



side by side advocacy

Side By Side Advocacy Incorporated Constitution

Resolution adopted on 7 December 2023

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Part 1 Preliminary

1. Name

- 1.1 The name of the incorporated Association is Side By Side Advocacy Incorporated (referred to in this Constitution as "the Association" or "Side By Side Advocacy").

2. Objects of Side By Side Advocacy

2.1 The objects of the Association are:

- 2.1.1. To maintain a stable, independent and continuing organisation that makes advocacy available to people with disability. As we recognise that people with intellectual disability experience particular barriers in having their voices heard and needs met, we specialize in and prioritize providing advocacy for people with intellectual disability.
- 2.1.2. To provide advocacy that addresses the fundamental needs¹ of the person with disability and in accordance with the highest principles of effective advocacy, including but not limited to:
 - Citizen Advocacy, as defined and articulated by the Citizen Advocacy Program Evaluation [CAPE] framework
 - Individual Advocacy*
 - National Disability Insurance Scheme Appeals Support
 - And other forms of advocacy as determined by the Board.
- 2.1.3. To undertake advocacy related research that aims to enhance the life experiences of people with disability.
- 2.1.4. To evaluate and implement ways that the effectiveness of advocacy can be enhanced.
- 2.1.5. To evaluate and implement ways that people with intellectual disability can be more meaningfully included in all aspects of the work of the organisation including the governance of the organisation.
- 2.1.6. To deliver training, information and community development activities relevant to advocacy and other initiatives as determined by the Board.

¹ Being those needs that are important in a person's life and life trajectory, not minor or inconsequential, and needs that have the greatest potential to affect the person's life positively.

- 2.1.7. To advocate about issues relevant and important to people with disability.
 - 2.1.8. To support people with disability to build knowledge, skills and resilience in speaking up for themselves.
 - 2.1.9. To support family, friends and allies to build knowledge, skills and resilience in speaking up in the interests of the person with disability.
 - 2.1.10. To respond to requests for advocacy assistance and proactively seek out people with disability who have unmet fundamental needs requiring advocacy.
 - 2.1.11. To recruit and train volunteers to support the Association.
 - 2.1.12. To raise and secure funding and other resources for the continuation of the Association's activities.
 - 2.1.13. To conduct all activities in accordance with the Association's Statement of Purpose, Vision, Values, and Principles, policies and procedures.
 - 2.1.14. To undertake other activities that may arise from time to time that support the Objects of the Association.
- 2.2 The Association is a not-for-profit, non-sectarian, non-political organisation.

* See definitions of terms below.

3. Definitions

In this constitution:

Act means the *Associations Incorporation Act 2009* (NSW).

Advocacy refers to any act, including, speaking, acting, and writing, on behalf of the sincerely perceived interests of a person with disability to promote, protect or defend the wellbeing of and justice for that person in a fashion that strives to be emphatic and vigorous.

Association means Side By Side Advocacy Incorporated, being an organisation conducted in accordance with the Act and this Constitution.

Board means the Committee of Management of the Association.

Exercise of a function includes, if the function is a duty, a reference to the performance of that duty.

Function includes a reference to a power, authority and duty.

Individual Advocacy means one-to-one assistance provided to an individual to help solve problems and explore possibilities for that individual.

Office-Bearer refers to the Chairperson, Vice-Chairperson, Secretary, and Treasurer of the Association.

Ordinary Board Member means a member of the Board who is not an Office-Bearer.

Pecuniary Gain has the same meaning as that provided in section 5 of the Act.

Regulation means the *Associations Incorporation Regulation 2022* (NSW).

Secretary means the person holding office under this Constitution as Secretary of the Association or, if no person holds that office, the public officer of the Association.

Special general meeting refers to a general meeting of the Association other than an annual general meeting.

References to written, signed or documented include where an individual requires assistance to write, sign or otherwise document an item, so long as that individual has the capability to understand what is being written, signed or documented.

Part 2 Members of the Side By Side Advocacy Association

4. Membership generally

- 4.1 An individual is taken to be a member of the Association if:
 - 4.1.1 the person applied to be a member under clause 5.1 and the application has been approved; or
 - 4.1.2 where an application for registration of the Association has been made under section 6(1)(a) of the Act, the person is one of the individuals on whose behalf the application was made; or
 - 4.1.3 the person was a member of the Association in the financial year prior to the registration of the Association.
- 4.2 A person who is not an individual is not eligible to be a member of the Association.
- 4.3 A person who is an employee of the Association is not eligible to be a member of the Association.
- 4.4 The Association may from time to time grant the honorary title "Life Member" to an individual. A Life Member is not entitled to vote or stand for election to the Board unless that person is also a member of the Association.

5. Membership applications

- 5.1 An application by a person to be a member of the Association must be:
 - 5.1.1 in writing;
 - 5.1.2 in the form determined by the Board; and
 - 5.1.3 lodged with the Secretary.
- 5.2 The Board may determine that an application may be made or lodged by email or other electronic means.
- 5.3 The Secretary must refer an application to the Board as soon as practicable after receiving the application.
- 5.4 The Board must approve or reject the application.
- 5.5 As soon as practicable after the Board has decided to approve or reject the application, the Secretary must:
 - 5.5.1 give the applicant written notice of the decision, including by email or other electronic means; and

- 5.5.2 if the application is approved - inform the applicant that the applicant is required to accept the offer of membership, within 28 days.
- 5.6 The Secretary must enter the applicant's name in the register of members as soon as practicable after the applicant responds accepting membership.
- 5.7 The applicant becomes a member once the applicant's name is entered in the register.
- 5.8 A nomination for an individual to be made a Life Member must be referred to the Board. The Board will determine whether or not to grant the title of Life Member to the individual, based on the merit of the application. If the application is accepted, presentation of the honorary title will occur at the next general meeting of the Association.

6. Register of members

- 6.1 The Secretary must establish and maintain a register of members of the Association.
- 6.2 The register:
 - 6.2.1 may be in written or electronic form;
 - 6.2.2 must include, for each member:
 - 6.2.2.1 the member's full name;
 - 6.2.2.2 the member's residential, postal or email address;
 - 6.2.2.3 the date on which the person became a member; and
 - 6.2.2.4 if the person ceases to be a member - the date on which the person ceased to be a member; and
 - 6.2.3 must be kept in New South Wales or in electronic form:
 - 6.2.3.1 at the Association's main premises; or
 - 6.2.3.2 if the Association has no premises - at the Association's official address; and
 - 6.2.3.3 if kept in electronic form - must be able to be converted to hard copy; and
 - 6.2.4 subject to clause 6.4, must be available for inspection in hard copy form, free of charge, by members at a reasonable time.
- 6.3 A member may inspect a copy of the register at any reasonable time. However, should a member wish to obtain a hard copy of the register, or a part of the register, that member may do so on payment of a fee of not more than \$1, as determined by the Board, for each page copied.

- 6.4 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.
- 6.5 A member must not use information about a member obtained from the register to contact or send material to the member, unless required to do so under the Act or the Regulation, or otherwise to send the member:
 - 6.5.1 a newsletter;
 - 6.5.2 a notice for a meeting or other event relating to the Association; or
 - 6.5.3 other material relating to the Association.

7. Fees and subscriptions

- 7.1 There are no joining or annual fees related to membership of the Association.
- 7.2 Members must annually affirm their intent to remain a member of the Association for that year.
- 7.3 Annual membership relates to the period from 1 July to 30 June each year.
- 7.4 Affirmation of continued membership must be received by the Secretary by 30 September each year, in a format determined by the Board.

8. Members' liabilities

- 8.1 A member of the Association has no liability for the Association, particularly in relation to:
 - 8.1.1 the debts and liabilities of the Association; or
 - 8.1.2 the costs, charges and expenses of the winding up of the Association.

9. Disciplinary action against members

- 9.1 A person may make a complaint to the Board that a member of the Association has:
 - 9.1.1 failed to comply with a provision of this constitution;
 - 9.1.2 wilfully acted in a way prejudicial to the interests of the Association; or
 - 9.1.3 wilfully acted in a manner contrary to the Values of the Association.
- 9.2 The Board may refuse to deal with a complaint if the Board considers the complaint is trivial or vexatious.

- 9.3 If the Board decides to deal with the complaint, the Board must:
 - 9.3.1 serve notice of the complaint on the member; and
 - 9.3.2 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
 - 9.3.3 consider any submissions made by the member.
- 9.4 The Board may, by resolution, revoke or suspend the member's membership if, after considering the complaint, the Board is satisfied that:
 - 9.4.1 the facts alleged in the complaint have been proved; and
 - 9.4.2 the expulsion or suspension is warranted.
- 9.5 If the Board revokes or suspends a member's membership, the Secretary must, within 7 days of that action being taken, give the member written notice of:
 - 9.5.1 the action taken;
 - 9.5.2 the reasons given by the Board for taking the action; and
 - 9.5.3 the member's right of appeal under clause 10.
- 9.6 The revocation or suspension of a member's membership does not take effect until the later of the following:
 - 9.6.1 the day the period within which the member is entitled to exercise the member's right of appeal expires; or
 - 9.6.2 if the member exercises the member's right of appeal within the period - the day the Association confirms the resolution under clause 10.

10. Right of appeal against disciplinary action

- 10.1 A member may appeal against a resolution of the Board under clause 9.4 by lodging a notice of appeal with the Secretary within 7 days of being served notice of the resolution.
- 10.2 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.
- 10.3 The Secretary must notify the Board that the Secretary has received a notice of appeal.
- 10.4 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.

10.5 At the general meeting:

- 10.5.1 no business other than the question of the appeal is to be transacted;
- 10.5.2 the member must be given an opportunity to state the member's case orally or in writing, or both;
- 10.5.3 the Board must be given the opportunity to state the Board's case orally or in writing, or both; and
- 10.5.4 the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

10.6 The appeal is to be determined by a simple majority of votes cast by the members.

11. Resolution of internal disputes

11.1 The following disputes must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1983* (NSW) for mediation:

- 11.1.1 a dispute between 2 or more members of the Association, if the dispute is between the members in their capacity as members; and
- 11.1.2 a dispute between 1 or more members and the Association.

11.2 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.

11.3 The *Commercial Arbitration Act 2010* (NSW) applies to a dispute referred to arbitration.

12. Membership entitlements not transferable

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

- 12.1.1 cannot be transferred to another person; and
- 12.1.2 terminates once the person ceases to be a member of the Association.

13. Member resignation

13.1 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.

13.2 The member ceases to be a member on the expiration of the notice period.

14. Cessation of membership

14.1 A person ceases to be a member of the Association if the person:

14.1.1 dies;

14.1.2 resigns from being a member;

14.1.3 is expelled from the Association; or

14.1.4 fails to confirm their desire to remain a member, by September 30 each year, by means determined by the Board.

Part 3 The Board of Management (The Board)

Division 1 Constitution

15. Functions of the Board

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

15.1.1 is to control and manage the affairs of the Association;

15.1.2 may exercise all the functions that 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

15.1.3 has power to perform all actions and do all things necessary or desirable for the proper management of the affairs of the Association.

16. Composition of the Board

16.1 The Board is to consist of up to 10 members, as elected in accordance with clause 18, comprising:

16.1.1 the Office-Bearers of the Association; and

16.1.2 Ordinary Board members.

16.2 The Office-Bearers of the Association are:

16.2.1 Chairperson;

16.2.2 Vice-Chairperson;

16.2.3 Treasurer; and

16.2.4 Secretary.

16.3 A Board member may hold up to 2 offices (other than both the offices of Chairperson and Vice-Chairperson).

16.4 No more than 25% of the persons elected to the Board shall be direct service providers to people with disability and/or a person with a direct or indirect pecuniary interest in such a service provision.

16.5 There is no maximum number of consecutive terms for which a Board member may hold office.

16.6 Each member of the Board is, subject to this constitution, to hold office until positions are declared vacant by the returning officer at the annual

general meeting next following the date of the member's election, and is eligible for re-election, subject to clause 18.

17. Restriction of remuneration

17.1 A member of the Board may not be appointed to any remunerated office of the Association.

17.2 A benefit in money or money's worth may be given to a member of the Board for:

17.2.1 repayment of out of pocket expenses;

17.2.2 reasonable and proper rent for premises let to the Association; and

17.2.3 professional services rendered in a capacity otherwise than as a member of the Board for a specified period of time, when previously approved by the Board.

18. Election of Board members

18.1 Any member of the Association may be nominated as a candidate for election as a Board member.

18.2 The nomination must be:

18.2.1 made in writing;

18.2.2 in a form determined by the Board and signed by at least 2 members of the Association;

18.2.3 accompanied by the written consent of the candidate to the nomination; and

18.2.4 given 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.

18.3 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected.

18.4 Any vacant positions remaining on the Board are taken to be casual vacancies.

18.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

18.6 The ballot for the election of members of the Board is to be conducted at the annual general meeting in any usual and proper manner that the Board directs.

18.7 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.

18.8 Office-Bearers of the Board must be members of the Board.

18.9 Office-Bearers will be determined by the members of the Board in any usual and proper manner that the Board directs, at a meeting convened as soon as is practical after the annual general meeting.

19. Terms in office

19.1 Subject to this constitution, a Board member holds office from the day the member is elected until all positions are declared vacant by the returning officer at the next annual general meeting.

19.2 A member is eligible, if otherwise qualified, for re-election as a Board member.

19.3 There is no limit to the number of consecutive terms for which a Board member may hold office.

20. Vacancies in office

20.1 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. The member so appointed is to hold office, subject to this constitution, until all positions are declared vacant by the returning officer at the next Annual General Meeting.

20.2 A casual vacancy in the office of a member of the Board occurs if the member:

20.2.1 dies;

20.2.2 ceases to be a member of the Association;

20.2.3 resigns office by notice in writing given to the Secretary;

20.2.4 is removed from office under this clause;

20.2.5 is absent from 3 consecutive Board meetings without the consent of the Board;

20.2.6 is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);

20.2.7 is prohibited from being a director of a company under Part 2D.6 of the *Corporations Act 2001* (Cth);

20.2.8 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

20.2.9 loses capacity to make an informed decision with appropriate support.

20.3 The Association may, by resolution at a general meeting:

20.3.1 remove a Board member from office at any time; and

20.3.2 appoint another member of the Association to hold office for the balance of the departing Board member's term of office.

20.4 A Board member to whom a proposed resolution referred to in clause 20.3 relates may:

20.4.1 give a written statement, of a reasonable length, in relation to the proposed resolution to the chair or Secretary; and

20.4.2 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.

20.5 If the Board fails to send a copy of the statement received under clause 20.4.1 to each member in accordance with a request made under clause 20.4.2, the statement must be read aloud by the member at the general meeting at which the proposed resolution will be considered.

21. Secretary

21.1 As soon as practicable after being appointed as Secretary, the Secretary must lodge a notice with the Association of the Secretary's residential address.

21.2 The Secretary must keep minutes of:

21.2.1 all elections of the Board members;

21.2.2 the names of members of the Board present at a Board meeting or a general meeting; and

21.2.3 all proceedings at Board meetings and general meetings.

21.3 The minutes must be:

21.3.1 kept in written or electronic form;

21.3.2 for minutes of proceedings at a Board meeting – signed, in writing or by electronic means, by:

21.3.2.1 the member who presided at the meeting, or

21.3.2.2 the member presiding at the subsequent meeting.

21.4 The Secretary will maintain the register of members of the Association.

22. Treasurer

22.1 It is the duty of the treasurer of the Association to ensure that:

- 22.1.1 all money due to the Association is collected and received and all payments authorised by the Association are made;
- 22.1.2 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;
- 22.1.3 a report stating the financial position of the Association is presented at each Board and general meeting. The report must include a summary of all receipts and payments of the Association as well as a comparison of the actual results with the expected results as per the current budget of the Association. All source documents shall be made available on request;
- 22.1.4 internal controls are established and maintained, sufficient for the proper administration of the finances of the Association;
- 22.1.5 budgets of the Association are drawn up annually for approval by the Board, and presented to the Board for revision if there are significant changes in circumstance;
- 22.1.6 external reports are forwarded on time; and
- 22.1.7 financial records are audited at the end of each financial year, and such other requirements of the Board concerning funds and their administration are implemented. Except as expressly set out by this constitution, all decisions relating to the disposition of funds shall be made by the Board or its authorised delegates.

23. Delegation to subcommittee

23.1 The Board may:

- 23.1.1 establish 1 or more subcommittees to assist the Board to exercise the Board's functions; and
- 23.1.2 appoint 1 or more persons to be the members of the subcommittee.

23.2 The Board may delegate to the subcommittee the exercise of the Board's functions specified in the instrument, other than:

- 23.2.1 this power of delegation; or
- 23.2.2 a duty imposed on the Board by the Act or another law.

Division 2 Procedure

24. Board meetings

- 24.1 The Board must meet at least 6 times in each 12-month period at a place and time determined by the Board.
- 24.2 Additional meetings of the Board may be called by any Board member.
- 24.3 The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

25. Notice of Board meeting

- 25.1 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.
- 25.2 The notice must describe the general nature of the business to be transacted at the meeting.
- 25.3 The only business that may be transacted at the meeting is:
 - 25.3.1 the business described in the notice; and
 - 25.3.2 business that the Board members present at the meeting unanimously agree is urgent business.

26. Quorum for meetings of the Board

- 26.1 The quorum for a meeting of the Board is 3 Board members.
- 26.2 No business may be transacted by the Board unless a quorum is present.
- 26.3 If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned to:
 - 26.3.1 the same place; and
 - 26.3.2 the same time of the same day in the following week.
- 26.4 If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- 26.5 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.

26.6 A Board member appointed under clause 26.5 holds office, subject to this constitution, until the next general meeting.

26.7 This clause does not apply to the filling of a casual vacancy to which clause 20 applies.

27. Presiding Board member

27.1 The following Board member presides at a meeting of the Board:

27.1.1 the Chairperson;

27.1.2 if the Chairperson is absent - the Vice-Chairperson; or

27.1.3 if both the Chairperson and Vice-Chairperson are absent, 1 of the members present at the meeting, as elected by the other members.

27.2 The member presiding at the meeting has:

27.2.1 a vote in their capacity as a Board member; and

27.2.2 in the event of a tie in votes cast at a meeting of the Board or a subcommittee – a second casting vote.

28. Voting

28.1 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.

29. Acts valid despite vacancies or defects

29.1 Subject to clause 20, the Board may act despite there being a casual vacancy in the office of a Board member.

29.2 An act done by the Board or a subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the Board or subcommittee.

30. Transaction of business outside meetings or by telephone or other means

30.1 The Board may transact its business by the circulation of papers, including by electronic means, among all Board members.

30.2 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.

30.3 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.

30.4 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:

30.4.1 the approval of a resolution under clause 30.2; or

30.4.2 a meeting held in accordance with clause 30.3.

30.5 A resolution approved under clause 30.2 must be recorded in the minutes of the next meeting of the Board immediately following the resolution's approval.

31. Confidentiality

31.1 Confidentiality will be observed at all times by Board members on matters that are of organisational sensitivity or that involve personal details.

31.2 Personal details of clients, program participants, staff, Board members and volunteers shall not be disclosed to any other person outside the Board without the informed consent of the person(s) concerned, except where required to do so under a law or regulation.

31.3 All Board members, staff, volunteers, workers, contractors and other personnel of the organisation will sign a confidentiality agreement.

32. Conflict of Interest

32.1 Board members who have a professional advocacy role, a direct service provision role, and/or a potential conflict of interest (actual or perceived) arising from a direct/indirect pecuniary interest shall:

32.1.1 declare in writing the conflict of interest by entering the details in the organisations conflict of interest register;

32.1.2 absent themselves from all discussion involving matters in which the conflict of interest arises; and

32.1.3 refrain from voting on matters relating to the conflict of interest.

Part 4 General meetings

Division 1 Annual general meetings

33. Annual general meetings - holding of

33.1 The Association must hold its first annual general meeting within 18 months after its registration under the Act.

33.2 The Association must hold its annual general meetings within:

33.2.1 6 months after the close of the Association's financial year; or

33.2.2 the later period that may be allowed or prescribed under the Act.

34. Annual general meetings - calling of and business at

34.1 The annual general meeting of the Association is, subject to the Act and to clause 33, to be convened on the date and at the place and time determined by the Board.

34.2 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:

34.2.1 confirming the minutes of the previous annual general meeting and of any special general meeting held since that meeting;

34.2.2 receiving from the Board reports on the activities of the Association during the last preceding financial year;

34.2.3 receiving and considering any financial statement or report required to be submitted to members under the Act; and

34.2.4 appointing the auditor for the current financial year.

34.3 An annual general meeting must be specified as that type of meeting in the notice convening it.

Division 2 Special general meetings

35. Special general meetings - calling of

35.1 The Board may, whenever it thinks fit, convene a special general meeting of the Association.

35.2 The Board must, on the request of at least 25% of the total number of members, convene a special general meeting of the Association.

35.3 A request of members for a special general meeting:

- 35.3.1 must be in writing;
 - 35.3.2 must state the purpose or purposes of the meeting;
 - 35.3.3 must be signed by the members making the requisition;
 - 35.3.4 must be lodged with or given to the Secretary;
 - 35.3.5 may be in electronic form and signed and lodged by electronic means; and
 - 35.3.6 may consist of more than 1 documents in a similar form, each signed by 1 or more of the members making the request.
- 35.4 If the Board fails to convene a special general meeting within 1 month after the date on which a request of members for the meeting is lodged with the Secretary, any one or more of the members who made the request may convene a special general meeting to be held not later than 3 months after that date.
- 35.5 A special general meeting convened by a member or members as referred to in clause 35.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

Division 3 Notice

36. Notice

- 36.1 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.
- 36.2 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 clause 36.1, the intention to propose the resolution as a special resolution.
- 36.3 A special resolution must be passed in accordance with section 39 of the Act.
- 36.4 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 34.2.

36.5 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.

Division 4 Quorum

37. Quorum for general meetings

37.1 No business may be transacted at a general meeting unless a quorum is present.

37.2 The quorum for a general meeting is 5 members entitled under this constitution to vote.

37.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

37.3.1 if convened on the requisition of members—is to be dissolved; and

37.3.2 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.

37.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, but there are at least 3 members present, the members present are to constitute a quorum.

Division 5 Procedure

38. Presiding member

38.1 The Chairperson of the Board or, in the Chairperson's absence, the Vice-Chairperson, is to preside as Chairperson at each general meeting.

38.2 If the Chairperson or Vice Chairperson are absent or unwilling to act, the members present must elect one of their number to preside as Chairperson at the meeting.

39. Adjournment

39.1 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 to another time and 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.

39.2 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.

39.3 Except as provided in clauses 39.1 and 39.2, 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.

40. Making of decisions

40.1 A question arising at a general meeting of the Association is to be determined by:

40.1.1 a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the Board may determine; or

40.1.2 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.

40.2 If the question has been determined by a show of hands, a declaration by the Chairperson that a resolution has been carried unanimously or by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the number or proportion of the votes recorded in favour of or against that resolution.

40.3 Clause 40.2 applies to a method determined by the Board under clause 40.1.1 in the same way as it applies to a show of hands.

40.4 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.

41. Special resolutions

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

42. Voting

42.1 A member has one vote only on any question arising at a general meeting of the Association.

42.2 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.

42.3 A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

42.4 A member who has an actual or perceived conflict of interest in relation to a matter is not allowed to vote on that matter.

43. Proxy votes not permitted

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

44. Postal or electronic ballots

44.1 The Association may hold a postal or electronic ballot (as the Board of Management of Side By Side Advocacy determines) to determine any issue or proposal (other than an appeal under clause 10).

44.2 A postal or electronic ballot is to be conducted in accordance with Schedule 2 to the Regulation.

45. Use of technology at general meetings

45.1 A general meeting may, if required, be held at 2 or more venues using any technology approved by the Board that gives each of the Association's members a reasonable opportunity to participate.

45.2 A member of an Association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 Miscellaneous

46. Insurance

46.1 The Association may effect and maintain insurance as appropriate.

47. Funds - source

47.1 The funds of the Association are to be derived from donations, grants and, subject to any resolution passed by the Association in general meeting, any other sources that the Board determines.

47.2 All money received by the Association must be deposited as soon as practicable and without deduction to the Association's bank or other authorised deposit-taking institution account.

47.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

48. Funds - management

48.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the Board determines.

48.2 All payments, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be authorised by 2 authorised signatories.

49. Association is non-profit

49.1 Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a Pecuniary Gain for any of its members.

50. Distribution of property on winding up of Association

50.1 Subject to the Act and the Regulation, in a winding up of the Association, any surplus property of the Association:

50.1.1 must be distributed in accordance with section 65 of the Act; and

50.1.2 is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

50.2 In this clause 50.1, a reference to the surplus property of an Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.

51. Change of name, objects and constitution

51.1 An application for registration of a change in the Association's name, objects or constitution is to be made by the public officer or a Board member and must be in accordance with section 10 of the Act.

52. Custody of books etc.

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

52.1.1 at the main premises of the Association, in the custody of the public officer or a member of the Association (as the Board determines); or

52.1.2 if the Association has no premises, at the Association's official address, in the custody of the public officer.

53. Inspection of books etc.

53.1 The following governance documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:

53.1.1 the register, records, books and other financial documents of the Association;

53.1.2 this constitution;

53.1.3 minutes of all Board meetings and general meetings of the Association.

53.2 A member of the Association may obtain a copy of any of the documents referred to in clause 53.1 on payment of a fee of not more than \$1 for each page copied.

53.3 Despite clauses 53.1 and 53.2, the Board may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association or a member.

54. Service of notices

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

54.1.1 by delivering it to the person personally;

54.1.2 by sending it by post to the address of the person; or

54.1.3 by sending it by electronic transmission to an address specified by the person for giving or serving the notice.

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

54.2.1 in the case of a notice given or served personally, on the date on which it is given to or served on the addressee;

54.2.2 in the case of a notice sent by post, on the date when it would have been delivered in the ordinary course of post; and

54.2.3 in the case of a notice sent by 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.

55. Financial year

55.1 The financial year of the Association is:

55.1.1 the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and

55.1.2 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.