



The Friends of St Mary's Cathedral Incorporated Constitution

Date

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1. Definitions

1.1 In this document, unless otherwise indicated by the context:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

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

Archbishop means the Archbishop of Sydney, or in the event there is no Archbishop, the administrator of the Archdiocese from time to time.

Archdiocese means the Catholic Archdiocese of Sydney.

Association means The Friends of St Mary's Cathedral Incorporated.

Authorised Signatory means a person who is appointed under section 36 of the Act as an authorised signatory for the Association, and includes the Association's Secretary.

Committee means the management committee of the Association.

Constitution means this constitution.

Dean means the Dean of St Mary's Cathedral appointed by the Archbishop from time to time.

Fair Trading means Department of Fair Trading New South Wales, howsoever named from time to time, administering the Act.

Financial Year means the financial year of the Association in accordance with **clause 56**.

Group Member means an identifiable group of persons or an organisation, admitted to the Association's membership as a group member.

Joint Member means a husband and wife couple living together as a family, in which case each such person shall qualify individually as a Member and have all rights of Memberships independent of other Joint Members.

Life Member means a person who has been admitted to the Association's membership for the duration of their life.

Member means a member of the Association of any class of Membership in **clause 8**.

Membership means the rights and responsibilities associated with being a Member.

Membership Fee means the membership fee payable under **clause 15**.

Ordinary Committee Member means a Member of the Committee who is not an office-bearer of the Association.

Ordinary Member means any person admitted to the Association's membership who is not a Joint Member, Life Member, Group Member, or other type of Member.

Public Officer has the same meaning as given by the Act.

Regulation means the *Associations Incorporation Regulation 2016* (NSW).

Secretary means the person holding office under this Constitution as Secretary of the Association, who may also hold office as the Public Officer of the Association.

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

Special Resolution means a resolution:

- (a) of which notice has been given in accordance with the Act; and
- (b) that has been passed by at least 75% of the votes cast by Members present and entitled to vote on the resolution.

St Mary's Cathedral means St Mary's Cathedral located in St Mary's Road, Sydney.

1.2 In this Constitution, unless there is something in the subject or context which is inconsistent:

- (a) the singular includes the plural and vice versa;
- (b) each gender includes the other gender;
- (c) the word 'person' means a natural person and any partnership, Association, body, or entity, whether incorporated or not;
- (d) the words 'writing' and 'written' include any other mode of representing or reproducing words, figures, drawings, or symbols in a visible form;
- (e) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
- (f) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and a reference to any clause or schedule is to a clause or schedule of this Constitution;
- (g) a reference to any statute, proclamation, rule, code, regulation, or ordinance includes any amendment, consolidation, modification, re-enactment, or reprint of it or any statute, proclamation, rule, code, regulation, or ordinance replacing it.

1.3 An expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has, unless the contrary intention appears, in any clause that deals with a matter dealt with by that Part or Division the same meaning as in that Part or Division.

1.4 Headings do not form part of or affect the construction or interpretation of this Constitution.

1.5 The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act

2. Name of Association

The name of the Association is The Friends of St Mary's Cathedral Incorporated.

3. Type of Association

The Association is a not-for-profit association incorporated in the state of New South Wales under the Act.

4. Objects and Powers

4.1 The charitable objects for which the Association is established are the advancement of the Roman Catholic religion and the advancement of culture by:

- (a) maintaining, restoring, and refreshing St Mary's Cathedral as a building for worship for the religious faithful;
- (b) caring for, preserving, and protecting St Mary's Cathedral as a building of heritage significance in the State of New South Wales;
- (c) promoting and encouraging public appreciation of St Mary's Cathedral as a heritage building; and
- (d) undertaking any other activities in furtherance of the above.

4.2 The Association can only exercise the powers in section 19 of the Act to:

- (a) carry out the objects of the Association set out in **clause 4.1**; and
- (b) do all things incidental or convenient in relation to the attainment of an object under **clause 4.1**.

5. Not-For-Profit

5.1 The income and property of the Association will only be applied towards the promotion of the objects of the Association set out in **clause 4.1**.

5.2 No income or assets of the Association will be paid, transferred, or distributed, directly or indirectly, by way of dividend, bonus, or otherwise to any Member of the Association unless it is paid, transferred, or distributed in carrying out the Association's business. However nothing in this Constitution will prevent payment in good faith to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association;
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for money lent to the Association;
- (c) of reasonable and proper rent for premises leased by any Member to the Association,

for carrying out the Association's charitable purposes.

6. Amending the Constitution

The Members may amend this Constitution by passing a Special Resolution.

7. Membership generally

A person is eligible to be a Member of the Association if:

- (a) the person is a natural person or an incorporated body; and
- (b) in the opinion of the Committee the person or incorporated body holds the ideals of the promotion of the objects of the Association as set out in **clause 4.1**;
- (c) the person or incorporated body, through its governing body, supports the teachings of the Roman Catholic Church; and
- (d) the person has applied and been approved for Membership of the Association in accordance with **clause 10**.

8. Classes of Membership

The classes of Membership in the Association are:

- (a) Ordinary Members;
- (b) Joint Members
- (c) Life Members;
- (d) Group Members; and
- (e) such other classes of Membership as determined by the Committee from time to time.

9. Members' Rights including voting rights

9.1 Members of the Association will be entitled to:

- (a) receive notice of and attend and vote at general meetings of the Association;
- (b) vote at general meetings of the Association in accordance with this clause; and
- (c) receive annual reports of the Association including financial reports in relation to each Financial Year.

9.2 All other rights, privileges, and obligations of Members are in accordance with the Act.

- 9.3 All Members of the Association are entitled to one vote at general meetings of the Association.
- 9.4 For the avoidance of doubt Members of the Association under the age of 18 years shall exercise their voting rights through their parent or guardian who need not be a Member.
- 9.5 Group Members must appoint a Member's Representative to exercise one vote on behalf of the Group Membership. Group Members must notify the Secretary of the appointment of a Members' Representative in writing.
- 9.6 Group Members must notify the Secretary of any changes to an appointment made under **clause 9.5** in writing as soon as reasonably practicable.
- 9.7 Any vote of Members Representative is valid despite any defect that may afterwards be discovered in the appointment of the Members Representative if the Secretary had no prior notification of the revocation of appointment under **clause 9.6**.

10. Application for Membership

- 10.1 Applications for Membership of the Association must be made in writing (including by email or other electronic means, if the Committee so determines) on a form approved by the Committee for that purpose.
- 10.2 An application for Membership of the Association under **clause 10.1** must:
- (a) set forth the name and address of the applicant;
 - (b) specify the class of Membership the applicant wishes to be admitted as; and
 - (c) be accompanied by the prescribed Membership Fee for the category of Membership under which the applicant wishes to be admitted to the Association.
- 10.3 At the first meeting of the Committee after an application for Membership has been received the Committee will in its absolute discretion:
- (a) determine the admission or rejection of the applicant; or
 - (b) decide to call on the applicant to supply any evidence of eligibility that they consider reasonably necessary.
- 10.4 An applicant will be admitted to Membership of the Association if at least 75% of Committee Members present and entitled to vote at a meeting of the Committee resolve by resolution to admit the applicant.
- 10.5 If the Committee approves an application for Membership, the Secretary must, as soon as practicable notify the applicant in writing (including by email or other electronic means, if the Committee so determines) of their approval for Membership and proceed to add the applicant to the Association's Register of Members in accordance with **clause 14.1**.
- 10.6 If the Committee rejects an application for Membership, the Secretary must as soon as practicable notify the applicant in writing (including by email or other electronic

means, if the Committee so determines) that their application has been rejected and refund the Membership Fee to the applicant.

11. Cessation of Membership

A person ceases to be a Member of the Association if the person:

- (a) dies, or
- (b) resigns Membership, or
- (c) is expelled from the Association, or
- (d) fails to pay the Membership fee under **clause 15** within 3 months after the fee is due.

12. Membership Entitlements Not Transferable

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

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's Membership.

13. Resignation of Membership

- 13.1 A Member of the Association may resign from Membership of the Association by giving written notice of resignation as a Member to the Secretary and the resignation shall take effect at the time expressed in the notice (provided the time is not earlier than the date of the delivery of the written notice to the Association).
- 13.2 If a Member of the Association ceases to be a Member under **clause 13.1**, and in every other case where a Member ceases to hold Membership, the Secretary must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

14. Register of Members

- 14.1 The Secretary must establish and maintain a register of Members of the Association (whether in written or electronic form) specifying the name and postal, residential, or email address of each person who is a Member of the Association together with the date on which the person became a Member and the Member's class of Membership.
- 14.2 The register of Members must be kept in New South Wales:
 - (a) at the main premises of the Association, or
 - (b) if the Association has no premises, at the Association's official address.

- 14.3 The register of Members must be open for inspection, free of charge, by any Member of the Association at any reasonable hour.
- 14.4 A Member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1.00 for each page copied.
- 14.5 If a Member requests that any information contained on the register about the Member (other than the Member's name) not be available for inspection that information must not be made available for inspection.
- 14.6 A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association, or other material relating to the Association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 14.7 If the register of Members is kept in electronic form:
- (a) it must be convertible into hard copy, and
 - (b) the requirements in **clauses 14.2 and 14.3** apply as if a reference to the register of Members is a reference to a current hard copy of the register of Members.

15. Membership Fee

There shall be a Membership Fee payable by each class of Membership to the Association in an amount and on terms determined by the Committee from time to time.

16. Members' Liabilities

The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges, and expenses of the winding-up of the Association is limited to the amount, if any, unpaid by the Member in respect of the Membership Fee.

17. Dispute Resolution

- 17.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this Constitution between a Member or Committee Member and:
- (a) one or more Members;
 - (b) one or more Committee Members; or
 - (c) the Association.

- 17.2 A Member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under **clause 18** until the disciplinary procedure is completed.
- 17.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 17.4 If those involved in the dispute do not resolve it under **clause 17.3**, they must within 10 days:
- (a) notify the Committee of the dispute in writing;
 - (b) agree or request that a mediator be appointed; and
 - (c) attempt in good faith to settle the dispute by mediation.
- 17.5 The mediator must:
- (a) be chosen by agreement of those involved; or
 - (b) where those involved do not agree:
 - (i) for disputes between Members, a person chosen by the Chairperson; or
 - (ii) for other disputes, a person chosen by either the Deputy Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law society of New South Wales.
- 17.6 A mediator chosen by the Chairperson under **clause 17.5**:
- (a) must not have a personal interest in the dispute; and
 - (b) must not be biased towards or against anyone involved in the dispute.
- 17.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard;
 - (b) allow those involved a reasonable chance to review any written statements;
 - (c) ensure that those involved are given natural justice; and
 - (d) not make a decision on the dispute.

18. Disciplinary Procedures

- 18.1 In accordance with this clause, the Committee may resolve to warn, suspend or expel a Member from the Association if the Committee considers that:
- (a) the Member has failed to comply with this Constitution; or
 - (b) the Member's behaviour is unbecoming and/or is causing, has caused, or is likely to cause harm to the Association.

- 18.2 For the avoidance of doubt, conduct will be considered to be unbecoming if it:
- (a) causes a majority of the Committee to think less of the Member's integrity; or
 - (b) brings the Association into disrepute; or
 - (c) breaches any of the Association's codes of conduct.
- 18.3 At least 14 days before the Committee meeting at which a resolution under **clause 18.1** will be considered, the Secretary must notify the Member in writing:
- (a) that the Committee is considering a resolution to warn, suspend, or expel the Member;
 - (b) that this resolution will be considered at a Committee meeting and the date of that meeting;
 - (c) what the Member is said to have done or not done;
 - (d) the nature of the resolution that has been proposed; and
 - (e) that the Member may provide an explanation to the Committee, and details of how to do so.
- 18.4 Before the Committee passes any resolution under **clause 18.1**, the Member must be given a chance to explain or defend themselves by:
- (a) sending the Committee a written explanation before that Committee meeting; and/or
 - (b) speaking at the meeting.
- 18.5 After considering any explanation under **clause 18.4** the Committee may:
- (a) take no further action;
 - (b) warn the Member;
 - (c) suspend the Member's rights as a Member for a period of no more than 12 months;
 - (d) with the approval of the Dean expel the Member;
 - (e) refer the decision to an unbiased, independent person on conditions should the Committee consider appropriate (however, the person can only make a decision that the Committee could have made under this clause); or
 - (f) require the matter to be determined at a general meeting.
- 18.6 The Committee cannot fine a Member.
- 18.7 The Secretary must give written notice to the Member of the decision under **clause 18.5** within 7 days.
- 18.8 Disciplinary procedures must be completed as soon as reasonably practical.

- 18.9 There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause.

19. Right of Appeal Against Discipline or Suspension

- 19.1 A Member may appeal to the Association in general meeting against a resolution of the Committee under **clause 18** within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 19.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 19.3 On receipt of a notice from a member under **clause 19.1** the Secretary must notify the Committee, which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- 19.4 At a general meeting of the Association convened under **clause 19.3**:
- (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 19.5 The appeal is to be determined by a simple majority of votes cast by Members.

20. Powers of the Committee

Subject to the Act, the Regulation, this Constitution, and any resolution passed by the Association in a general meeting, the Committee:

- (a) must control and manage the affairs of the Association, and
- (b) 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
- (c) has power to perform all the acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

21. Duties of Committee Members

The Committee Members must comply with their duties as Committee Members under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Committee Member of the Association;
- (b) to act in good faith in the best interests of the Association and to further the charitable purpose(s) of the Association set out in **clause 4.1**;
- (c) not to misuse their position as a Committee Member;
- (d) to act in good faith subject to **clause 21(b)** in the best interests of the Members,
- (e) not to misuse information they gain in their role as a Committee Member;
- (f) to disclose any perceived or actual material conflicts of interest;
- (g) to ensure that the financial affairs of the Association are managed responsibly; and
- (h) not to allow the Association to operate while it is insolvent.

22. Composition and Membership of Committee

22.1 The Committee is to consist of:

- (a) the Dean, ex-officio, and
- (b) the office-bearers of the Association, and
- (c) 4 Ordinary Committee Members;

with the Committee Members specified at clause 22.1(b) and (c) to be elected at the annual general meeting of the Association in accordance with **clause 23**.

22.2 The maximum number of Committee Members is to be 9.

22.3 The office-bearers of the Association are as follows:

- (a) the president,
- (b) the vice-president,
- (c) the treasurer,
- (d) the Secretary;

22.4 There is no maximum number of consecutive terms for which a Committee Member may hold office.

22.5 Each Committee Member is, subject to this Constitution, to hold office until immediately before the election of Committee Members at the next annual general meeting after the date of the Member's election, and is eligible for re-election.

23. Election of Committee Members

- 23.1 A person is eligible for election as an office-bearer of the Association or as an Ordinary Committee Member if they are:
- (a) a Member of the Association other than a Group Member; and
 - (b) over the age of 18 years.
- 23.2 Nominations of candidates for election as office-bearers of the Association or as Ordinary Committee Members must be:
- (a) made in writing, signed by 2 Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and be delivered to the Secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place; or
 - (b) made in person at the annual general meeting of the Association.
- 23.3 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 23.4 If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies and filled in accordance with **clause 27** below.
- 23.5 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 23.6 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held at the annual general meeting in any usual and proper manner that the Committee directs.
- 23.7 A person nominated as a candidate for election as an office-bearer or as an Ordinary Committee Member of the Association must be a Member of the Association, and for the avoidance of doubt, must be over the age of 18 years in accordance with the requirements of the Act.

24. Public Officer

- 24.1 The Public Officer shall be appointed from time to time in the manner the Committee determines.
- 24.2 The Public Officer of the Association must, as soon as practicable after being appointed as Public Officer, lodge notice with Fair Trading of his or her appointment.

25. Secretary

- 25.1 It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:

- (a) all appointments of office-bearers and Members of the Committee, and
 - (b) the names of Members of the Committee present at a Committee meeting or a general meeting, and
 - (c) all proceedings at Committee meetings and general meetings.
- 25.2 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- 25.3 The signature of the chairperson may be transmitted by electronic means for the purposes of **clause 25.2**.

26. Treasurer

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

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

27. Casual Vacancies

- 27.1 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a Member of the Association to fill the vacancy and the Member so appointed is to hold office, subject to this Constitution, until the annual general meeting next following the date of the appointment.
- 27.2 A casual vacancy in the office of a Member of the Committee occurs if the Member:
- (a) dies, or
 - (b) ceases to be a Member of the Association, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001*, or
 - (d) resigns office by notice in writing given to the Secretary, or
 - (e) is removed from office under **clause 28**, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is suspended or removed as a responsible entity under the ACNC Act, or

- (j) is prohibited from being a director of a company under the *Corporations Act* 2001.

28. Removal of Committee Members

- 28.1 The Association in a general meeting may by resolution resolve to remove any Member of the Committee from the office of Member before the expiration of the Member's term of office and appoint another person to hold office until the expiration of the term of office of the Member so removed.
- 28.2 If a Member of the Committee to whom a proposed resolution referred to in clause 28.1 relates makes representations in writing to the Secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Association, the Secretary or the president may send a copy of the representations to each Member of the Association or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- 28.3 Notwithstanding **clause 28.1**, the Dean may remove any Member of the Committee from the office of Member before the expiration of the Member's term of office by notice in writing to the Member and may appoint another person to hold office until the expiration of the term of office of the Member so removed.

29. Committee Meetings and Quorum

- 29.1 The Committee must meet at least 3 times in each period of 12 months at the place and time that the Committee may determine.
- 29.2 Additional meetings of the Committee may be convened by the president or by any Committee Member.
- 29.3 Oral or written notice of a meeting of the Committee must be given by the Secretary to each Committee Member at least 48 hours (or any other period that may be unanimously agreed on by the Committee Member) before the time appointed for the holding of the meeting.
- 29.4 Notice of a meeting given under **clause 29.3** must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee Members present at the meeting unanimously agree to treat as urgent business.
- 29.5 Any 4 Committee Member constitute a quorum for the transaction of the business of a meeting of the Committee.
- 29.6 No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 29.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 29.8 At a meeting of the Committee:

- (a) the president or, in the president's absence, the vice-president, is to preside, or
- (b) if the president and the vice-president are absent or unwilling to act, one of the remaining Committee Members chosen by the Committee Members present at the meeting is to preside.

30. Appointment of Association Members as Committee Members to Constitute Quorum

- 30.1 If at any time the number of Committee Members is less than the number required to constitute a quorum for a Committee meeting, the existing Committee Members may appoint a sufficient number of Members of the Association as Committee Members to enable the quorum to be constituted.
- 30.2 A Committee Member so appointed is to hold office, subject to this Constitution, until the annual general meeting next following the date of the appointment.
- 30.3 This clause does not apply to the filling of a casual vacancy to which **clause 27** applies.

31. Use of Technology at Committee Meetings

- 31.1 A Committee meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Committee's Members a reasonable opportunity to participate.
- 31.2 A Committee Member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the Committee Member votes at the meeting, is taken to have voted in person.

32. Delegation by Committee to Sub-Committee

- 32.1 The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of any Member or Members of the Association that the Committee thinks fit) the exercise of any of the functions of the Committee that are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- 32.2 A function the exercise of which has been delegated to a sub-Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-Committee in accordance with the terms of the delegation.
- 32.3 A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances that may be specified in the instrument of delegation.

- 32.4 Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- 32.5 Any act or thing done or suffered by a sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- 32.6 The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 32.7 A sub-Committee may meet and adjourn as it thinks proper.

33. Voting and Decisions

- 33.1 Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee are to be determined by a majority of the votes of the Committee Members or sub-Committee Members present at the meeting.
- 33.2 Each Committee Member or sub-Committee Members present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 33.3 Subject to **clause 29.5**, the Committee may act despite any vacancy on the Committee.
- 33.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Committee Member or sub-Committee Member.

34. Circular Resolutions by Committee

- 34.1 The Committee may pass a resolution by way of a circular resolution without a Committee meeting being held if all the Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. For this purpose, signatures can be contained in more than one document.
- 34.2 The resolution is passed when the last Committee Member signs.
- 34.3 A transmission, via whatever technological means, which is received by the Association and which purports to have been signed by a Committee Member shall for the purposes of this clause be taken to be in writing and signed by that Committee Member at the time of the receipt of the transmission by the Association in legible form.
- 34.4 The Association may send a circular resolution by email to the Committee Members and the Committee Members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

35. Annual General Meetings — Holding of

The Association must hold its annual general meetings:

- (a) within 6 months after the close of each Financial Year, or
- (b) within any later time that may be allowed or prescribed under the Act.

36. Annual General Meetings — Calling of and Business at

- 36.1 The annual general meeting of the Association is, subject to the Act and to **clause 34**, to be convened on the date and at the place and time that the Committee thinks fit.
- 36.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any Special General Meeting held since that meeting,
 - (b) to receive from the Committee reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and Ordinary Committee Members,
 - (d) to receive and consider a financial statement or report required to be submitted to Members under the Act.
- 36.3 An annual general meeting must be specified as that type of meeting in the notice convening it.

37. Special General Meetings — Calling of

- 37.1 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 37.2 The Committee must, on the requisition of at least 5% of the total number of Members, convene a Special General Meeting of the Association.
- 37.3 A requisition of Members for a Special General Meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the Members making the requisition, and
 - (d) must be lodged with the Secretary, and

- (e) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 37.4 If the Committee fails to convene a Special General Meeting to be held within one month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- 37.5 A Special General Meeting convened by a Member or Members as referred to in **clause 37.4** must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.
- 37.6 For the purposes of **clause 37.3**:
- (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

38. Notice

- 38.1 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.
- 38.2 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 38.1**, the intention to propose the resolution as a Special Resolution.
- 38.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under **clause 36.2**.
- 38.4 A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

39. Quorum for General Meetings

- 39.1 No item of business is to be transacted at a general meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- 39.2 Five Members present (being Members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 39.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- (a) if convened on the requisition of Members—is to be dissolved, and
- (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.

39.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least 3) are to constitute a quorum.

40. Presiding Member

40.1 The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.

40.2 If the president and the vice-president are absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

41. Adjournment

41.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

41.2 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.

41.3 Except as provided in **clauses 41.1** and **41.2**, 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.

42. Making of Decisions

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

- (a) a show of hands or, if the meeting is one to which **clause 47** applies, any appropriate corresponding method that the Committee may determine, or
- (b) 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.

42.2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- 42.3 **Clause 42.2** applies to a method determined by the Committee under **clause 42.1(a)** in the same way as it applies to a show of hands.
- 42.4 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.

43. Special Resolutions

A Special Resolution may only be passed by the Association in accordance with section 39 of the Act.

44. Voting

- 44.1 On any question arising at a general meeting of the Association a Member has one vote only.
- 44.2 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.
- 44.3 A Member is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member to the Association has been paid.
- 44.4 A Member is not entitled to vote at any general meeting of the Association if the Member is under 18 years of age.

45. Proxy Votes Not Permitted

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

46. Postal or Electronic Ballots

- 46.1 The Association may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal (other than an appeal under **clause 19**).
- 46.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

47. Use of Technology at General Meetings

- 47.1 A general meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Association's Members a reasonable opportunity to participate.
- 47.2 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.

48. Insurance

The Association may effect and maintain insurance.

49. Funds — Source

- 49.1 The funds of the Association are to be derived from Membership Fees, donations, and, subject to any resolution passed by the Association in general meeting, any other sources that the Committee determines.
- 49.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- 49.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

50. Funds — Management

- 50.1 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 Committee determines.
- 50.2 All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments must be signed by 2 Authorised Signatories, being persons authorised by the Committee in writing to execute documents on behalf of the Association.

51. Execution of Documents

- 51.1 Without limiting the manner in which the Association may execute any contract, including as permitted under section 22 of the Act, the Association may execute a document without using a common seal if the document is signed by 2 of its Authorised Signatories.
- 51.2 Nothing in this Constitution requires the Association to execute any agreement, deed, or other document under common seal for the same to be effectively executed by the Association.

52. Distribution of Property on Winding-Up of Association

- 52.1 Subject to the Act and the Regulation, in a winding-up of the Association, any surplus property of the Association is to be transferred to another organisation selected by the Archbishop with similar objects and which is not carried on for the profit or gain of its individual members.
- 52.2 In this clause, 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.

53. Custody of Books

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

- (a) at the main premises of the Association, in the custody of the Public Officer or a Member of the Association (as the Committee determines), or
- (b) if the Association has no premises, at the Association's official address, in the custody of the Public Officer.

54. Inspection of Books, etc.

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

- (a) records, books, and other financial documents of the Association,
- (b) this Constitution,
- (c) minutes of all Committee meetings and general meetings of the Association.

54.2 A Member of the Association may obtain a copy of any of the documents referred to in **clause 54.1** (or part thereof) on payment of a fee of not more than \$1.00 for each page copied.

54.3 Despite **clauses 54.1** and **54.2**, the Committee 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.

55. Service of Notices

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

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission, including via email to an address specified by the person for giving or serving the notice.

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

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

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

56. Financial Year

The financial year of the Association ends on 30 June.