

THE COMPASSIONATE FRIENDS NEW SOUTH WALES INCORPORATED

CONSTITUTION

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**CONSTITUTION OF
“THE COMPASSIONATE FRIENDS NEW SOUTH WALES INCORPORATED”**

DEFINITIONS

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

the secretary means:

- (a) the person holding office under this constitution as secretary of TCF, or
- (b) if no person holds that office - the public officer of TCF.

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

1. **TCF or the Organisation** means The Compassionate Friends New South Wales, Incorporated. **NAME**

The name of this Organisation shall be ***The Compassionate Friends New South Wales, Incorporated***.

2. **THE COMPASSIONATE FRIENDS**

TCF is a self-help organisation offering friendship and understanding to bereaved parents, grandparents and siblings upon the death of a child or children and to foster the physical and emotional health of bereaved families.

Its aims include:

- (a) to offer support and friendship to any bereaved families
- (b) to listen with understanding;
- (c) to provide group meetings;
- (d) to give information about the grieving process;
- (e) to provide acquaintance with bereaved families whose sorrow has softened and who have found fresh hope and strength for living;
- (f) to promote more understanding among professional, medical, paramedical, police, clergy and teaching persons and the community at large of the plight delete plight and special needs of bereaved families;
- (g) to seek assistance for bereaved families in need;
- (h) to establish, promote and assist Chapters in NSW (the State) in their efforts to support bereaved families
- (i) to establish and maintain Bereavement Parent Centres, to offer support, refuge, personal contact and referral for all bereaved parents.

3. **PRINCIPLES**

The seven (7) principles of TCF are as follows:

- (a) TCF offers friendship and understanding to bereaved parents, siblings and grandparents
 - (i) Bereaved families have learned that the death of their child(ren) has caused a pain that can best be understood fully by another bereaved parent, sibling or grandparent..
 - (ii) They can reach out with love and support, as their own grief subsides, to those who still feel alone and abandoned.

- (b) TCF believes that bereaved families can help each other
- (i) Bereaved families understand that they must find their own way through grief.
 - (ii) They know that expressing thoughts and feelings are part of the healing process. TCF offers an opportunity for sharing and learning from other bereaved parents, siblings or grandparents.
 - (iii) TCF seeks the co-operation and support of the professional community but does not depend on it for supervision or formal guidance.
 - (iv) TCF welcomes the opportunity to share with the professional community information about the needs of bereaved families
- (c) TCF reaches out to all bereaved families irrespective of religion, race, financial status or nationality
- (i) TCF espouses no specific religious or philosophical ideology.
 - (ii) TCF does not participate in legislative or political controversy. (Members are free to do so OUTSIDE of the Organisation).
 - (iii) Members express their individual views on controversial subjects with respect and consideration for those who may disagree with them.
- (d) TCF understands that every bereaved family has individual needs and rights
- (i) TCF does not suggest that there is a correct way to grieve or that there is a preferred solution to the emotional and spiritual dilemmas raised by the death of a child.
 - (ii) All members are given the opportunity to speak and be heard. However, no one is compelled to speak.
- (e) TCF helps bereaved parents through metropolitan and regional chapters and telephone contacts, website and Facebook
- (i) Chapters are established to provide sharing groups that create an atmosphere of openness and honesty.
- (f) TCF chapters are established for the benefit of their members
- (i) What is said at meetings is confidential and what is learnt about members is privileged information.
 - (ii) TCF recommends that attendance at Chapter meetings by the media, by students, or by other observers be permitted only with prior announcement and with the consent of the members.
- (g) TCF Chapters are co-ordinated by the Board to extend help to each other and to individual bereaved parents, siblings and grandparents throughout the state
- (i) TCF acknowledges the obligation of its members to support local State and National goals of the Organisation by contributing their time, talent and resources.
 - (ii) THE BOARD is responsible for the development of new chapters for bereaved families and for the training of Chapter Leaders and Support Leaders to ensure that the aims of The Compassionate Friends are fulfilled.

- (iii) The Board may establish and appoint Chapters, , Representatives and Telephone Contacts throughout the State.
- (iv) A CHAPTER shall be facilitated by a Chapter Leader and support leader approved by Board .and shall be charged with performing the work and fulfilling the objects of TCF in its area and shall be responsible to the Board.
- (v) TCF REPRESENTATIVES – TELEPHONE CONTACTS – Members working on their own, approved by the Board as TCF Representatives or Telephone Contacts will be responsible to the Board.

4. MEMBERSHIP

(a) Ordinary Members

- (i) Membership is open to all bereaved parents, siblings and grandparents
- (ii) A bereaved parent, grandparent and sibling become members of TCF upon:
 - (A) Completion of an application form containing the following declaration: "I/we hereby agree to observe and be bound by the Constitution and Rules of the Organisation."
- (iii) No fee shall be charged for membership.
- (iv) Membership shall relate to a specific calendar year from 1st January to 31st December.
- (v) Membership shall be renewed annually upon submission of a Membership Renewal Form.

(b) Associate Membership

- (i) Associate Membership shall be given to close family members and friends who wish to join TCF NSW in order to support bereaved family members.
- (ii) Associate Members are not eligible to vote at general meetings of the organisation.

(c) Professional Membership

- (i) Professional Membership may be given to organisations or individuals work in an allied field.
- (ii) Professional Members are not eligible to vote at General Members of the organisation.

(d) Honorary Membership

Honorary Membership may be granted to visiting members of other Chapters of The Compassionate Friends established in other States of the Commonwealth of Australia.

(e) Members' Liabilities

The liability of members of the incorporated Organisation to contribute towards the payment of the debts and liabilities of the Organisation or the costs, charges and expenses of the winding up of the Organisation is limited to the amount, if any, unpaid by the members in respect of membership of the Organisation.

(f) Cessation of Membership

A person ceases to be a member of TCF if that person:

- (i) Dies;
- (ii) Resigns that membership; or
- (iii) Is expelled

(g) Disciplining of Members

- (i) Where the Board is of the opinion that a member of TCF has either:
 - (A) persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - (B) persistently and wilfully acted in a manner prejudicial to the interests of TCF;

the Board by way of Resolution may either

- (C) expel the member from TCF; or
 - (D) suspend the member from TCF for a specified period.
- (ii) Where the Board passes a Resolution under Clause 4(g)(i)(C) or (D) of this clause, the Secretary shall as soon as practicable, cause notice in writing to be served on the member:
 - (A) Setting out the Resolution of the Board and the grounds on which it is based.
 - (B) Stating that the member may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice.
 - (C) Stating the date, place and time of that meeting and
 - (D) Informing the member may do either or both of the following:-
 - a. Attend and speak at that meeting; or
 - b. Submit to the Board at or prior to the date of that meeting written representations relating to the Resolution.
 - (iii) A Resolution of the Board under Clause 4(g)(i)(C) or (D) is of no effect unless the Board, at a meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service on the member of a notice under Clause 4(g) (ii), confirms the Resolution in accordance with this Clause.
 - (iv) At a meeting of the Board held as referred to in Clause 4(g)(iii) the Board shall:-
 - (A) Give to the member an opportunity to make oral representations.
 - (B) Give due consideration to any written representations submitted to the Board by the member at or prior to the meeting.
 - (C) By resolution determine whether to confirm or to revoke the Resolution.
 - (v) Where the Board confirms a Resolution under Clause 4(g)(iv), the Secretary shall within seven (7) days after that confirmation, by notice in writing, inform the member of the fact and of the member's right of appeal under Clause 4(g)(vii).

- (vi) A Resolution confirmed by the Board under Clause 4(g)(iv) does not take effect:
 - (A) Until expiration of the period within which the member is entitled to appeal against the Resolution where the member does not exercise the right of appeal within that period.
 - (B) Where within that period the member exercises the right of appeal, unless and until the Board confirms the Resolution pursuant to Clause 4(g)(vii)(B).

- (vii) Right of appeal of disciplined member:
 - (A) A member may appeal to TCF in General Meeting against a Resolution of the Board which is confirmed under Clause 4(g)(iv) within seven (7) days after notice of the Resolution is served on the member by lodging with the Secretary a notice to that effect.
 - (B) Upon receipt of a notice from a member under Clause 4(g)(vii)(A), the Secretary shall notify the Board which shall convene a General Meeting of TCF, to be held within twenty-one (21) days after the date on which the Secretary received the notice.
 - (C) At a General Meeting of the Board convened under Clause 4(g)(vii)(B):
 - a. No business other than the business of the appeal shall be transacted.
 - b. The Board and the member shall be given the opportunity to state their respective cases orally, or in writing or both.
 - c. Members present shall vote by secret ballot of the question of whether the Resolution should be confirmed or resolved.
 - d. If at a General Meeting the Board passes a Special Resolution in favour of the confirmation of the Resolution, the Resolution is confirmed.

5. REGISTERS

- (a) Members' Register or delegate shall maintain a database of members of the Organisation specifying the name and address of each person who is a member together with the date on which the person became a member.
 - (i) The register of members shall be kept at the principal place of administration of the Organisation.

- (b) Newsletter Subscription Register
 - (i) The Board shall set annually the subscription fee for TCF newsletter.
 - (ii) The Board may at their discretion approve free subscriptions in special circumstances.

6. MANAGEMENT

- (a) The management of TCF shall be vested in the Board which shall consist of:
 - (i) President, Vice-President, Secretary and Treasurer; and
 - (ii) Up to three (3) other persons elected at the Annual General Meeting of the Organisation provided that the Board shall not contain, at any one time, more than four (4) persons from the one Chapter.

- (iii) The Office of President shall be an elected Office by members at the Annual General Meeting of the Organisation and shall hold office for two years.
 - (iv) The position of Vice President, Secretary and Treasurer shall be filled by appointments made by members of the Board.
 - (v) At the 2005 Annual General Meeting of the Organisation all the members of the Board shall retire from office, and at the Annual General Meeting in every subsequent year one half of the members of the Board for the time being, or if their number is not 2 or a multiple of 2, then the number nearest one half, shall retire from office.
 - (vi) A retiring member of Board is eligible for re-election. However one Board member may only be re-elected for three consecutive terms, except under exceptional circumstances and with the agreement of the Annual General Meeting.
 - (vii) The members of Board to retire at an Annual General Meeting, other than the 2005 Annual General Meeting, are those who have been longest in office since their last election, but as between persons who became members of Board on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (b) Authority and Powers of the Board
- (i) The Board shall be subject to the Act, the Regulations, and the Constitution and Resolutions passed by TCF at General Meetings.
 - (ii) Notwithstanding any possible disqualification, defect or vacancy in appointment of any member of the Board no Resolution of the Board shall invalidate any prior act otherwise valid.
 - (iii) The Board has power to perform all such acts and do all such things as appear to it to be necessary or desirable for the proper management of the affairs of TCF.
- (c) Executive
- (i) The Executive shall consist of the President, and two other members elected by the Board.
 - (ii) It shall be subject to control and direction of the Board provided such directions shall not invalidate any prior act otherwise valid.
 - (iii) The Executive shall have such powers and authority as may be granted to it under this Constitution or as may be delegated to it by the Board.

7. ELECTION OF MEMBERS

- (a) Nominations of candidates for election as Members of the Board:
 - (i) Shall be made in writing signed by two (2) members of TCF with the written consent of the candidate included on the Nomination Form;
 - (ii) Shall be delivered to the Secretary at the AGM;
 - (iii) May be received from the floor at the AGM.
- (b) If the number of nominations received for positions is singular and equal to the number of vacancies to be filled, the persons so nominated shall be deemed to be elected;

- (c) If more than one nomination for a position is received and accepted, a ballot is to be held for the position;
- (d) If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed to be elected and the Board shall have the authority to appoint persons to those vacant positions.
- (e) Each member of the Board is, subject to this constitution, to hold office until immediately before the election of Board members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

8. SECRETARY

- (a) It is the duty of the Secretary to keep Minutes of:
 - (i) All appointments of office bearers and members of the Board;
 - (ii) The names of members of the Board present at all its meetings, and General Meetings;
 - (iii) All proceedings at the Board, Executive Meetings and General Meetings;
- (b) Such minutes shall be signed by the President of the Meeting of which they record or by the Chairman of that Meeting.
- (c) The Secretary shall:
 - (i) Notify all members of meetings;
 - (ii) Record the full details of all accounts presented and approved for payment;
 - (iii) Have custody of the Common Seal;
 - (iv) Ensure the seal is not affixed to any instrument except by authority of the Board and the affixing of the Common Seal shall be attested by any two members of the Board;
 - (v) Except as otherwise provided by this Constitution, keep in custody or under his/her control all records, books and other documents relating to TCF.

9. TREASURER

- (a) It is the duty of the Treasurer of TCF to ensure that:
 - (i) All money due to TCF is collected and received and that all payments authorised by TCF are made;
 - (ii) Correct books and accounts are kept showing the financial affairs of TCF including full details of all receipts and expenditure connected with the activities of TCF;
 - (iii) All payments in excess of One Hundred Dollars (\$100.00) made by the Organisation shall be paid by cheque signed by any two (2) unrelated Office Bearers or by electronic means with the authority of at least two (2) unrelated Office Bearers in a manner the Board agrees will secure making such payments;
 - (iv) Excess funds are invested, upon resolution of the Board, in such Trust Funds as authorised by Law;
 - (v) The Provisions of the Charitable Fund Raising Act 1991 and the Regulations thereunder are complied with.

10. VACATION OF OFFICE

- (a) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Organisation 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.
- (b) The office of a member of the Board, the Executive or Chapter shall become vacant upon such person:
 - (i) Dying;
 - (ii) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (iii) Becoming mentally ill or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (iv) Giving one month's notice in writing of resignation;
 - (v) Being absent from two (2) consecutive meetings without acceptable reason on a Motion duly carried but leave of absence may be granted at Board's discretion;
 - (vi) Ceasing to be a member of TCF;
 - (vii) Being the subject of a resolution being passed by a two-thirds majority of members present at a properly constituted General Meeting called for the purpose to remove such person from office;
 - (viii) Holding any office of profit in TCF;
 - (ix) Being directly or indirectly interested in any contract with TCF without the consent of the Board;
 - (x) 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
 - (xi) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

11. MEETINGS

- (a) Board meetings are to be held at such time and place as is determined by the Board.
- (b) Executive meetings are to be held at such time and place as is determined by the Board.

12. ANNUAL GENERAL MEETING

- (a) The Annual General Meeting of TCF and Chapters shall be held within twenty (20) weeks of the conclusion of the financial year in each year to be convened on such date and at such time and place as the Board thinks fit, for the following purposes:
 - (i) To confirm the Minutes of the previous Annual General Meeting and any intervening General Meeting (no discussion thereon except as to their accuracy to be permitted);
 - (ii) To receive and adopt the Annual Report of the President, Treasurer and Secretary and Statement of Accounts for the preceding financial year;
 - (iii) To elect members of the Board for the ensuing year;
 - (iv) To appoint an auditor for the ensuing year;

- (v) To transact any business of which at least twenty-one (21) days prior written notice has been given to the Secretary. The Secretary shall request members to submit matters to be raised at AGM two (2) months prior to the date set down.

13. SPECIAL OR EXTRAORDINARY GENERAL MEETINGS

- (a) General Meetings may be convened by the Board whenever it thinks fit.
- (b) Members of TCF or Chapters may call a General Meeting upon requisition of at least 5% of the membership..
- (c) A requisition of members for General Meetings:
 - (i) Shall state the purpose or purposes of the meeting.
 - (ii) Shall be signed by the members making the requisition.
 - (iii) Shall be lodged with the Secretary.
 - (iv) May consist of several documents in a similar form, each signed by one (1) or more of the members making the requisition.

14. NOTICES OF MEETINGS

- (a) 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.
- (b) 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 14(a), the intention to propose the resolution as a special resolution.
- (c) 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 12.
- (d) 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.

15. PROCEEDINGS OF THE BOARD

- (a) The Board may meet together for the dispatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit. At least seven (7) days prior notice shall be given to the Board members. Non receipt of a notice by any member shall not invalidate the meeting. The President, at any time, the Secretary and the Treasurer, on the requisition of any of at least two (2) members of the Board may summon a meeting of the Board.
- (b) Questions arising at any meeting of the Board shall be decided by a majority of votes of those present and a determination by a majority of all the members of the Board present shall for all purposes be a determination of the Board. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

- (c) The continuing members of the Board may act, notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum, the continuing member or members may act for the purposes of increasing the number of members of the Board from amongst the members, which they are empowered to do, or of summoning a General Meeting of TCF, but for no other purpose.

16. USE OF TECHNOLOGY AT BOARD MEETINGS

- (a) A Board meeting may be held at 2 or more venues using any technology approved by the Board that gives each of the Board's members a reasonable opportunity to participate.
- (b) A Board member who participates in a Board 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.

17. QUORUM

- (a) A quorum shall consist of ten (10) members at a TCF General Meeting
- (b) A quorum shall consist of four (4) members at a Meeting of the Board.
- (c) A quorum shall consist of two (2) members at a Meeting of the Board Executive.
- (d) Should within half an hour of the time set down for a meeting to commence, a quorum not be present then the meeting shall be adjourned to a time and place to be determined thereat.
- (e) If at the meeting called in place of any meeting adjourned due to lack of a quorum, then those members attending, being not less than two, shall be deemed to be a quorum.
- (f) General Meetings
 - (i) Only registered members of TCF may vote at TCF General Meetings.
 - (ii) Upon any question arising at a General Meeting of the Organisation a member has one vote only.
 - (iii) All votes shall be given personally or by proxy but no member may hold more than five proxies.
 - (iv) 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.
 - (v) Each member shall be entitled to appoint another member as proxy by notice given to the secretary not less than forty eight (48) hours before the time set down for the conduct of the meeting in respect of which the proxy is appointed.
 - (vi) The notice appointing the proxy shall be in the following form:-

FORM OF APPOINTMENT OF PROXY

I, of
[Full name] [Address]
being a member of *The Compassionate Friends, New South Wales Incorporated* hereby appoint:-

.....of
[Full name] [Address]
being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the Organisation (Annual General Meeting or Special General Meeting, as the case may be) to be held on the day of20.... and at any adjournment of that meeting.

- My proxy is authorised to vote in favour of/against [delete as appropriate] the Resolution [insert details].
-
- To be inserted if desired.

.....
[Signature of Member appointing proxy]
Date:

NOTE: A proxy vote may not be given to a person who is not a member of the Organisation

(g) Chapter Meetings

- (i) Only registered members of TCF may vote at Chapter meetings. There will be no Proxy votes at Chapter meetings.

18. POSTAL OR ELECTRONIC BALLOTS

- (a) The Organisation may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal (other than an appeal under Clause 4(g)(vii).
- (b) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

19. PROCEEDINGS AT GENERAL MEETINGS

- (a) The President in the case of the Board, shall preside as Chairman at every General Meeting, but, if he/she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, or is unwilling to act, then the Vice-President if one exists shall preside as Chairman, but if he/she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, or is unwilling to act, then the members present shall elect one of their number to be Chairman of the meeting, a simple majority sufficing.
- (b) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of the adjournment or of the business to be transacted at an adjourned meeting.

- (c) At any general meeting, a Resolution put to the vote, shall be decided on a show of hands, unless a poll (before or on the declaration of the result of the show of hands) is demanded by the Chairman or by at least three (3) members present.
- (d) Unless a poll is so demanded, a declaration by the Chairman that a Resolution has, on a show of hands, been carried unanimously, or by a particular majority, or lost, and any entry to that effect in the book containing the Minutes of the proceedings of the Organisation, shall be conclusive evidence or the fact without proof of the number or proportion of votes recorded in favour of or against the Resolution.
- (e) The demand for a poll may be withdrawn.
- (f) If a poll is duly demanded, it shall be a Secret Ballot, taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs. But the result of the poll demanded on the election of a Chairman or on the question of adjournment, shall be taken forthwith.
- (g) In the case of an equality of votes, whether on show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which a poll is demanded, shall be entitled to a second or casting vote.
- (h) Each member present and voting at a General Meeting of the Board shall have only one (1) vote.
- (i) An attendance record shall be kept in a separate bound book of those people attending meetings of Members of the Board.

20. USE OF TECHNOLOGY AT GENERAL MEETINGS

- (a) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the Organisation's members a reasonable opportunity to participate.
- (b) 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.

21. INSURANCE

- (a) TCF shall effect and maintain insurance in accordance with the Act, Section 44.
- (b) TCF may effect and maintain other insurances as deemed fit.

22. FUNDS - SOURCE

- (a) The funds of the Organisation are to be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Organisation in general meeting, any other sources that the committee determines.
- (b) All money received by the Organisation must be deposited as soon as practicable and without deduction to the credit of the Organisation's bank or other authorised deposit-taking institution account.
- (c) The Organisation must, as soon as practicable after receiving any money, issue an appropriate receipt.

23. FUNDS - MANAGEMENT

- (a) Subject to any resolution passed by the Organisation in general meeting, the funds of the Organisation are to be used solely in pursuance of the objects of the Organisation in the manner that the committee determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

24. FINANCIAL YEAR

The financial year shall conclude on 30th June each year.

25. AUDIT

- (a) The auditor shall be appointed at the Annual General Meeting. He shall examine all accounts, vouchers, receipts, books, etc., and furnish a report thereon to the members at the Annual General Meeting.
- (b) The auditor shall be a qualified accountant, recognised by the Institute of Accountants and shall not be a member, or closely related to a member of the Board.
- (c) Subject to paragraph (d) hereof, notice of intention to nominate an auditor to replace the current auditor shall be given to the Secretary at least twenty-one (21) days before the Annual General Meeting. The Secretary shall send a copy of the nomination to the current auditor at least fourteen (14) days before the Annual General Meeting. The current auditor shall be entitled to attend the Annual General Meeting and if he so wishes be heard at such Annual General Meeting.
- (d) Where the current auditor submits his resignation, or notifies the Secretary of his intention not to seek re-election as auditor, paragraph (c) hereof shall not apply.

26. SALARIED POSITIONS

- (a) From time to time it may be necessary to employ people to salaried positions with TCF. The election of the person for the position is to be made by not less than two (2) members of the Board. The position is to be advertised.
- (b) No member of the Board shall be appointed to any salaried office of TCF or any office of TCF paid by fees. No remuneration or other benefit in money's worth shall be given by TCF to any member of the Board except repayment of out of pocket expenses, interest in respect of money lent to TCF (at a rate not exceeding interest at the rate for the time being charged by Bankers in Sydney) and reasonable and proper rent for premises let to TCF.

27. ANNUAL REPORTS

A report of each Chapter will be submitted annually to the Board.

28. INSPECTION OF BOOKS ETC

- (a) The following documents must be open to inspection, free of charge, by a member of the Organisation at any reasonable hour:
 - (i) records, books and other financial documents of the Organisation,
 - (ii) this constitution,
 - (iii) minutes of all Board meetings and general meetings of the Organisation.
- (b) A member of the Organisation may obtain a copy of any of the documents referred to in Clause 28(a) on payment of a fee of not more than \$1 for each page copied.
- (c) Despite Clauses 28(a) and (b), the Board may refuse to permit a member of the Organisation to inspect or obtain a copy of records of the Organisation that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Organisation.

29. DISSOLUTION

- (a) The TCF shall be dissolved in the event of its membership being less than six (6) persons or upon the vote of a three-fourths majority of members present at a General Meeting convened to consider such question.
- (b) Chapters
 - (i) A Chapter shall be dissolved by Board in the event that no Chapter Leader or support leader is available.

30. AMENDMENT OF THIS CONSTITUTION

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

31. RESOLUTION OF INTERNAL DISPUTES

- (a) A dispute between a member and another member (in their capacity as members) of the Organisation, or a dispute between a member or members and the Organisation, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (b) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (c) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

32. COMPLAINT HANDLING MECHANISM

Complaints relating to the operations of the Organisation shall be handled as follows:-

- (a) The President shall be the person responsible for investigating all complaints.
- (b) A register will be maintained which includes the date the complaint was made, the name, address and telephone number of the complainant, the nature of the complaint, the name of the person or persons who were the subject of the complaint, action taken to investigate it, details of the findings and the date and manner by which the complainant was informed of the outcome.
- (c) Where the complaint requires investigation, a pro forma action sheet will be developed which will include details of any interviews with the person or persons who were the subject of the complaint.
- (d) Where the Organisation is at fault, steps will be taken to avoid a recurrence.
- (e) Appropriate action will be taken where a particular individual has been the offender in more than one complaint.
- (f) Where the complaint resulted from false or misleading information being provided to the complainant, the Organisation will accept full responsibility. If the person responsible continues to offend, appropriate disciplinary action will be taken.
- (g) A monthly report will be submitted to the Executive of the Organisation summarising details of all complaints received.
- (h) Complaints will be analysed to reveal any recurrences or trends in the form of complaints received.

33. WINDING UP

- (a) Surplus assets not to be distributed to members
If TCF is wound up, any surplus assets must not be distributed to a member or a former member of TCF, unless that member or former member is a charity described in Clause 33(b)(i).
- (b) Distribution of surplus assets
- (i) Subject to the *Corporations Act* and any other applicable Act, and any court order, any surplus assets that remain after TCF is wound up must be distributed to one or more charities:
 - (A) with charitable purpose(s) similar to, or inclusive of, the aims in Clause 2, and
 - (B) which also prohibit the distribution of any surplus assets to its members to at least the same extent as TCF; and
 - (C) that is or are deductible gift recipients within the meaning of the *Income Tax Assessment Act 1997* (Cth),
 - (ii) The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, TCF may apply to the Supreme Court to make this decision
 - (iii) If TCF's deductible gift recipient endorsement is revoked (whether or not TCF is to be wound up) any surplus gift funds must be transferred to one or more charities that meet the requirements of Clauses 33(b)(i)(A), (B) and (C), as decided by the directors.

For the purpose of this clause:

- (A) 'gift funds' means
 - a. gifts of money or property for the principal purpose of TCF;
 - b. contributions made in relation to a fund-raising event held for the principal purpose of TCF; and
 - c. money received by TCF because of such gifts and contributions.
- (B) 'contributions' and 'fund raising event' have the same meaning as in Division 30 of the *Income Tax Assessment Act 1997* (Cth)