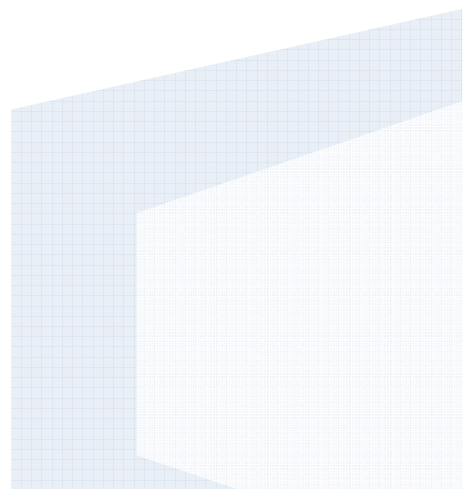


Great Lifestyle of Wickham

Constitution



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1. Definitions

- 1.1. “reasonable time”. Usual procedural decisions 10 minutes. This time may be extended if the facilitator applies to the meeting for a specific time extension for consensus.
- 1.2. “consensus” means the absence of a veto.
- 1.3. “decision of the organisation” means a decision adopted at a duly constituted meeting of the organisation, or in accordance with an authority granted under this constitution, or under a delegation given in accordance with this constitution.
- 1.4. “financial member” means an ordinary member who has paid the prescribed annual membership fee for the current membership period.(Eg. \$5.00) Except where otherwise specified in the constitution, the term “member” refers to an ordinary member.
- 1.5. “non-financial member” means an ordinary member who would otherwise be a financial member but has not yet paid the prescribed annual membership fee for the current membership period.
- 1.6. “special member” means a person who has been admitted as a special member under a special membership category established by the organisation. Eg. volunteer on a project.
- 1.7. “notice of meeting” means a notice to members of a meeting, containing the details set out in the constitution, and circulated to members in the form prescribed by the organisation (which may be in electronic or paper form).
- 1.8. “meeting of the organisation” means an ordinary meeting, an extraordinary meeting, or an Annual General Meeting.
- 1.9. “the organisation” means the Greater Lifestyle of Wickham.
- 1.10. “rules of the organisation” means any provision of this constitution or of any constitution to which this constitution is subordinate, or any decision of the organisation that is specified as a rule in accordance with this constitution.
- 1.11. “Wickham Village” means the suburb of Wickham as designated by the [Geographical Names Board of NSW](#)
- 1.12. “Community member” means Wickham residents, small business owners, investment property owners.

2. Name

- 2.1. The name of the organization, Greater Lifestyle of Wickham (GLOW)

3. Status of the organisation and this constitution

- 3.1. Subject to any relevant law, the Greater Lifestyle of Wickham is an autonomous, not-for-profit community group.
- 3.2. The organisation may, by a proposal notified to members at least two weeks before the meeting at which it is considered, join any other not-for-profit organisation whose objects are consistent with those of the Greater Lifestyle of Wickham. If a condition of joining such an organisation requires the subordination of this constitution to the other organisation’s constitution, this constitution will – at the formal moment of joining – thereby become subordinate to that other organisation’s constitution, and any provisions of this constitution that are inconsistent with the other organisation’s constitution will, to the extent of such inconsistency, thereby be null and void.

4. Objects

The objects of the organisation are:

- 4.1. to provide support for groups of Wickham Village community members to undertake projects that benefit the general Wickham community, and

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- 4.2. to represent the interests of Wickham Village community members in matters GLOW deems affect the Wickham community.
- 4.3. to carry out any ancillary activities that assist the organisation to pursue the above objects.

5. **Interpretation**

Where there is doubt or disagreement about the meaning of any provision of this constitution, a meeting of the organisation has the right and responsibility to interpret the provision, on the grounds of the most reasonable meaning apparent from the words of the provision. This authority cannot be delegated.

6. **Membership**

6.1.1.Types of membership: Except as otherwise provided, this constitution covers ordinary membership (financial and non-financial) only. The organisation may create other categories of membership (“special membership”, e.g., family membership, associate membership, honorary membership, temporary membership, etc) according to its normal decision making processes, under such terms and conditions as it deems appropriate. However, except as otherwise specified in this constitution, the rights and responsibilities of members provided by this constitution apply only to ordinary members.

6.1.2.Special membership:

6.1.2.1. a person who is admitted as a special member under a special membership category created by the organisation does not have any of the rights or responsibilities of membership outlined in this constitution, except where this constitution specifically confers such a right or responsibility,

6.1.2.2.all special membership categories must be reviewed at each Annual General Meeting. If the Annual General Meeting (or the next ordinary meeting) does not specifically decide to continue the special membership category, the category is considered to be repealed, and any person whose was a special member by virtue of that category ceases to be a special member.

6.1.3.**Eligibility: any community member of Wickham Village** who is sixteen years or older may apply to join the organisation as an ordinary member. Eligibility for special membership may be determined by GLOW.

6.1.4. Application:

6.1.4.1. An application to join the organisation must be made in the prescribed membership form to the Membership Officer.

6.1.4.2. The prescribed membership form must be on paper and /or in electronic form, and must include a signed statement by the applicant agreeing to comply with the provisions of this constitution, and to the duly made rules and decisions of the organisation.

6.1.4.3. Upon receipt of a membership application, the Membership Officer must refer the application as soon as practicable to the next ordinary meeting of the organisation.

6.1.5. Admission:

6.1.5.1. The organisation will determine current membership applications at an ordinary meeting of the organisation by its normal decision-making process. This function may not be delegated.

6.1.5.2. The organisation will accept the application of any eligible person, unless the organisation is of the view that a person’s previous conduct is such that admitting the person as a member would be likely to be prejudicial to the interests of the organisation.

6.1.5.3. A person whose membership application is rejected may appeal against the decision at a future meeting, providing reasons why their application should be accepted.

6.1.5.4.Where a meeting rejects a person’s appeal against a decision to reject the person’s application for membership, the person may not apply for membership again for a period of twelve months following the meeting at which the appeal was rejected.

6.1.5.5. Admission to membership is not valid unless and until an applicant pays the prescribed membership fee, and any decision to admit a member lapses if the applicant does not pay the fee within three months of the decision.

6.2. Rights of ordinary members:

6.2.1. A right, privilege or obligation which a person has by reason of being a member of the organisation is not capable of being transferred or transmitted to another person, and terminates on cessation of the person's membership.

6.2.2. Members have the rights specified below, and elsewhere in this constitution. A member's rights may be restricted only in accordance with this constitution.

6.2.3. A non-financial member's rights are limited as provided in this constitution until the member becomes a financial member by paying the prescribed membership fee for the current membership period.

6.2.4. A member may be non-financial for a maximum period of three months, when their membership lapses.

6.2.5. A member of the organisation is entitled to attend any meeting of the organisation, and to participate in discussion at any such meeting, subject to, and except as otherwise provide by, this constitution.

6.2.6. A financial member has all the rights of membership, incl., but not necessarily restricted to, the right to:

6.2.6.1. give notice of business to be considered at a meeting of the organisation,

6.2.6.2. make proposals to any meeting of the organisation, in accordance with the rules of GLOW.

6.2.6.3. agree to or veto any proposal put before a meeting of the organisation, except as otherwise provided in this constitution

6.2.6.4. vote on any proposal, where a vote is taken in accordance with this constitution

6.2.6.5. nominate for any office or position within the organisation,

6.2.6.6. be delegated by the organisation to carry out any activity on behalf of the organisation

6.2.6.7. be provided with a reasonable opportunity to inspect the current version of any document required by this constitution to be kept by any office bearer, including the current version of the constitution, the register of members of the organisation, the official minutes of the organisation, the rules of the organisation, and the current financial statements of the organisation.

6.2.7. A member who has been suspended in accordance with the disciplinary provisions of this constitution may not exercise any of the rights of membership during the period of suspension.

6.2.8. A member who is required to leave a meeting due to disorderly conduct may not exercise any of the rights of membership related to participation at meetings for the period of the relevant meeting.

6.2.9. No member has the right to give or exercise a proxy vote.

6.3. Members' liabilities:

The liability of any member (ordinary or special) of the organisation to contribute towards the payment of the debts and liabilities of the organisation, or to the costs, charges and expenses of the winding up of the organisation, is limited to the amount, if any, unpaid by the member in respect of membership of the organisation as required by this constitution.

6.4. Membership fee:

6.4.1. The organisation shall determine an annual membership fee for ordinary membership at its Annual General Meeting, or (if this is not possible) at the next ordinary meeting.

6.4.2. The annual membership fee shall be payable before 1 July in any calendar year.

6.4.3. The organisation may also set an annual fee for any special membership category.

6.5. Continuing membership and renewal:

6.5.1. A person who has already been admitted as a member and is still eligible may renew membership on payment of the annual fee to the Treasurer or other delegated member by 1 October of the year in which their membership fee is due.

- 6.5.2. The membership of a person who does not pay the membership fee by 1 October of the year in which the fee is due, lapses. Such a person must then re-apply for membership as a new member, in accordance with this constitution.
- 6.5.3. A person is only liable to pay a single membership fee in any financial year.
- 6.5.4. A person who is admitted as a new member after 31 March in any year may pay a pro-rata amount to cover the remainder of the membership period for that financial year.
- 6.6. Cessation of membership:
 - 6.6.1. A person ceases to be a member of the organisation in any of the following circumstances:
 - 6.6.1.1. The person's membership lapses, in accordance with this constitution, or
 - 6.6.1.2. The person tenders a written resignation from the organisation at a meeting of the organisation, or to the Secretary or Coordinator, or
 - 6.6.1.3. The person ceases to be eligible to be a member of the organisation, or
 - 6.6.1.4. The person is expelled by the organisation in accordance with the grounds and procedures set down in this constitution.
 - 6.6.2. The organisation may decide to repay a pro-rata portion of a person's membership fee if that person has ceased to be a member before the end of the membership period.
- 6.7. Resolution of internal disputes
 - 6.7.1. Disputes between members (in their capacity as members) of the organisation, and disputes between members and the organisation, are to be referred by the Coordinator or the Complaints Committee to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
 - 6.7.2. At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- 6.8. Disciplining of members:
 - 6.8.1. Complaints committee:
 - 6.8.1.1. The organisation may establish a complaints committee to handle complaints against members.
 - 6.8.1.2. If the organisation does not establish a complaints committee, or if the committee is unable to operate for any reason, an ordinary or extraordinary meeting of the organisation shall perform the function of the complaints committee.
 - 6.8.1.3. The complaints committee shall comprise at least five financial members. The Coordinator and Secretary shall be ex-officio members, and the other members may be appointed and replaced at a meeting of the organisation.
 - 6.8.1.4. A member who has lodged a complaint, or a member against whom such a complaint has been lodged, must not be involved in the receipt or determination of that complaint, except to provide information to the complaints committee.
 - 6.8.1.5. The complaints committee may exclude a member who is involved in a complaint (either as the complainant or as the member against whom a complaint has been lodged) from any part of a meeting of the committee in which it is deliberating on the complaint.
 - 6.8.2. A complaint against a member must be made in writing to a member of the complaints committee ("the recipient") by any person, on the grounds that a member of the organisation:
 - 6.8.2.1. has persistently refused or neglected to comply with a provision or provisions of the rules of the organisation, or
 - 6.8.2.2. has persistently and wilfully acted in a manner prejudicial to the interests of the organisation.
 - 6.8.3. A complaint must outline the specific conduct that is the basis of the complaint.
 - 6.8.4. On receiving such a complaint, the recipient must:
 - 6.8.4.1. notify the other members of the complaints committee of the complaint, and
 - 6.8.4.2. notify the member against whom the complaint has been lodged, and
 - 6.8.4.3. provide the member with the reasons given for the complaint, and

- 6.8.4.4. give the member at least 14 days from the time the notice is served within which to make submissions to the recipient in connection with the complaint.
- 6.8.5. Initial consideration: If, after an initial consideration of the complaint and any submissions from the member against whom the complaint has been made, the complaints committee is satisfied that the allegation, if proved, would constitute grounds under section 6.8.2, the complaints committee must proceed with an investigation of the complaint in accordance with this constitution. If the committee is not satisfied of this, the committee must dismiss the complaint. In this case, the committee may also refer the matter for dispute resolution, if appropriate.
- 6.8.6. Investigation: If the complaints committee decides to proceed with the complaint, it must identify the particular conduct in the allegation that would, if proved, constitute grounds under section 6.8.2, and may make any relevant inquiries to establish the relevant facts of the case.
- 6.8.7. After further considering the complaint, any submissions from the relevant member, and any other relevant information or circumstances of the case, the complaints committee must decide to do one or more of the following:
 - 6.8.7.1. dismiss the complaint, if it finds insufficient evidence to uphold it
 - 6.8.7.2. uphold the complaint, if it finds that the relevant facts alleged in the complaint have been proved to the reasonable satisfaction of the committee
 - 6.8.7.3. refer the matter for dispute resolution, if it appears to the committee that this is appropriate in the circumstances
- 6.8.8. If, after investigating the complaint, the committee decides to uphold the complaint, it must formally notify the member, the Secretary, and the Membership Officer in writing that the complaint has been upheld, and do one of the following:
 - 6.8.8.1. take no further action, on the grounds that further action is not warranted in the circumstances
 - 6.8.8.2. warn and/or advise the member
 - 6.8.8.3. suspend the member for a certain period
 - 6.8.8.4. expel the member from the organisation
- 6.8.9. A notification from the complaints committee may provide any relevant explanation for the committee's findings
- 6.8.10. The complaints committee must report the outcome of any complaint to a meeting of the organisation as soon as practicable after concluding its deliberations.
- 6.8.11. If the complaints committee decides to expel or suspend a member, the Secretary must, within seven (7) days after the action is taken, notify the member of the action taken, of the reasons given by the committee for having taken that action, and of the member's right of appeal under this constitution.
- 6.8.12. If a member does not exercise the right of appeal against a decision of the complaints committee within seven (7) days after notice of the decision of the complaints committee has been sent to the member ("the appeal period"), the decision takes effect immediately after the expiry of the appeal period.
- 6.9. Right of appeal of disciplined member:
 - 6.9.1. A member may appeal against a decision of the complaints committee to uphold a complaint against the member, or against a decision to warn, expel or suspend the member, provided the member lodges a notice of appeal with the appeal period.
 - 6.9.2. If a member does not exercise the right of appeal within the appeal period, the decision of the complaints committee takes effect and there is no further right of appeal.
 - 6.9.3. If, within the appeal period, the member exercises the right of appeal, a decision of the complaints committee only takes effect if the decision is confirmed in accordance with this constitution.
 - 6.9.4. An appeal notice must be lodged with the secretary in writing.
 - 6.9.5. The appeal 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.

- 6.9.6. An appeal must be considered at an ordinary meeting of the organisation, or at an extraordinary meeting called for this purpose.
- 6.9.7. On receipt of an appeal from a member in accordance with these provisions, the secretary must notify the membership and refer the matter to the next ordinary meeting of the organisation or (if this would not be held for more than twenty-eight (28) days after the date on which the secretary received the appeal notice), convene an extraordinary meeting for this purpose.
- 6.9.8. A meeting of the organisation that considers the question of an appeal must:
 - 6.9.8.1. consider the matter before any other substantive business
 - 6.9.8.2. provide an opportunity for the complainant, the complaints committee, and the member against whom the complaint has been made to state their respective cases orally or in writing, or both, before making any decision on the matter
 - 6.9.8.3. deal with the matter in a way that adheres to the principles of natural justice and procedural fairness
 - 6.9.8.4. come to a decision by consensus, or – if requested by any financial member present - vote by secret ballot on the question of whether the original decision should be confirmed or revoked
- 6.9.9. The result of a secret ballot to determine an appeal shall be resolved by a simple majority of the votes cast.
- 6.9.10. If the original decision is revoked, the meeting may decide (by the means identified in 6.9.8.4) to take any other action identified in section 6.8.8.
- 6.9.11. The determination of an appeal by a meeting of the organisation in accordance with this constitution is final, and there is no further right of appeal.

7. Meetings

- 7.1. Meetings of the organisation are the primary means by which the organisation makes decisions. Subject to this constitution, a meeting of the organisation is the highest decision-making authority of the organisation, and all members, subordinate organisational entities, office bearers, delegates and other position-holders are subordinate to and accountable to meetings of the organisation.
- 7.2. Meetings of the organisation comprise ordinary meetings, extraordinary meetings and annual general meetings that are notified in accordance with this constitution. Other than as provided in this constitution, these meetings are equivalent in authority, and operate according to the same procedures.
- 7.3. Meetings of subordinate organisational entities (such as committees and working groups) shall be conducted according to the relevant rules of the organisation, subject to this constitution.
- 7.4. Non-members may attend and participate in discussion at a meeting of the organisation with the agreement of, and under any conditions determined by, the meeting. Non-members are not entitled to any of the other rights of members.
- 7.5. Ordinary meetings:
 - 7.5.1. Ordinary meetings are the regular meetings of the organisation which make decisions on behalf of the organisation.
 - 7.5.2. The organisation must hold at least five ordinary meetings in each financial year, with at least one month between any two ordinary meetings.
 - 7.5.3. The organisation should develop and maintain a schedule of ordinary meetings at least one year in advance, and this schedule should be circulated and generally available to members.
 - 7.5.4. The organisation should develop a standard agenda for ordinary meetings, and this should be circulated and generally available to all members.
 - 7.5.5. The organisation should develop and maintain a set of procedural rules for its meetings, including points of safe meeting practice to be observed by participants.

7.5.6. The Secretary shall ensure that a copy of the constitution and of any rules adopted by the organisation for meeting procedures (including points of safe meeting practice) are available for reference at every meeting of the organisation.

7.5.7. The agenda for an ordinary meeting must include (but is not necessarily limited to) the following items:

- Confirmation or appointment of facilitator, and appointment of minute-taker (and any other meeting roles) for the meeting
- Acknowledgement of country
- Reminder of safe meeting practice
- Introductions
- Agenda review
- Adoption of minutes of the previous meeting
- Membership report, including admission of new members
- Reports from other office bearers, other positions
- Reports from committees and working groups
- Business for which notice has been given
- Other business (including any business without notice)
- Time, date, venue and appointment of facilitator and minute taker for next meeting.

7.5.8. Notice of ordinary meeting: Notice of ordinary meetings shall be given according to the provisions of this constitution, except where the organisation has determined a schedule for ordinary meetings that has been distributed to all members and no business has been notified for the meeting by any financial member.

7.5.9. Role of the facilitator: The role of the facilitator at a meeting is to:

7.5.9.1. ensure that the meeting adheres to the agreed agenda and times, and is conducted according to the relevant provisions of this constitution, any procedural rules adopted by the organisation, and the principles of safe meeting practice,

7.5.9.2. assist participants to reach consensus on proposals,

7.5.9.3. follow (and where relevant, implement) any procedural decisions of the meeting

7.5.10. Role of participants: The role of participants at a meeting is to:

7.5.10.1. properly prepare for meetings, by reading the relevant minutes and business papers, and becoming familiar with the organisation's meeting procedures

7.5.10.2. assist and support the facilitator in ensuring that the meeting adheres to the agreed agenda and times, and to the relevant provisions of this constitution, any procedural rules adopted by the organisation, and the principles of safe meeting practice

7.5.10.3. participate in good faith, and in a genuine attempt to reach consensus on the matters of business considered at a meeting

7.6. Disorderly conduct: Anyone at a meeting of the organisation or of any committee or working group who engages in disorderly conduct shall be brought to order by the facilitator. If that person does not comply with such a request, or engages in further disorderly conduct later in the meeting, the person may, after being so warned by the facilitator, be requested by the facilitator to leave the meeting. If the person does not comply with such a request, the facilitator or any other member present may propose that the person be required to leave the meeting. Such a proposal shall be determined without further discussion, and shall be agreed by the meeting if at least 75% of financial members present and voting vote in favour of the proposal. A member who does not leave a meeting when required to do so by such a vote is automatically suspended from membership from the time of such refusal until after the next ordinary meeting of the organisation.

7.7. Extraordinary meetings:

7.7.1. Except as otherwise provided in this constitution, an extraordinary meeting of the organisation must be called on the receipt by the Secretary of a written request to call such a meeting, either signed by - or

from the known email addresses of - at least three (3) financial members. The Secretary may be one of these signatories.

- 7.7.2. If the Secretary is unable or unwilling to act on such a request, the Coordinator must call the extraordinary meeting. If the Coordinator is unable or unwilling to do this, one of the signatories to the request may give notice of the meeting, in accordance with the relevant requirements of this constitution.
- 7.7.3. The request for an extraordinary meeting must specify the reasons for the request, and identify the business to be discussed at the meeting, together with any relevant proposals for the meeting to consider.
- 7.7.4. Upon receipt of the request for an extraordinary meeting, the Secretary shall notify all members of the request. Such notice shall include the names of the members who signed the written request, the reason for the request
- 7.7.5. An extraordinary meeting may only consider the business for which the meeting was called, and for which notice has been given. No business without notice may be considered by an extraordinary meeting.
- 7.8. Annual General Meeting (AGM):
 - 7.8.1. An Annual General Meeting shall be held once every year, between July 1 and September 30, on a date set by a meeting of the organisation at least one month in advance.
 - 7.8.2. The notice for an Annual General Meeting must specify the particular positions to be elected, and the means by which members can nominate for these positions.
 - 7.8.3. The business of an Annual General Meeting shall include:
 - 7.8.3.1. A Treasurer's report, providing an annual financial statement for the previous year, including a report of income and expenditure in the form stipulated by the organisation and a recommendation that the report be accepted.
 - 7.8.3.2. A Coordinator's report, outlining the major issues, projects and achievements of the organisation since the previous Annual General Meeting, and any matters that, in the opinion of the Coordinator, require attention in the forthcoming year,
 - 7.8.3.3. A Secretary's report, outlining any administrative or organisational issues that have arisen during the previous year, and any such matters that, in the opinion of the Secretary, require attention in the forthcoming year,
 - 7.8.3.4. Election of all office-bearer positions, and of any other positions established by the organisation
 - 7.8.3.5. Setting the annual membership fee, and the date for membership renewal
 - 7.8.3.6. Any other matters determined by the organisation for inclusion in the agenda of the Annual General Meeting, and set out in the notice for the meeting.
 - 7.8.4. An Annual General Meeting may only consider the matters set out in the notice for the meeting. No business without notice may be considered at an Annual General Meeting.
 - 7.8.5. Where circumstances prevent a matter required by this constitution to be considered at an Annual General Meeting from being considered at the Annual General Meeting, such matter must be included in the notice for consideration at the next ordinary meeting.
 - 7.8.6. An ordinary meeting or an extraordinary meeting may be held immediately before or immediately after the Annual General Meeting, under the normal requirements for notice.
- 7.9. Notice of business:
 - 7.9.1. Any financial member may give notice of business for consideration at a meeting of the organisation
 - 7.9.2. Such notice must be in writing to the Secretary, and in the form prescribed by the organisation for such notice, and in time to be included in the notice for the relevant meeting
 - 7.9.3. The form prescribed for notice must include provision for the name and contacts of the member giving notice, any proposal associated with the notice, and relevant background information
 - 7.9.4. Where notice is given in accordance with this constitution and any rules developed by the organisation, the Secretary must include the business in the notice paper for the meeting as business for which due notice has been given.

7.10. Notice of meetings:

- 7.10.1. Except as otherwise provided in this constitution, a notice for each meeting of the organisation shall be circulated to all members by the Secretary or other delegated member in the manner and form prescribed by the organisation at least two weeks before the relevant meeting.
- 7.10.2. Notices for meetings shall clearly set out:
 - 7.10.2.1. the date, time and venue of the meeting, and
 - 7.10.2.2. the agenda for the meeting, including any agenda items required by this constitution or by the rules of the organisation, and any business of which due notice has been given.
- 7.10.3. A meeting – or any decision made at a meeting - shall not be declared invalid solely on the grounds that a member did not receive a notice sent to the member’s contact address.

7.11. Quorum:

- 7.11.1. The **quorum** for a meeting of GLOW shall be **four financial members**, or such other higher number as shall be determined by the organisation. For any subordinate organisational entity established by the organization, such as committees or working groups, quorum will be two financial members.
- 7.11.2. No decision can be made on any item of business listed for or brought to a meeting of the organisation unless a quorum of financial members is present at the time of the decision.
- 7.11.3. If a notified meeting does not achieve a quorum within thirty (30) minutes after the notified starting time, the financial members present may agree by consensus to extend the waiting period to achieve a quorum for a further period of up to thirty (30) minutes.
- 7.11.4. If no quorum is achieved after thirty minutes, or after a period extended under section 7.11.3, the meeting shall stand adjourned, and the financial members present may determine the date (being at least seven days later), time and venue at which the meeting shall be reconvened, and appoint a member to notify the Secretary of this, so that the membership can be notified.
- 7.11.5. If a meeting that has been reconvened after being adjourned in accordance with section 7.11.4 has not achieved a quorum within thirty (30) minutes of the notified starting time, the financial members present (being at least three) shall constitute a quorum.
- 7.11.6. A gathering of members awaiting quorum for a notified meeting, or who remain after quorum for a meeting has been lost, may discuss matters on the notified agenda for the meeting, and may make and record recommendations to be referred to a delegate, committee or working group, or to the Secretary for inclusion on the agenda for the next meeting of the organisation.

7.12. Meeting procedure:

- 7.12.1. The organisation will determine rules for the procedure to be used at meetings of the organisation
- 7.12.2. The Coordinator or, in the absence of the Coordinator, the Secretary, shall open a meeting of the organisation for the purpose of appointing a facilitator, unless a facilitator for the meeting has already been previously chosen.
- 7.12.3. Any such rules must not be inconsistent with this constitution.

7.13. Decision-making

- 7.13.1. Any decision made at a meeting of the organisation convened and conducted according to this constitution is a decision of the organisation
- 7.13.2. Any decision made by a duly authorised or delegated member, committee or working group of the organisation in accordance with their authorisation or delegation is a decision of the organisation.
- 7.13.3. Except as otherwise specified in this constitution, decisions at meetings of the organisation, and at committee and working group meetings, shall be made by consensus of the financial members present at the meeting.
- 7.13.4. A decision on a substantive matter of business that was not distributed with the notice of the meeting at which the decision was made can only be made in the absence of formal objection by any financial member present at the meeting at the time of the decision.

- 7.13.5. The facilitator shall declare that there is consensus to a proposal if, after putting the proposal to the meeting, no financial member states that they wish to veto (or block) the proposal.
- 7.13.6. Financial members who do not fully support a proposal but do not wish to veto it, may request that their position be recorded in the minutes. Their position may be to stand aside (i.e., abstain from the decision), or to register their concern about the proposal, or to register their non-blocking disagreement with the proposal. Non-financial members may request that their opposition or support for a proposal be recorded in the minutes.
- 7.13.7. A vote for appointment or election to a position in the organisation, or any matter required by this constitution to be determined by a ballot, does not require consensus.
- 7.13.8. In addition to any other circumstances identified elsewhere in this constitution, a decision on a proposal does not require consensus in any of the following circumstances:
- 7.13.8.1. Urgency: A decision on a proposal before a meeting that is deemed by the meeting to be urgent, either by consensus, or by a vote of 75% of the financial members present and voting at the meeting
- 7.13.8.2. Re-referral: A decision on a proposal that is being considered at an ordinary meeting, following consideration of the same proposal (or substantially the same proposal) at the previous ordinary meeting
- 7.13.8.3. Procedural: A decision on a procedural proposal, concerning the procedure of the meeting at which the proposal is made
- 7.13.9. Even where a decision on a proposal does not require consensus, all reasonable attempts must first be made to reach a consensus decision before moving to a vote.
- 7.13.10. Moving to a vote on a proposal requires a decision by the meeting to do so. Any financial member present may make such a proposal. A proposal to move to a vote is a procedural proposal that may be decided either by consensus, or - if consensus cannot be reached within a reasonable time - by a vote of 75% of the financial members present and voting at the meeting.
- 7.13.11. Restrictions on decision-making:
- 7.13.11.1. A meeting of the organisation shall not make any decision that:
- 7.13.11.1.1. disperses any funds of the organisation to the individual benefit of any member, other than to recompense a member for any authorised expenditure made on behalf of the organisation,
- 7.13.11.1.2. is contrary to any provision of this constitution

8. Subordinate organisational entities

- 8.1. Subject to this constitution, the organisation may from time to time establish, change and dissolve subordinate organisational entities (such as committees or working groups), pursuant to achieving the objects of the organisation. These organisational entities are subordinate and accountable to meetings of the organisation.
- 8.2. The organisation must clearly set out the relevant terms of reference for any such entity, specifying its general role and purpose, and its specific authority or delegation, and this must be formally adopted and recorded as a decision at a meeting of the organisation.
- 8.3. Subordinate organisational entities must operate within their terms of reference and according to any other relevant decision of the organisation.
- 8.4. The authority delegated to a subordinate organisational entity cannot be generally sub-delegated, except as specified in its terms of reference.

9. Delegation

- 9.1. The organisation may delegate, by its normal decision-making process, any authority or right given under this constitution to a member, or to a subordinate organisational entity (such as a working group or committee), unless such authority or right cannot be delegated.

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- 9.2. The organisation may revoke or change any such delegation in accordance with its normal decision-making process.
- 9.3. The authority to delegate, or to revoke or change any delegation, cannot be delegated, except as provided in this constitution
- 9.4. Any decision to delegate must:
 - 9.4.1. be in written form, and be minuted in the official minutes of the organisation
 - 9.4.2. specify the particular authority that is being delegated, and any relevant limitations on the delegation, including (but not limited to) matters such as the period of the delegation, the circumstances under which the delegation may be exercised, and relevant reporting requirements.

10. Authorities or rights that cannot be delegated

The authorities and rights that cannot be delegated by the organization, or exercised by any subordinate entity or delegate, are the authority or right to:

- 10.1. accept a member
- 10.2. hear and determine an appeal against the expulsion or suspension of a member
- 10.3. create, change or repeal a special membership category
- 10.4. change this constitution
- 10.5. interpret this constitution
- 10.6. delegate any power or authority under this constitution, except as specifically provided in this constitution
- 10.7. create, dissolve or change an organisational position
- 10.8. determine the rules of meeting procedure or decision-making for the organisation
- 10.9. dissolve the organisation
- 10.10. exercise any other authority or right that this constitution specifies cannot be delegated.

11. Organisational positions

- 11.1. Organisational positions include office bearer positions, and such other positions as meetings of the organisation may from time to time create. A meeting role (such as facilitator or minute taker) is not an organisational position. Except for the office bearer roles specified in this constitution, a meeting of the organisation may also dissolve or change any organisational position, subject to this constitution. The authority to create, dissolve or change an organisational position may not be delegated.
- 11.2. Office bearers:
 - 11.2.1. The specified office bearers of the organisation shall be the Coordinator, the Secretary, the Treasurer, the Membership Officer, the Public Officer (if appointed) and any other position created by the organisation that is deemed by the organisation to be an office-bearer position.
 - 11.2.2. If the organisation is incorporated under the Associations Incorporation Act, the organisation must appoint a Public Officer. If no such appointment is made (or if such a position falls vacant), the Secretary shall perform the role of Public Officer until such time as the position is filled.
 - 11.2.3. Office bearers are normally elected at an Annual General Meeting, and shall hold office until the next Annual General Meeting.
 - 11.2.4. A member who has held the same Office Bearer position for two consecutive years cannot be nominated to fill that position for a third consecutive year, unless no other member is elected to that position at the relevant Annual General Meeting. However, if that position is still vacant after the relevant Annual General Meeting, the member may be nominated for it, in which case the same restriction on tenure also applies to the next, and every subsequent, year.

- 11.2.5. Any financial member may nominate for any organisational position, according to the relevant rules of the organisation.
- 11.2.6. Nominations for an organisational position must be lodged with the Returning Officer (or, if no Returning Officer has yet been appointed, with the Secretary), at least seven days before the meeting at which the appointment will be made.
- 11.2.7. If no nominations have been received for a position, the above requirement may be waived to the extent that it would prevent the organisation from appointing a member from occupying a position on an interim basis, in which case notice must be sent to all members calling for any other member to nominate for the position by the next ordinary meeting of the GLOW, which will then finalise the appointment.
- 11.2.8. All organisational positions must be elected through a secret ballot at a meeting of the organisation, unless the meeting agrees by consensus to appoint an eligible member to a position that is not contested by any other eligible member.
- 11.2.9. A ballot for organisational positions shall be conducted by a Returning Officer appointed for the purpose at a meeting of the organisation, preferably prior to the meeting at which the ballot will occur.
- 11.2.10. The Returning Officer may not be a candidate for any election for which they are acting in the role of Returning Officer.
- 11.2.11. The ballot paper for an election for an organisational position shall be prepared by the Returning Officer, and the count shall be conducted as an optional preferential count, with a “no support” option.
- 11.2.12. A ballot paper must specify the position and the names of all candidates standing for the position. Where there is only one candidate to be elected, a box must be provided beside the candidate’s name in which a voter can indicate “no support”. Where there is more than one candidate to be elected, candidates’ names shall be placed on the ballot paper in an order determined randomly, with a box beside each names in which voters may number each candidate in their order of preference (beginning with the number 1), and another box beside each name in which voters may express “no support” for each candidate. Ballot papers must be signed on the rear by the Returning Officer.
- 11.2.13. To be formal, a completed ballot paper for an organisational position must have:
- the elements specified in section 11.2.12 and
 - EITHER an indication of a number 1 preference for one (and only one) candidate, OR an indication of “no support” for at least one candidate
- 11.2.14. Ballot papers shall be first counted to determine whether any candidates must be excluded due to insufficient support. Any candidate who receives a number of “no supports” greater than 25% of the number of formal votes is excluded from the count.
- 11.2.15. Where a candidate is excluded due to no support, each ballot paper that indicates a first preference for that excluded candidate is immediately allocated to the next highest ranked non-excluded candidate on the ballot paper. If no non-excluded candidate is indicated, the ballot paper is set aside as exhausted.
- 11.2.16. Any candidate who is unopposed for a position and is not excluded due to “no support” is declared elected.
- 11.2.17. The counting of ballots for a contested position shall be according to an optional preferential system. The organisation must adopt rules for the conduct of this count.
- 11.2.18. After concluding a ballot count, the Returning Officer shall recommend to the meeting that the successful candidate be appointed, and the meeting will then consider that recommendation.
- 11.2.19. A meeting of the organisation can reject a recommendation of the Returning Officer on the result of a ballot count only on the grounds that the meeting is not satisfied that the ballot has been conducted according to the rules of the organisation.
- 11.2.20. An ordinary meeting, or an extraordinary meeting called for the purpose, may appoint or elect members to fill any casual vacancies for any organisational position, or remove any member from any organisational position.

- 11.2.21. Office bearers shall perform the functions assigned by this constitution, but do not, collectively or individually, form an executive or hold any general executive authority beyond that conferred by this constitution or by delegation of the organisation.
- 11.2.22. Functions of Office Bearers: This section describes the functions of office bearers. The positions of Coordinator, Secretary and Treasurer must be occupied by different members (i.e., one member may not occupy two of these positions concurrently). Other positions may be combined in any way the organisation decides. Particular duties of office bearers may be divided among joint office bearers, or delegated to other members in assistant office bearer positions, if the organisation so decides.
- 11.2.22.1. **The Coordinator:** the Coordinator is responsible for:
- monitoring and reporting to the organisation on the organisation's achievements, and its overall effectiveness and efficiency in pursuing its objectives
 - ensuring the organisation's activities are coordinated,
 - monitoring, and reporting on, compliance with relevant laws and the organisation's rules,
 - alerting other office bearers and/or the organisation to any organisational matters requiring attention
 - developing, in cooperation with the Secretary (or, if one has been appointed for a particular meeting, the facilitator), the agenda for meetings of the organisation
 - any other task given to the Coordinator by this constitution or by the organisation
- 11.2.22.2. **The Secretary:** the Secretary is responsible for:
- receiving, sending, filing and archiving correspondence on behalf of the organisation
 - notifying members of meetings, in accordance with the organisation's rules
 - ensuring that the organisation's records are kept, in accordance with relevant legal requirements and the rules of the organisation
 - maintaining an up to date record of this constitution and of any rules adopted by the organisation, and ensuring these are available to members (including at meetings of the organisation)
 - developing, in cooperation with the Coordinator, the agenda for meetings of the organisation
 - ensuring that minutes are kept of each meeting of the organisation, and that an accurate record of these minutes is maintained and is available to members
 - any other task given to the Secretary by this constitution or by the organisation, or required under law.
- 11.2.22.3. **The Treasurer:** the Treasurer is responsible for:
- ensuring that all money due to the organisation is collected and received, and that all payments authorised by the organisation are made,
 - maintaining accurate and up to date records of the organisation's books and accounts, showing the financial affairs of the organisation, including full details of all receipts and expenditure connected with the organisation's activities
 - regularly reporting to meetings of the organisation on its general financial situation, and tabling regular statements of the organisation's financial affairs and transactions for consideration at meetings
 - preparing the annual financial report for presentation and acceptance by the Annual General Meeting
 - any other task given to the Treasurer by this constitution or by the organisation, or required under law.
- 11.2.22.4. **Membership Officer:** The Membership Officer is responsible for:

- maintaining an accurate and up to date register of ordinary members (financial and non-financial), including their name, current residential address and contact details, and ensuring that this register is available at each meeting of the organisation,
- receiving membership applications, checking that membership applications are in the prescribed form and that an applicant is eligible, and bringing these applications to meetings for approval in a timely manner,
- providing timely alerts to the general membership of the due date for membership renewal, of the date on which the membership of non-financial members will lapse, and of any other matters relevant to the membership status of members, or potential members,
- maintaining a record of any special membership categories created by the organisation, and of any special members of the organisation, and ensuring that these special membership categories are reviewed at every Annual General Meeting.
- any other task given to the Membership Officer by this constitution or by the organisation, or required under law in relation to membership.

11.2.22.5. **Public Officer:** The Public Officer is responsible for carrying out the duties of a Public Officer under the New South Wales Associations Incorporation Act 1984, and for monitoring the group's compliance with the relevant provisions of that Act. If no Public Officer is appointed, or if the position becomes vacant, the Secretary shall perform the duties of the Public Officer.

11.3. Other positions:

11.3.1. The organisation may from time to time create other organisational positions and determine the functions and terms of such positions.

11.3.2. Such positions may be created to share or assist any of the office-bearer positions identified in this constitution (e.g., Assistant Secretary, Minutes Secretary) or for carrying out any function or activity of the organisation (e.g., Newsletter Editor, Specified Liaison, Event Coordinator, etc).

11.3.3. Every position created by the organisation must be declared vacant and open for nominations at each Annual General Meeting.

12. Change of constitution

12.1. This constitution may be changed only by a duly notified decision made at a meeting of the organisation in accordance with the organisation's usual decision-making process.

12.2. The Secretary must notify members of the exact wording of any proposed constitutional change at least two weeks before any meeting at which such a proposal is considered for adoption.

12.3. The authority to change the constitution may not be delegated.

13. Insurance

13.1. The organisation may effect and maintain insurance, or enter into joint arrangements with other organisations for this purpose. Insurance arrangements may cover ordinary members, special members or non-members involved in the organisation's activities.

14. Funds

14.1. The funds of the organisation are to be derived from

14.1.1. entrance fees and annual subscriptions of members,

14.1.2. donations,

14.1.3. fundraising activities, and,

14.1.4. subject to any decision of the organisation, such other sources as the organisation determines.

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- 14.2. All money received by the organisation must be deposited as soon as practicable and without deduction to the credit of the organisation's bank account.
- 14.3. The organisation must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 14.4. The funds of the organisation are to be used in pursuance of the objects of the organisation in such manner as the organisation determines.
- 14.5. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by at least two members of the organisation, being members authorised to do so by the organisation. The authority to appoint signatories for the organisation cannot be delegated.

15. Common seal

- 15.1. The common seal of the organisation must be kept in the custody of the Secretary, or, if one is appointed, the Public Officer.
- 15.2. The common seal must not be affixed to any instrument except by the authority of the organisation, and the affixing of the common seal must be attested by the signatures of either two members of the organisation delegated for the purpose, or of the public officer and one other office bearer.

16. Inspection of books

- 16.1. The records, books and other documents of the organisation must be open to inspection, free of charge, by a member of the organisation by any reasonable means, at any reasonable hour.

17. Service of notices

- 17.1. For the purpose of these rules, a notice may be served on or given to a person:
 - 17.1.1. by delivering it to the person personally, or
 - 17.1.2. by sending it by pre-paid post to the address of the person, or
 - 17.1.3. by sending it by email, facsimile transmission, or some other form of electronic transmission authorised by the organisation for this purpose to an address (either physical or electronic) specified by the person for giving or serving the notice.
- 17.2. The organisation may specify that a notice may be served by any one of the means specified in 17.1, in cases where the use of the other means would be impractical, or would place an unreasonable administrative or financial burden on the organisation.
- 17.3. For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - 17.3.1. in the case of a notice given or served personally, on the date on which it is received by the addressee, and,
 - 17.3.2. 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
 - 17.3.3. in the case of a notice sent by email, facsimile transmission, or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

18. Dissolution of the organisation

- 18.1. A decision to dissolve GLOW may only be made by the same procedure as is required to change this constitution.
- 18.2. If GLOW is dissolved, any remaining funds or assets of the organisation must be donated to a not-for-profit community-based organisation operating in the Newcastle local government area that has similar objects.
- 18.3. A decision to dissolve the organisation may not be delegated.

Adjusted for GLOW with the kind permission of John Sutton THCG