum.

3.10 Presiding Board member

- 1) The following Board member presides at a meeting of the Board:
 - a) the president,
 - b) if the president is absent - the vice-president,
 - c) if both the president and vice-president are absent - 1 of the members present at the meeting, as elected by the other members.
- 2) The member presiding at the meeting has:
 - a) a deliberative vote, and
 - b) in the event of an equality of votes - a second or casting vote.

3.11 Voting

A decision supported by a majority of the votes cast at a meeting of the Board or a subcommittee at which a quorum is present is the decision of the Board or subcommittee.

3.12 Acts valid despite vacancies or defects

- 1) The Board may act despite there being a casual vacancy in the office of a Board member.
- 2) An act done by a Board or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the Board or subcommittee.

3.13 Transaction of business outside meetings or by telephone or other means

- 1) The Board may transact its business by the circulation of papers, including by electronic means, among all Board members.
- 2) If the Board transacts business by the circulation of papers, a written resolution, approved in writing by a majority of Board members, is taken to be a decision of the Board made at a meeting of the Board.
- 3) The Board may transact its business at a meeting at which 1 or more Board members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- 4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the Board for the purposes of:
 - a) the approval of a resolution, or
 - b) a meeting held in accordance with this Constitution.
- 5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the Board.

Note: The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

Part 4 General meetings of association

4.1 Annual general meetings

- 1) The association must hold the association's first annual general meeting within 18 months of the day the association was registered under the Act.
- 2) The association must hold subsequent annual general meetings within:
 - a) 6 months of the last day of the association's financial year.
- 3) The annual general meeting is to be held at the place and time determined by the Board.
- 4) The business that may be transacted at an annual general meeting includes the following:
 - a) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting,
 - b) receiving reports from the Board on the association's activities during the previous financial year,
 - c) electing office-bearers and ordinary Board members,

- d) receiving and considering financial statements or reports required to be submitted to members of the association under the Act.
- e) Receiving an Annual Report from the staff of the association.

Note: The Act, section 37(1) and (2) provides for when annual general meetings must be held.

4.2 Special general meetings

- 1) The Board may call a special general meeting whenever the Board thinks fit.
- 2) The Board must call a special general meeting if the Board receives a request made by at least 10% of the total number of members.
- 3) The request:
 - a) must be in writing, and
 - b) must state the purpose of the meeting, and
 - c) must be signed by the members making the request, and
 - d) may consist of more than 1 document in a similar form signed by 1 or more members, and
 - e) must be lodged with the secretary, and
 - f) may be in electronic form and signed and lodged by electronic means.
- 4) If the Board fails to call a special general meeting within 1 month of the request being lodged, 1 or more of the members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.
- 5) A special general meeting must be conducted, as far as practicable, in the same way as a general meeting called by the Board.

4.3 Notice of general meeting

- 1) The secretary must give each member notice of a general meeting:
 - a) if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting, or
 - b) otherwise - at least 14 days before the meeting.
- 2) The notice must specify:
 - a) the place and time at which the meeting will be held, and
 - b) the nature of the business to be transacted at the meeting, and
 - c) if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed, and
 - d) for an annual general meeting - that the meeting to be held is an annual general meeting.
- 3) The only business that may be transacted at the meeting is:
 - a) the business specified in the notice, and
 - b) for an annual general meeting - business.
- 4) A member may give written notice to the secretary of business the member wishes to raise at a general meeting.
- 5) If the secretary receives a notice under point 3.6.2, the secretary must specify the nature of the business in the next notice calling a general meeting.

4.4 Quorum

- 1) The quorum for a general meeting is 4 or more members of the association entitled to vote under this constitution.
- 2) No business may be transacted at a general meeting unless a quorum is present.
- 3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
 - a) if called on the request of members - is dissolved, or
 - b) otherwise - is adjourned:
 - (i) to the same time of the same day in the following week, and
 - (ii) to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.
- 4) If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least more than 4 members present, the members present constitute a quorum.

4.5 Adjourned meetings

- 1) The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.
- 2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- 3) If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 1 day before the adjourned meeting, of:
 - a) the time and place at which the adjourned meeting will be held, and
 - b) the nature of the business to be transacted at the adjourned meeting.

4.6 Presiding member

- 1) The following member presides at a general meeting:
 - a) the president,
 - b) if the president is absent - the vice-president,
 - c) if both the president and vice-president are absent - 1 of the members present at the meeting, as elected by the other members.
- 2) The member presiding at the meeting has:
 - a) a deliberative vote, and
 - b) in the event of an equality of votes - a second or casting vote.

4.7 Voting

- 1) A member is not entitled to vote at a general meeting unless the member:
 - a) is at least 18 years of age, and
 - b) has paid all money owed by the member to the association.
- 2) Each member has 1 vote.

- 3) A question raised at the meeting must be decided by:
 - a) a show of hands, or
 - b) an appropriate method as determined by the Board, or
 - c) a written ballot, but only if:
 - (i) the member presiding at the meeting moves that the question be decided by ballot, or
 - (ii) at least 4 members agree the question should be determined by ballot.
- 4) If a question is decided using a method determined democratically, either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
 - a) a declaration by the member presiding at the meeting,
 - b) an entry in the association's minute book.
- 5) A written ballot must be conducted in accordance with the directions of the member presiding.
- 6) A member cannot cast a vote by proxy.

4.8 Postal or electronic ballots

- 1) The association may hold a postal or electronic ballot, as determined by the Board of Management to decide.
- 2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

4.9 Transaction of business outside meetings or by telephone or other means

- 1) The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.
- 2) If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the association made at a general meeting.
- 3) The association may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- 4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of:
 - a) the approval of a resolution, or
 - b) a meeting held.
- 5) A resolution approved must be recorded in the minutes of the meetings of the association.

Note: The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

Part 5 Administration

5.1 Change of name, objects or constitution

An application for registration of a change in the association's name, objects or constitution made under the Act, section 10 must be made by:

- a) the public officer, or
- b) a Board member.

5.2 Funds

- 1) Subject to a resolution passed by the association, the association's funds may be derived from the following sources only:
 - a) the membership fees and annual subscription fees payable by members,
 - b) donations,
 - c) other sources as determined by the Board, such as; Grants, sponsorships, and funding submissions for the association.
- 2) Subject to a resolution passed by the association, the association's funds and assets must be used to pursue the association's objects in the way that the Board determines.
- 3) As soon as practicable after receiving money, the association must:
 - a) deposit the money, without deduction, to the credit of the association's authorized deposit-taking institution account, and
 - b) issue a receipt for the amount of money received to the person from whom the money was received.
- 4) A cheque or other negotiable instrument must be signed by 2 authorized signatories.

Note: The Act, section 36 provides for the appointment of authorised signatories.

5.3 Insurance and Indemnity

- 1) Every member shall be indemnified by BoyiMarni Connections Inc. against a liability incurred as a Board member other than:
 - a) a liability owed to BoyiMarni Connections Inc. or a related body corporate.
- 2) A liability that is owed to a person other than BoyiMarni Connections Inc. or a related body corporate and did not arise out of conduct in good faith.
- 3) BoyiMarni Connections Inc. may by resolution of the Board, pay, or agree to pay, either directly or indirectly through a nominated bank account.
- 4) Insurance policies required:
 - (a) Public Liability
 - (b) Indemnity
 - (c) Volunteers Insurance

5.4 Non-profit status

The assets and income of the organisation shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as genuine compensation for services rendered or expenses incurred on behalf of the organisation.

Subject to the Act and the Regulation, the association must not conduct the association's affairs in a way that provides a pecuniary gain for a member of the association.

Note: See the Act, section 40.

5.5 Service of notices

- 1) For the purposes of this constitution, a notice may be given to or served on a person:
 - a) by delivering the notice to the person personally, or
 - b) by sending the notice by pre-paid post to the address of the person, or
 - c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- 1) A notice is taken to have been given to or served on a person, unless the contrary is proved:
 - a) for a notice given or served personally - on the date on which the notice is received by the person, or
 - b) for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
 - c) for a notice sent by electronic transmission:
 - (i) on the date the notice was sent, or
 - (ii) if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

5.6 Custody of records and books

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- a) at the association's main premises, in the custody of either of the following persons, as determined by the Board:
 - (i) the public officer,
 - (ii) a member of the association, or
- a) if the association has no premises - at the association's official address, in the custody of the public officer.

5.7 Logo and Intellectual Property

The Board may permit or restrict the use of BoyiMarni Connections Inc's; trademarks, logo's, devices, and other intellectual property such a programming, workshop designs and other materials originated from and for the purposes of BoyiMarni Connections Inc.

The Board of Management will be required to support decisions regarding logo's and Intellectual Property via resolutions at a meeting.

5.8 Inspection of records and books

- 1) The following documents must be available for inspection, free of charge, by members of the association at a reasonable time:
 - a) this constitution,
 - b) minutes of Board meetings and general meetings of the association,
 - c) records, books and other documents relating to the association.
- 2) A member may inspect a document:

- a) in hard copy, or
 - b) in electronic form, if available.
- 3) A member may obtain a hard copy of a document on payment of a fee of not more than \$1, as determined by the Board, for each page copied.
- 4) The Board may refuse to allow a member to inspect or obtain a copy of a document under this clause:
- a) that relates to confidential, personal, commercial, employment or legal matters, or
 - b) if the Board considers it would be prejudicial to the interests of the association for the member to do so.

5.9 Financial year

The association's financial year is:

- a) the period 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, commencing on 1 July and ending on the following 30 June.

Note: The Regulation, section 21 contains a substitute clause 44 for certain associations incorporated under the *Associations Incorporation Act 1984*.

5.10 Distribution of property on winding up

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.

(As per ATO website - <https://www.ato.gov.au/Non-profit/Getting-started/Getting-endorsed-for-tax-concessions-or-as-a-DGR/Is-my-organisation-eligible-for-DGR-endorsement-/Rules-and-tests-for-DGR-endorsement/#Endorsementasawhole>)