



MACARTHUR  
**Legal Centre**

*Supporting our community*

Constitution of Macarthur Legal Centre Inc

(Registration Number Y0235647)

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# Table of Contents

Part 1 - Preliminary.....	4
1 Definitions and interpretation .....	4
1.1 Defined terms.....	4
1.2 Interpretation.....	4
2 Objects.....	4
3 Powers and restrictions .....	4
3.1 Powers .....	4
3.2 Restrictions on activity.....	5
3.3 Not for profit .....	5
4 Distribution of surplus assets .....	5
4.1 Surplus assets not to be distributed to Members.....	5
4.2 Distribution of surplus assets .....	5
Part 2: Membership.....	7
5 Membership.....	7
5.1 Membership .....	7
5.2 Financial Members.....	7
5.3 Life Members.....	7
5.4 Qualification .....	7
5.5 Application for membership.....	7
5.6 Determination of Application.....	8
5.7 Recording of Members and Executive Committee members on the Register .....	8
5.8 Privacy of Register .....	9
5.9 Membership entitlements are not transferable.....	9
5.10 Cessation of membership.....	9
5.11 Resignation of membership.....	10
5.12 Fees, subscriptions, charges etc.....	10
5.13 Members liabilities.....	10
5.14 Dispute Resolution.....	10
5.15 Disciplining of Members.....	11
5.16 Appeal of Disciplinary Action .....	12
Part 3: Executive Committee .....	13
6 The Executive Committee .....	13
6.1 Executive Committee .....	13
6.2 Composition and membership .....	13
6.3 Election of Executive Committee.....	13
6.4 Casual Vacancy .....	14
6.5 Removal of a Member of the Executive Committee or other Sub-Committees .....	15
6.6 Notice of Executive Committee meetings.....	15
6.7 Quorum for Executive Committee Meetings.....	15
6.8 Delegation by Executive Committee to Sub-Committees.....	16
6.9 Voting and decisions .....	17
6.10 Restriction on employment.....	17
Part 4: Members Meetings .....	18
7 Annual General Meetings .....	18
7.1 Holding of Annual General Meetings.....	18
7.2 Annual General Meetings.....	18
8 Special General Meetings .....	18
8.1 Holding of Special General Meeting.....	18
8.2 Special General Meetings.....	18
9 Procedure at Members Meetings.....	19
9.1 Notice.....	19
9.2 Procedure and Quorum for Members Meetings .....	19
9.3 Making of decisions .....	20
9.4 Proxy votes not permitted.....	20
9.5 Postal or electronic ballots.....	20
Part 5: Other provisions.....	21
10 Insurances, finance and books.....	21

<b>10.1</b>	Insurances.....	21
<b>10.2</b>	Funds source.....	21
<b>10.3</b>	Funds management.....	21
<b>10.4</b>	Alteration of Constitution.....	21
<b>10.5</b>	Custody of books.....	21
<b>10.6</b>	Inspection of books.....	22
<b>10.7</b>	Service of notices.....	22
<b>10.8</b>	Financial Year.....	22
<b>11</b>	Conflicts of Interest.....	22
<b>12</b>	By-Laws.....	22
	Schedule 1: Defined terms and interpretation.....	23

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# Constitution of Macarthur Legal Centre Inc

## (Registration Number Y0235647)

### Part 1 - Preliminary

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#### **1** Definitions and interpretation

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##### **1.1** Defined terms

In this Constitution, words beginning with a capital letter that are defined in Part 1 of Schedule 1 have the meaning ascribed to them in that schedule.

##### **1.2** Interpretation

The interpretational rules contained in Part 2 of Schedule 1 apply in the interpretation of this Constitution.

#### **2** Objects

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The Association's object is to pursue the following charitable purposes:

- (1) to provide free or affordable legal advice and representation and other complimentary services;
- (2) to work with members of the community who are disadvantaged for whatever reason to help them access their rights;
- (3) to work with other services and partners to provide holistic services that address the needs of the people requiring the assistance of the Association;
- (4) to raise awareness of people's rights and responsibilities through education and training;
- (5) to learn from the people requiring the assistance of the Association and the experience of the Association to work for systemic change that will serve the best interests of those people and the community; and
- (6) to do all things as may be conducive to the extension of, or incidental to the attainment of these objects as may be decided by the Executive Committee from time to time,

(collectively referred to as the Objects).

#### **3** Powers and restrictions

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##### **3.1** Powers

For the sole purpose of carrying out the Objects, the Association has the power and capacity to do all such acts, deeds and things as a person has capacity and power to do pursuant to the Act including but not limited to:

- (1) purchasing, leasing, hiring or otherwise acquiring any real or personal property from time to time;

## **Constitution of Macarthur Legal Centre Inc**

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- (2) entering into any contractual arrangement with any person in furtherance of the Objects;
- (3) subject to the terms of this Constitution, investing and dealing with the moneys of the Association in such a manner as the Executive Committee thinks fit; and
- (4) engaging professional assistance of any kind and to remunerate any person for services rendered in connection with the affairs of the Association.

### **3.2 Restrictions on activity**

- (1) The Association must not engage in any activity that is not related to, or ancillary to, the Objects.
- (2) In the exercise of any power or function either under this Constitution or generally, all members of the Executive Committee must act in the pursuit and furtherance of the Objects.

### **3.3 Not for profit**

- (1) Subject to the Act, the Association must not distribute its income or its assets to its Members, except as provided for under paragraph (2) and clause 4.
- (2) For the purposes of paragraph (1), the following distributions are not prohibited when made in good faith:
  - (a) Paying a Member (including a member of the Executive Committee) for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to Association.
  - (b) Paying a Member (including a member of the Executive Committee) for the purposes of pursuing or promoting the Objects.

## **4 Distribution of surplus assets**

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### **4.1 Surplus assets not to be distributed to Members**

If the Association is wound up, its surplus assets must not be distributed to a Member or a former Member of the Association, unless that Member or former Member is a charity described in clause 4.2.

### **4.2 Distribution of surplus assets**

- (1) Subject to the Act, the ACNC Act, any other applicable statute or any applicable court order, any surplus assets that remain after the Association is wound up, must be distributed to one (1) or more charitable organisations:
  - (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 2;

## **Constitution of Macarthur Legal Centre Inc**

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- (b) with Deductible Gift Recipient status; and
  - (c) which also prohibits the distribution of surplus assets to its Members to at least the same extent as the Association.
- (2) The decision as to the charity or charities to be given the surplus assets must be made by a Special Resolution of the Members at or before the time that the Association is wound up. If the Members do not make this decision, the Association may apply to the Supreme Court of New South Wales to make this decision.
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## **Constitution of Macarthur Legal Centre Inc**

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### **Part 2: Membership**

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#### **5 Membership**

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##### **5.1 Membership**

- (1) The Association has the following classes of Members:
  - (a) Financial Members.
  - (b) Life Members.
- (2) All Members of the Association must be natural persons.
- (3) The Executive Committee may establish new classes of membership and determine the privileges attaching to those classes from time to time.

##### **5.2 Financial Members**

Financial Members will be entitled to attend and vote at a Members Meeting.

##### **5.3 Life Members**

- (1) To be eligible for membership, a Life Member must be any person who, in the opinion of the Executive Committee, should be recognised for their distinguished service to the Association.
- (2) Life Members may attend a Members Meetings, but will not:
  - (a) be entitled to vote at such meetings; and
  - (b) be counted for the purpose of determining whether that meeting is quorate.

##### **5.4 Qualification**

A person is qualified to be a Member if the person:

- (1) has been nominated for membership in accordance with clause 5.5; and
- (2) has been approved for membership of the Association by the Executive Committee in accordance with clause 5.6.

##### **5.5 Application for membership**

- (1) A nomination of a person for membership of the Association:
  - (a) must be made in writing by the nominee (Nominee) in the form determined by the Executive Committee from time to time (Application);
  - (b) must be completed and signed by the Nominee (or an authorised representative of the Nominee in the case of a body corporate, partnership or other type of organisation); and
  - (c) must be lodged with the Secretary of the Association.

## **Constitution of Macarthur Legal Centre Inc**

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- (2) The Secretary must as soon as reasonably practicable after receiving the Application refer the Application to the Executive Committee who must determine whether to approve or to reject the Application.

### **5.6 Determination of Application**

- (1) As soon as reasonably practicable after the Executive Committee makes a determination about the Application, the Secretary must notify the Nominee in writing:
  - (a) that the Executive Committee has approved or rejected the Application (whichever is applicable); and
  - (b) if the Application is approved, the requirement of the Nominee to pay the amounts set out in clause 5.12 within twenty eight (28) days of the date of such notice, or such other period determined by the Executive Committee.
- (2) The Secretary, on payment by the Nominee of the relevant amount, must enter the Nominee's details in the Register and, upon those details being entered the Nominee becomes a Member of the Association.

### **5.7 Recording of Members and Executive Committee members on the Register**

- (1) The Public Officer must maintain and keep separate registers (in written or electronic form) which contain:
  - (a) the details of the Members (Members Register); and
  - (b) the members of the Executive Committee and the member of each Sub-Committee (Committee Register),(collectively referred to as the Registers).
- (2) Each entry of a Member in the Members Register must include:
  - (a) the Member's name;
  - (b) the Member's address (postal, residential or email address);
  - (c) the date on which the Member became a Member of the Association; and
  - (d) any other information decided by the Executive Committee from time to time.
- (3) Each entry of a member of the Executive Committee and any Sub-Committee in the Committee Register must include:
  - (a) that member's name;
  - (b) the member's position held within the Executive Committee or Sub-Committee (as the case may be);
  - (c) the date on which the member was elected or appointed to the Executive Committee or Sub-Committee (as the case may be); and



## **Constitution of Macarthur Legal Centre Inc**

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- (d) any other information decided by the Executive Committee from time to time (including email addresses).
- (4) The Registers must be kept in New South Wales at either:
  - (a) the main premises of the Association; or
  - (b) if the Association has no premises, at the official address of the Association.
- (5) The Registers must be open for inspection, free of charge and at any reasonable hour, by any Member. The Registers may be kept by the Association in hard copy or electronically for inspection.
- (6) If the Registers are kept in electronic form:
  - (a) it must be convertible into hard copy, and
  - (b) the requirements in paragraphs (4) and (5) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.
- (7) Any changes that are required to be made to the Registers must be made by the Public Officer within one (1) month of that change occurring.

### **5.8 Privacy of Register**

- (1) If a Member requests that any information contained in the Registers about the Member (other than the Member's name) not be available for inspection then that information must not be made available for inspection.
- (2) A Member must not use information about a person obtained from the Registers to contact or send material to the person, other than for the purposes of sending that person any notice or document necessary to comply with a requirement of the Act or the Regulations.

### **5.9 Membership entitlements are not transferable**

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

- (1) cannot be transferred or transmitted to another person; and
- (2) terminates upon cessation of the person's membership.

### **5.10 Cessation of membership**

- (1) A person ceases to be a Member of the Association if the person:
  - (a) dies, or becomes bankrupt;
  - (b) resigns from membership of the Association; or
  - (c) is expelled from the Association in accordance with clause 5.15.
- (2) For the avoidance of doubt, unless otherwise determined by the Executive Committee any Fees paid by a Member will not be refundable under any circumstances.

## **Constitution of Macarthur Legal Centre Inc**

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### **5.11 Resignation of membership**

Provided a Member has paid all outstanding Fees, a Member may resign from membership of the Association by first giving notice (being no less than one (1) month) in writing to the Secretary of the Member's intention to resign and, upon the expiration of the period of notice, the Member ceases to be a Member.

### **5.12 Fees, subscriptions, charges etc.**

A Financial Member is required to pay the Fees to the Association:

- (1) upon admission as a Financial Member to the Association; and/or
- (2) on an annual basis,

as determined by the Association from time to time.

### **5.13 Members liabilities**

The liability of a Member 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, of the unpaid Fees.

### **5.14 Dispute Resolution**

- (1) A dispute between a Member and another Member (in their capacity as Members) of the Association, or a dispute between a Member or Members and the Association, are to be referred to the Dispute Resolution Committee.
- (2) If a Member who is a party to a dispute under paragraph (1) is also an Office Bearer:
  - (a) that Member will be removed from the Dispute Resolution Committee for the purpose of dealing with the relevant dispute; and
  - (b) another Member must be appointed to the Dispute Resolution Committee to temporarily replace that Office Bearer for the purpose of resolving the dispute in accordance with this clause 5.14.
- (3) The Dispute Resolution Committee will assess and consider the dispute and either:
  - (a) pursuant to an ordinary resolution of the Dispute Resolution Committee, make a determination in order to resolve the dispute and if applicable, provide directions to the relevant parties in respect of the dispute; or
  - (b) refer the dispute to a community justice centre for mediation under the Community Justice Centres Act 1983 (NSW). The costs of any such mediation are to be borne equally between the parties in dispute.
- (4) If a dispute is:
  - (a) resolved by the Dispute Resolution Committee under paragraph (3)(a), then the determination of that committee will be final and binding; or

## **Constitution of Macarthur Legal Centre Inc**

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- (b) referred to a community justice centre under paragraph (3)(b) and is not resolved by mediation within three (3) months from the date of referral, the dispute is to be referred to arbitration. The Commercial Arbitration Act 2010 (NSW) applies to any such dispute referred to arbitration.

### **5.15 Disciplining of Members**

- (1) A complaint may be made to the Executive Committee by a Member (or a member of the Executive Committee) (First Member) that another Member (Second Member) of the Association:
  - (a) has persistently breached the terms of this Constitution; or
  - (b) has acted in a manner harmful to the Members or the Association.
- (2) The Executive Committee, at its discretion, may refuse to deal with a complaint if the Executive Committee considers the complaint to be trivial or vexatious in nature.
- (3) If the Executive Committee decides to act on the complaint, the Executive Committee must:
  - (a) give notice of the complaint to the Second Member in writing;
  - (b) give the Second Member fourteen (14) days from the time notice is given to make submissions to the Executive Committee in relation to the complaint; and
  - (c) take into consideration any submissions made by the First Member and the Second Member in connection with the complaint.
- (4) In order to discipline the Second Member, the Executive Committee must pass a Special Resolution agreeing that the Second Member should be disciplined and the form that the disciplining should take.
- (5) If a complaint is made against a member of the Executive Committee, that Executive Committee member will be excluded from the disciplinary process and their vacancy will be temporarily filled by another Member of the Association, at the Executive Committee's discretion, during the disciplinary process.
- (6) The powers possessed by the Executive Committee to discipline Members are:
  - (a) to require that a Member apologise to the Association or an affected Member;
  - (b) to require the Second Member to cease to hold any position in the Association other than that of a Member; and/or
  - (c) to expel or suspend the Second Member from the Association, on such terms and conditions that the Executive Committee thinks fit.
- (7) If the Executive Committee decides to expel or suspend the Second Member, the Executive Committee must within seven (7) days of its decision provide to the Second Member in writing:

## **Constitution of Macarthur Legal Centre Inc**

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- (a) notice of their chosen disciplinary action;
- (b) the reasons for which the Executive Committee has chosen to exercise such disciplinary action; and
- (c) the Member's right to appeal in accordance with clause 5.16.

### **5.16 Appeal of Disciplinary Action**

- (1) Where the Executive Committee makes a decision against a Member under clause 5.15 the decision made may be appealed by that Member (Relevant Member).
  - (2) The Relevant Member must give written notice to the Secretary of its intention to appeal the decision within seven (7) days of the decision being made. If such written notice is not given to the Secretary within the period referred to in the preceding sentence, then unless the Executive Committee allows otherwise, the Relevant Member will lose its right to appeal the decision.
  - (3) The notice may be accompanied by a statement of the grounds on which the Relevant Member intends to rely for the purposes of the appeal.
  - (4) On receipt of a notice from the Relevant Member under paragraph (2), the Secretary must notify the Executive Committee which is to convene a Special General Meeting of the Association to be held within twenty eight (28) days after the date on which the Secretary received the notice.
  - (5) At the Special General Meeting of the Association convened under paragraph (4):
    - (a) no business other than the question of the appeal is to be discussed;
    - (b) the Executive Committee and the Relevant 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 original decision of the Executive Committee should be confirmed or revoked.
  - (6) The appeal is to be determined by a simple majority of votes cast by the Members at the Special General Meeting.
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## Constitution of Macarthur Legal Centre Inc

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### Part 3: Executive Committee

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#### **6** The Executive Committee

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##### **6.1** Executive Committee

Subject to the terms of this Constitution, the Executive Committee will:

- (1) control all aspects of the management and operation of the Association in whatever manner that the Executive Committee thinks is necessary; and
- (2) exercise any power that the Association can exercise under the Act except where the power needs to be exercised by the Members at a Members Meeting.

##### **6.2** Composition and membership

- (1) The Executive Committee is to consist of the following positions:
  - (a) the Office Bearers; and
  - (b) at least one (1) Member who is not an Office Bearer.
- (2) The Office Bearers comprise:
  - (a) the President;
  - (b) the Vice-President;
  - (c) the Treasurer; and
  - (d) the Secretary.
- (3) There is no maximum number of consecutive terms for which an Executive Committee member may hold office.
- (4) The maximum number of persons on the Executive Committee will be eight (8).
- (5) Subject to clause 6.4(2), all the positions on the Executive Committee outlined in paragraph (1) are to be elected by the Members at the Annual General Meeting in accordance with clause 6.3.
- (6) All positions on the Executive Committee last only until the next Annual General Meeting after the person has been elected to the Executive Committee. At that time any such person may seek to be elected to the Executive Committee in accordance with this Constitution.

##### **6.3** Election of Executive Committee

- (1) The following persons are ineligible to be nominated and considered for a position on the Executive Committee:
  - (a) An employee of the Association.

## **Constitution of Macarthur Legal Centre Inc**

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- (b) A person who ceased being an employee of the Association within the period of twelve (12) months prior to the notice date stated in clause 6.3(5).
- (2) Subject to paragraph (1), any person who is over the age of eighteen (18) may be nominated as a candidate for a role of an Office Bearer (whether or not they are a Member, or representative of a Member, of the Association).
- (3) To be elected to any position on the Executive Committee, a person must:
  - (a) be nominated by two (2) other Members of the Association; and
  - (b) consent to that nomination.
- (4) This nomination must be in writing and signed by the candidate and the two (2) Members who are nominating the relevant person for a position in the form decided by the Executive Committee from time to time.
- (5) All nominations must be given to the Secretary at least seven (7) days before the Annual General Meeting at which elections will be held for positions on the Executive Committee.
- (6) If there are insufficient nominations to fill the vacancies on the Executive Committee, then further nominations for the unfilled positions will be taken at the Annual General Meeting.
- (7) If any or all positions on the Executive Committee are unfilled after the end of the Annual General Meeting those unfilled positions become casual vacancies and can be filled by any person who accepts that vacancy as determined and nominated by the Executive Committee from time to time.
- (8) If there are two (2) or more candidates who have been nominated for the same role of an Office Bearer (Relevant Position), then a ballot will be held during the Annual General Meeting in the manner that the Executive Committee directs such that the person with the highest number of votes will be elected to the Relevant Position.

### **6.4 Casual Vacancy**

- (1) A Casual Vacancy occurs on the Executive Committee if a person on the Executive Committee:
  - (a) dies;
  - (b) resigns from office by notice in writing given to the Secretary;
  - (c) is removed from office under clause 6.5;
  - (d) becomes bankrupt or mentally incapacitated;
  - (e) becomes an employee of the Association;
  - (f) is absent, without the consent of the Executive Committee, from three (3) consecutive meetings of the Executive Committee;
  - (g) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months; or

## **Constitution of Macarthur Legal Centre Inc**

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(h) is prohibited from being, or ineligible to be, a director of a company under the Act, the Regulations, the Corporations Act 2001 (Cth) or the ACNC Act.

(2) In the event of a Casual Vacancy, the Executive Committee may fill that vacancy by appointing another person (who agrees to do so) in place of the member of the Executive Committee who is subject to the Casual Vacancy.

(3) The person appointed to the Executive Committee to fill the Casual Vacancy will only be able to remain in this position until the next Annual General Meeting at which time elections will be held for all positions on the Executive Committee.

### **6.5 Removal of a Member of the Executive Committee or other Sub-Committees**

(1) A member of the Executive Committee or any other Sub-Committee can be removed from their position on the relevant committee if at least three (3) Members call for a vote for such removal at a Special General Meeting.

(2) At the Special General Meeting the member who may be removed from their position has the right to speak to the Association to establish why they should not be removed from their position.

(3) In order to remove a member from any committee an ordinary resolution at the Special General Meeting is required. If this is not obtained, then the relevant Member will remain a member of the relevant committee.

(4) If the member of the committee is removed from their position at a Special General Meeting, a Casual Vacancy occurs.

### **6.6 Notice of Executive Committee meetings**

(1) The Executive Committee must meet at least three (3) times in each twelve (12) month period.

(2) Any member of the Executive Committee may convene a meeting of the Executive Committee at any time provided adequate notice is given in accordance with paragraph (3).

(3) For any meeting of the Executive Committee referred to in paragraphs (1) and (2), the Secretary, whether in writing or orally, must provide at least forty eight (48) hours notice to all members of the Executive Committee advising:

(a) the time and date of the meeting;

(b) the venue of the meeting; and

(c) what business is to be raised at this meeting.

(4) The notice period in paragraph (3) may be reduced for any meeting of the Executive Committee if all members of the Executive Committee agree.

### **6.7 Quorum for Executive Committee Meetings**

(1) The Executive Committee may hold a meeting at two (2) or more venues using any technology that gives the members of the Executive Committee as whole a reasonable opportunity to participate.

## **Constitution of Macarthur Legal Centre Inc**

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- (2) A reference in this Constitution to a member of the Executive Committee or a Sub-Committee being 'present in person' at a meeting includes a reference to that member participating in any such meeting by any electronic means.
- (3) A quorum for an Executive Committee meeting is three (3) members present in person (EC Quorum).
- (4) If at any time during an Executive Committee meeting:
  - (a) the EC Quorum requirement is not met; or
  - (b) if during the course of a meeting and before all matters in the notice of the Executive Committee meeting have been dealt with, the EC Quorum ceases to be present,the meeting is no longer quorate and no further business may be conducted.
- (5) If the EC Quorum is not present at a meeting of the Executive Committee then the meeting is to be adjourned for one week. The meeting is to be held the following week on the same day, at the same place and time (Adjourned Meeting) unless otherwise agreed by the Executive Committee. Each member of the Executive Committee must be notified of the Adjourned Meeting.
- (6) If the EC Quorum is not met at the Adjourned Meeting, then the members of the Executive Committee present at the Adjourned Meeting will constitute the quorum for the purpose of that meeting.
- (7) At a meeting of the Executive Committee:
  - (a) the President or, in the President's absence, the Vice President is to be the chairperson of the meeting; or
  - (b) if the President or the Vice President will not be attending the meeting, then any other person nominated by the President (or in the absence of such nomination, the Vice President's nomination) will be the chairperson; and
  - (c) the chairperson will have a Casting Vote at Executive Committee meetings in addition to their own deliberative vote.

### **6.8 Delegation by Executive Committee to Sub-Committees**

- (1) The Executive Committee, from time to time, may:
  - (a) form one (1) or more Sub-Committees for any reason and on such conditions as the Executive Committee thinks fit; and
  - (b) delegate to a Sub-Committee any power which the Executive Committee can exercise except any power which the Act or any other law states cannot be delegated.
- (2) The terms, conditions and limitations of any such delegation must be decided by the Executive Committee. The Executive Committee may dissolve any Sub-Committee at any time.
- (3) All delegations of power by the Executive Committee are to be set out in writing and signed by the President. These delegations of power are to be kept by the Secretary.



## **Constitution of Macarthur Legal Centre Inc**

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- (4) Any Sub-Committee so formed must in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive Committee.
- (5) Any right or power delegated to a Sub-Committee may continue to be exercised by the Executive Committee.
- (6) Any exercise of the power by the Sub-Committee will have the same effect as if the power had been exercised by the Executive Committee.
- (7) A Sub-Committee may call meetings at any time that it believes necessary. The President may appoint one (1) of the members of a Sub-Committee to act as the chairperson for that Sub-Committee. Any member of the Executive Committee may also be a member of the Sub-Committee.
- (8) The rules applicable to a meeting of the Sub-Committee must be determined by the Executive Committee.

### **6.9 Voting and decisions**

- (1) Unless otherwise expressly stated in this Constitution, any matter put for a vote either by the Executive Committee or by any other Sub-Committee will be taken to be approved if a majority of that committee's members vote in favour of it (whether in person or by any electronic means).
- (2) All members of the Executive Committee or a Sub-Committee (as the case may be) present in person at the relevant meeting will be entitled to one (1) vote.
- (3) The chairperson at a meeting of the Executive Committee or a Sub-Committee will have a Casting Vote at that meeting in addition to their own deliberative vote.
- (4) Any exercise of power by the Executive Committee or a Sub-Committee will not be able to be challenged as being invalid simply because one of the members (or more) of that committee was not properly appointed or qualified to be a member of the Executive Committee or a Sub-Committee.

### **6.10 Restriction on employment**

Unless otherwise approved by the Executive Committee, a person must not be employed by the Association within twelve (12) months of ceasing to be a member of the Executive Committee.

## **Constitution of Macarthur Legal Centre Inc**

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### **Part 4: Members Meetings**

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#### **7 Annual General Meetings**

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##### **7.1 Holding of Annual General Meetings**

The Association must convene an Annual General Meeting within:

- (1) the period of six (6) months after the expiration of each Financial Year; or
- (2) such further time as may be allowed under the Act.

##### **7.2 Annual General Meetings**

- (1) Subject to the Act and clause 7.1, the Annual General Meeting of the Association is to be convened on such date and at such a place and time as decided by the Executive Committee.
- (2) In addition to any other business which may be conducted at an Annual General Meeting, the business of an Annual General Meeting is to include, but is not limited to, the following:
  - (a) To confirm the minutes of the last preceding Annual General Meeting.
  - (b) To receive from the Executive Committee reports on the activities of the Association during the last preceding Financial Year.
  - (c) To elect the Executive Committee.
  - (d) To receive and consider any financial statement or report required to be submitted to the Members under the Act.
- (3) An Annual General Meeting must be specified as being an Annual General Meeting in the notice convening the meeting.

#### **8 Special General Meetings**

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##### **8.1 Holding of Special General Meeting**

The Executive Committee, at its discretion and by providing notice to the Members, may convene a Special General Meeting of the Association from time to time on a date, and at a place and time decided by the Executive Committee.

##### **8.2 Special General Meetings**

- (1) A Special General Meeting may be convened:
  - (a) at any time that the Executive Committee decides; or
  - (b) at the request of three (3) Financial Members or twenty percent (20%) (in number) of the Financial Members (whichever is greater).
- (2) A request by Financial Members for a Special General Meeting:
  - (a) must state the purpose or purposes of the meeting;

## **Constitution of Macarthur Legal Centre Inc**

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- (b) must be signed by the Financial Members making the request;
  - (c) must be lodged with the Secretary; and
  - (d) may consist of several documents in a similar form, each signed by one (1) or more of the Financial Members making the request.
- (3) If the Executive Committee fails to convene a Special General Meeting to be held within one (1) month after the date on which a request of Financial Members for the meeting is lodged with the Secretary, any one or more of the Financial Members who made the request may convene a Special General Meeting to be held not later than three (3) months after that date.
- (4) No business other than that specified in the notice convening a Special General Meeting is to be transacted at the meeting.

## **9 Procedure at Members Meetings**

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### **9.1 Notice**

- (1) Except in the case of Special Resolutions required at a Members Meeting, the Members of the Association must be given fourteen (14) days written notice (or notice by such other means as the Member might suggest to the Secretary) of a meeting. The notice must state the time and place of the meeting and the business to be raised at the meeting.
- (2) Where a Member's Meeting is being convened to consider a Special Resolution, the Members of the Association must be given twenty one (21) days written notice of the meeting. The notice must state that the purpose of the meeting is to consider a Special Resolution and must state the time and place of the meeting and the business to be raised at the meeting.

### **9.2 Procedure and Quorum for Members Meetings**

- (1) No Members Meeting may be held unless:
- (a) a quorum of at least three (3) Financial Members or twenty percent (20%) (in number) of Financial Members (whichever is greater) are present in person at the meeting; and
  - (b) at least three (3) members of the Executive Committee are present in person (whether in person or electronically),
- (MM Quorum).
- (2) At a Special General Meeting requested by Financial Members, all Financial Members requesting the meeting must be present.
- (3) If at any time during a Members Meeting:
- (a) the MM Quorum requirement is not met; or
  - (b) if during the course of a meeting and before all matters in the notice of meeting have been dealt with the MM Quorum ceases to be present,
- the meeting is no longer quorate and no further business may be conducted.

## **Constitution of Macarthur Legal Centre Inc**

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- (4) If a MM Quorum is not present at the first meeting (First Meeting) then the meeting is to be adjourned. The adjourned meeting (Adjourned MM Meeting) is to be held on such day, place and time determined by the Executive Committee but which may not more than one (1) month after the First Meeting.
- (5) If the MM Quorum is not met at the Adjourned MM Meeting, then the members of the Executive Committee and the Financial Members present at the Adjourned MM Meeting will constitute the quorum for the purpose of that meeting.
- (6) At any Members Meeting:
  - (a) the President or, in the President's absence, the Vice President is to be the chairperson of the meeting; or
  - (b) if the President or the Vice President will not be attending the meeting, then any other person nominated by the President (or in the absence of such nomination, the Vice President's nomination) will be the chairperson; and
  - (c) the chairperson will have a Casting Vote at the Members Meeting in addition to their own deliberative vote.

### **9.3 Making of decisions**

- (1) A question at a Members Meeting is to be decided by a show of hands by all Members present and entitled to vote at that meeting. The result of the show of hands must be recorded into the minutes of the meeting and this record will be proof of how the question was determined.
- (2) At any Members Meeting, a Member is entitled to one (1) vote only (except for where the Chairperson exercises a Casting Vote).
- (3) Subject to clause 9.5, all votes of Members must be given personally by Members who are present in person at the Members Meeting.
- (4) Despite any other provision of this Constitution, a Member is not entitled to vote at any Members Meeting if the Member is under eighteen (18) years of age or is not a Financial Member.
- (5) A Member is not entitled to vote at any Members Meeting unless all money due and payable by the Member has been paid, other than the amount of the annual subscription payable in respect of the then current Financial Year.

### **9.4 Proxy votes not permitted**

Proxy voting must not be undertaken at or in respect of a Members Meeting.

### **9.5 Postal or electronic ballots**

- (1) The Executive Committee may hold a postal or electronic ballot (as the Executive Committee determines) to determine any issue or proposal.
- (2) A postal or electronic ballot must be conducted in accordance with the Act and the Regulations.

## **Constitution of Macarthur Legal Centre Inc**

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### **Part 5: Other provisions**

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#### **10 Insurances, finance and books**

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##### **10.1 Insurances**

- (1) The Association may effect and maintain any insurances as decided by the Executive Committee from time to time, including but not limited to:
  - (a) public liability insurance;
  - (b) professional indemnity insurance; and
  - (c) directors' and officers' liability insurance.
- (2) Records of the insurances referred to in paragraph (1) are to be kept by the Public Officer.

##### **10.2 Funds source**

- (1) The funds of the Association are to be derived from Fees, donations, grants, sponsorships and such other sources as the Executive Committee decides from time to time.
- (2) All money received by the Association must be deposited as soon as reasonably practicable to the credit of the Association's bank account.
- (3) The Association, as soon as practicable after receiving any money, must issue an appropriate receipt.

##### **10.3 Funds management**

- (1) In the absence of an ordinary resolution at a Special General Meeting to the contrary, the funds of the Association are to be used to pursue the Objects of the Association in such manner as the Executive Committee determines from time to time.
- (2) All cheques, electronic funds transfers, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or approved by at least two (2) persons who are authorised by the Executive Committee from time to time.

##### **10.4 Alteration of Constitution**

An application for registration of a change in the Association's name or this Constitution in accordance with section 10 of the Act is to be made by the Public Officer or a member of the Executive Committee.

##### **10.5 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:

- (1) at the main premises of the Association, in the custody of the Public Officer or a Member of the Association (as the Executive Committee determines); or

## **Constitution of Macarthur Legal Centre Inc**

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- (2) if the association has no premises, at the Association's official address, in the custody of the Public Officer.

### **10.6** Inspection of books

The records, books and other documents of the Association must be open to inspection, free of charge, to a Member of the Association and any member (or former member) of the Executive Committee at any reasonable hour. Any such records may be kept by the Association by electronic means.

### **10.7** Service of notices

A notice may be served by or on behalf of the Association on any Member either personally, by sending it by post, by emailing it to the Member's nominated email address or by faxing it to the Member.

### **10.8** Financial Year

The Financial Year of the Association commence on 1 July and ends on 30 June the following calendar year.

## **11** Conflicts of Interest

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If:

- (1) a member of the Executive Committee or a Sub-Committee has a direct or indirect interest in a matter being considered or about to be considered at the relevant committee meeting, and
- (2) the interest appears to raise a conflict with the proper performance of that committee member's duties in relation to the consideration of the matter,

the committee member must, as soon as possible after the relevant facts have come to the committee member's knowledge, disclose the nature of the interest at the committee meeting and section 31 of the Act will apply.

## **12** By-Laws

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- (1) The Executive Committee, at any time, may pass a resolution to:
- (a) make by-laws to give effect to this Constitution; and
  - (b) to amend or repeal any by-laws.
- (2) Members and the Executive Committee must comply with by-laws as if they were part of this Constitution.
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## Constitution of Macarthur Legal Centre Inc

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### Schedule 1: Defined terms and interpretation

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#### Part 1 – Definitions

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ACNC Act	means the Australian Charities and Not-for-profits Commission Act 2012 (Cth).
Act	means the Associations Incorporation Act 2009 (NSW).
Annual General Meeting	means the annual meeting of the Association held in accordance with this Constitution.
Association	means Macarthur Legal Centre Inc. (Registration Number Y0235647).
Casting Vote	means a vote cast by a Chairperson at a Members Meeting or a meeting of the Executive Committee where there is an equality of votes.
Casual Vacancy	has the meaning ascribed to that term in clause 6.4.
Chairperson	means the person to chair a meeting of the Executive Committee or a Sub-Committee or the person appointed to chair a Members Meeting of the Association in accordance with this Constitution.
Deductible Gift Recipient	means a 'deductible gift recipient' within the meaning of the Income Tax Assessment Act 1997 (Cth).
Dispute Resolution Committee	means a Sub-Committee comprised of all Office Bearers for the purpose of dealing with any disputes or complaints as referred to in clause 5.14.
Executive Committee	means the governing body of the Association in referred to in clause 6.
Fees	means any fee, subscription or levy imposed on the Members in accordance with this Constitution from time to time.
Financial Members	means the financial members of the Association from time to time.
Financial Year	means the year commencing on 1 July and ending on 30 June the following calendar year.
Life Members	means the life members of the Association from time to time.
Member	means a person who has become a Member of the Association in accordance with clause 5.
Members Meeting	means a Special General Meeting or an Annual General Meeting (as the case may be).
Objects	has the meaning ascribed to it in clause 2.

## Constitution of Macarthur Legal Centre Inc

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Office Bearer	has the meaning ascribed to that term in clause 6.2(2).
President	means the person holding office as President of the Association.
Public Officer	means the person holding office as Public Officer of the Association.
Registers	has the meaning ascribed to that term in clause 5.7(1).
Secretary	means the person holding office as Secretary of the Association.
Special General Meeting	means a meeting of the Members other than an Annual General Meeting.
Special Resolution	has the meaning ascribed to it in section 39 of the Act.
Sub-Committee	means a Sub-Committee established by the Executive Committee pursuant to clause 6.8.
Regulations	means the Associations Incorporation Regulation 2016 (NSW).
Vice President	means the person holding office as Vice President of the Association.

### Part 2 - Interpretational Rules

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clauses, annexures and schedules		a clause, annexure or schedule is a reference to a clause in or annexure or schedule to this Constitution.
variations replacements	or	a document (including this Constitution) includes any variation or replacement of it.
reference to statutes		a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them.
singular includes plural		the singular includes the plural and vice versa.
executors, administrators, successors		a particular person includes a reference to the person's executors, administrators, successors, substitutes (including persons taking by novation) and assigns.
dollars		Australian dollars, dollars, \$ or A\$ is a reference to the lawful currency of Australia.
calculation of time		if a period of time dates from a given day or the day of an act or event, it is to be calculated exclusive of that day.
reference to a day		a day is to be interpreted as the period of time commencing at midnight and ending 24 hours later.
reference to a group of		a group of persons or things is a reference to any two or



## Constitution of Macarthur Legal Centre Inc

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persons	more of them jointly and to each of them individually.
meaning not limited	the words “include”, “including”, “for example” or “such as” are not used as, nor are they to be interpreted as, words of limitation, and, when introducing an example, do not limit the meaning of the words to which the example relates to that example or examples of a similar kind.
next day	if an act under this Constitution to be done by a party on or by a given day is done after 4.30pm on that day, it is taken to be done on the next day.
next Business Day	if an event must occur on a stipulated day which is not a Business Day then the stipulated day will be taken to be the next Business Day.
time of day	time is a reference to Sydney time.
headings	headings (including those in brackets at the beginning of paragraphs) are for convenience only and do not affect the interpretation of this Constitution.
gender	a reference to one gender extends and applies to the other and neuter gender.

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