

# Save Our Suburbs NSW Constitution

May 2014

## Objectives

The Objectives of Save Our Suburbs NSW are to achieve planning and assessment legislation and practice in New South Wales that:

- a) Promote community involvement by strengthening the role/responsibility of individuals and other community groups in whole of State development and defining and achieving long term goals,
- b) Promote open government,
- c) Promote an appropriate balance between the needs of a healthy environment and the reasonable needs of people to live and work and enhances community wellbeing - social, cultural, environmental and economic,
- d) Encourage infrastructure compatible with ecologically sustainable development – across the widest possible range of environmental, economic, cultural and social issues, including planning and population,
- e) Prevent the over-development of urban areas through forcing higher population densities onto areas with infrastructure designed for lower densities

And to

- f) Provide a meeting point where members can consult one another with a view to deciding on co-operative actions,
- g) To organise publications, fundraising, meetings and exhibitions relevant to the objects of SOS.

## Part 1 – Preliminary

### 1. Definitions

a) In this constitution

**Affiliate** means any affiliated association or community group accepted as a member,

**SOS** means Save Our Suburbs NSW,

**Member** means either an individual or an affiliated association or community group accepted as a member.

b) In this constitution

A reference to a function includes a reference to a power, authority and duty, and  
A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

c) The provisions of the *Interpretation Act 1987* apply to this constitution.

## Part 2 – Membership

### 2. Membership Generally

a) Members of Save Our Suburbs (SOS) NSW Inc and of the Save Our State Party as at 28 September 2012 will be the initial members of Save Our Suburbs NSW

- b) An association or community group is eligible to be an affiliate of SOS if the committee of that affiliate agrees to join and if the committee of SOS accepts the application.
- c) An individual is eligible to be a member of SOS if the SOS committee accepts their application.

### **3. Nomination for Membership**

- a) A nomination of a person, association or community group for membership of SOS may be made by a member of SOS.
- b) An association or community group so nominated must specify in writing one member of whom will have its authority to exercise the privileges of nomination and voting as provided in this constitution.
- c) As soon as practicable after receiving a nomination for membership, the committee shall determine whether to accept or reject the nomination.
- d) As soon as practicable after the committee makes that determination, the secretary must:
  - Notify the nominee that the committee approved or rejected the nomination and
  - If the committee approved the nomination, request the nominee to pay (within 28 days of the notification) any sum payable under this constitution by a member as entrance fee and annual subscription.
- e) The secretary must, on payment by the nominee of the amounts referred to in subclause 3d, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of SOS.

### **4. Cessation of Membership**

A person ceases to be a member of SOS if the person:

- Dies,
- Resigns membership,
- Requests not to receive regular communications,
- Is expelled from membership of the organization,
- Fails to pay the annual membership fee within three months after it is due,
- Communications to whom are returned as unknown or return to sender and whose address is unknown to committee members.

A community group or association ceases to be a member of SOS if it:

- Disbands or otherwise ceases to exist,
- Resigns membership,
- Requests not to receive regular communications,
- Is expelled from the organisation,
- Fails to pay the annual membership within three months after the fee is due, or
- Communications to whom are returned as unknown or return to sender and whose address is unknown to committee members

### **5. Membership Entitlements Not Transferable**

A right, privilege or obligation which a person or affiliate has by reason of being a member of SOS

- a) Is not capable of being transferred or transmitted to another person or affiliate and
- b) Terminates on cessation of membership.

## **6. Resignation of Membership**

- a) A member may resign from SOS by first giving to the secretary notice of one month. The member ceases to be a member at the expiration of the notice period.
- b) If a member ceases to be a member for any reason, the secretary must make an appropriate entry in the register of members, recording the date on which the member ceased to be a member.

## **7. Register of Members**

- a) The secretary must establish and maintain a register of members specifying at least the name, postal, email address or residential address of each member with the date on which membership occurred.
- b) The register must be kept at an address specified by the Secretary.
- c) The register of members must be open for inspection, free of charge, by any member of SOS at any reasonable hour.
- d) If a member requests that information on the register (other than their name) not be made available for inspection, that information must not be made available for inspection.
- e) A member must not use information obtained from the register to contact or send material other than for:
  - Sending newsletters, notices of meetings and events or other material for purposes relevant to the business of SOS.

## **8. Fees and Subscriptions**

- a) The committee shall from time to time determine whether an entrance fee will be charged and at what amount. If such a fee is determined then it will be paid on admission to membership.
- b) In addition to any amount payable under subclause 8a) a member must pay to SOS an annual membership that will be an amount determined by the committee from time to time. Membership fees will be due before July 1<sup>st</sup> in each calendar year or If membership is granted on or after July 1<sup>st</sup>, membership fees will be due immediately and before July 1<sup>st</sup> in each succeeding calendar year.

## **9. Resolution of Disputes**

A dispute between members, in their capacity as members, will be resolved by a consensual process.

## **Part 3 -- The Committee**

### **10. Powers of the Committee**

Subject to this constitution and to any resolution passed by SOS in general meeting, the committee:

- a) Is to control and manage the affairs of SOS and
- b) May exercise all such functions as may be exercised by SOS, other than those that this constitution requires be exercised by a general meeting of members, and
- c) Has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of SOS.

## **11. Composition and Membership of the Committee**

- a) The **committee** will comprise of the following individuals:  
the office bearers, and co-opted members as under 12(h)
- b) The total number of committee members may not exceed nine.
- c) The office bearers of SOS are:  
The President  
The Deputy President  
The Treasurer  
The Secretary
- d) A committee member may hold more than one office
- e) Each member of the committee is, subject to this constitution, to hold office until the conclusion of a general meeting called to elect the committee following the date of the member's election, but is eligible for re-election.

## **12. Election of Committee**

- a) Nominations must be in writing according to the attached nomination form and sent to the the secretary by hand, post or pictorially electronically at least seven days before a general meeting.
- b) If there are insufficient nominations so made, nominations may be received from the floor at a general meeting to make up the required number.
- c) If there are insufficient nominations, any vacant positions are taken to be casual vacancies.
- d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- e) If the number of nominations exceeds the number of vacancies, a ballot will be held.
- f) The ballot for the election of the committee is to be conducted at a general meeting in such usual and proper manner as the committee may direct.
- g) Only those people who are SOS members, either through their affiliates or personally may be elected to the committee.
- h) Non-elected members of the committee may be co-opted by the office bearers as additional committee members from time to time for a period at the discretion of the office bearers .

## **13. President/Deputy President**

The president chairs all meetings of SOS and acts as official spokesperson. In the president's absence, the deputy president assumes the responsibilities of president. The president may delegate duties to any other members of SOS as the need arises.

## **14. Secretary**

- a) The secretary must, as soon as practicable, lodge notice with SOS of his/her address.
- b) It is the duty of the secretary to keep minutes of  
The names of committee members present at committee or general meetings and  
All proceedings at committee and general meetings.
- c) Minutes of each meeting must be approved as true and correct by those present at the meeting and signed by the chair at either that meeting or the next.

## 15. Treasurer

It is the duty of the treasurer to ensure:

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

## 16. Casual Vacancies

- a) In the event of a casual vacancy, the committee may appoint a member of SOS to fill the vacancy. The member so appointed is to hold office, subject to this constitution, until the conclusion of a general meeting following the date of the appointment.
- b) A casual vacancy occurs if there are insufficient nominations at a general meeting to fill positions on the committee or if a committee office bearer:
  - Dies,
  - Ceases to be a member of SOS,
  - Becomes insolvent or under administration within the meaning of the *Corporations Act 2001* of the Commonwealth,
  - Resigns office by notice in writing or electronically given to the secretary,
  - Is removed from office under clause 17,
  - Becomes a mentally incapacitated person,
  - Is absent without the consent of the committee for three consecutive meetings of the group,
  - Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months,
  - 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.

## 17. Removal of Committee Members

- a) SOS in general meeting may resolve to remove any member of the committee from the office of committee member and may resolve to appoint another person to hold office of the member so removed.
- b) If a member of the committee to whom a proposed resolution referred to in subclause a) makes written or electronic representations to the secretary or president and requests that the representations be notified to SOS members, the secretary or president may send a copy of the representations to all members or, if the representations are not sent, the member is entitled to require the representations to be read out at the meeting that considers the resolution.

## 18.1 Committee Meetings

- a) The committee must meet at the time and place nominated by the President or his/her substitute. A committee meeting may be held at 2 or more venues using any technology that gives each of the committee members a reasonable opportunity to participate.
- b) Notice of a meeting must be given to each member of the group at least 46 hours (or such other period agreed unanimously by the committee members) before the appointed time of the meeting.
- c) Notice of a meeting under subclause b) must specify the general nature of the business and, unless the members present agree unanimously, no other business may be transacted.
- d) The president or deputy president will chair all meetings. If these two officer bearers are absent, the remaining members of the committee may choose a member to take the chair.

## **18.2 Committee alternative decision making**

As an alternative to making decisions at a committee meeting a committee member may submit through the president a motion to be considered by the committee which the president, at his or her discretion, shall distribute to committee members to vote on using any technology that gives them a reasonable opportunity to participate and by which the question shall be determined within one week according to the provisions of Section 20 as if the members were present at a meeting.

## **19. Delegation to sub-committee**

**a)** The committee may delegate to one or more subcommittees (consisting of a member or members that the committee thinks appropriate) the exercise of such functions as the committee specifies in writing or electronically, other than:

This power of delegation, and

A function that is a duty imposed on the committee by any law.

**b)** A function that has been delegated to a sub-committee under this clause may, until the delegation is revoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

**c)** A delegation under this clause may be subject to conditions or limitations as specified by the instrument of delegation.

**d)** Despite any delegation under this clause, the committee may continue to exercise any function delegated.

**e)** Anything done or permitted by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as if it were done or permitted by the committee.

**f)** The committee may revoke wholly or in part any delegation under this clause.

**g)** A sub-committee may meet and adjourn as it thinks proper.

## **20. Voting and Decisions**

**a)** Questions arising at a committee or sub-committee meeting will be determined by consensus or by a majority of votes of members present at the meeting provided there is a quorum as specified in clause 21(c) or clause 20 (e).

**b)** Each member present at a meeting (including the person presiding) is entitled to one vote but, in the event of an equality of votes, the chair may exercise a second or casting vote.

**c)** The committee may act despite any vacancy on the committee.

**d)** Anything done or permitted, or purporting to have been done or permitted by the committee or 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 member of the committee or sub-committee.

**e)** Provided there is the latest quorum present as previously decided by a general meeting or by the committee, the committee may decide upon the required quorum for future committee meetings.

## **Part 4 – General Meetings**

### **21. Ordinary General Meeting – calling of and business**

**a) Ordinary** General meetings are to be convened on a date, time and place that the committee thinks fit. A general meeting may be held at 2 or more venues using any technology that gives each of the association's members a reasonable opportunity to participate.

- b)** In addition to any other business that may be transacted at the general meeting, the business is to include the following:
- To confirm the minutes of the preceding general meeting held since that meeting,
  - To receive from the committee reports on the activities of SOS during the period,
  - To elect office bearers and ordinary committee members,
  - To receive and consider any financial statement or report.
- c)** Specify the initial quorum that applies to committee meetings following the general meeting and the quorum to apply to future general meetings.

## **22. Special General Meetings – calling of**

- a)** The committee may, whenever it thinks fit, convene a special general meeting of SOS.
- b)** The committee must, on the requisition in writing of at least five per cent of the total number of members, convene a special general meeting.
- c)** A requisition of members for a special general meeting:
- Must state the purpose or purposes of the meeting, and
  - Must be signed by the members making the requisition, and
  - Must be lodged with the secretary, and
  - May consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- d)** If the committee fails to convene a special general meeting to be held within one month after the date of the requisition of members 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 three months after that date.
- e)** A special general meeting convened by a member or members as referred to in subclause d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

## **23. Notice**

- a)** When the business proposed for a general meeting does not require a special resolution of SOS, the secretary must give notice to each member at least 14 days before the date fixed for the general meeting. The notice shall specify the date, place and time of the meeting and the nature of the business to be conducted at the meeting.
- b)** When the business proposed for a general meeting requires a special resolution of SOS, the secretary must give notice to each member at least 21 days before the date fixed for the meeting. The notice will specify, in addition to the date, place and time of the meeting and the nature of the business to be conducted, 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 business which may be transacted under clause 21 (b) when appropriate.
- d)** A member who wishes 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.

## **24. Quorum for General Meetings**

- a)** No item of business is to be transacted at a general meeting unless the latest quorum of members as decided upon at a previous general meeting entitled under this constitution to vote is present during the time the meeting is considering the item.
- b)** If within half an hour after the appointed time for the start 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 a time and place specified at the time of the adjournment by the person chairing the meeting or communicated to the members in writing or electronically before the adjourned meeting is to take place.
- c) If at the adjourned meeting there is no quorum within half an hour after the time appointed to begin the meeting, the members present (being at least three) are to constitute a quorum.

## **25. Presiding Member**

- a) The president, or in the president's absence, the deputy president, is to chair any general meeting of SOS.
- b) If the president and deputy president are absent or unwilling to act, the members must elect one of their number to chair the meeting.

## **26. Adjournment**

- a) The chair of a general meeting where a quorum is present may, with the consent of the majority, 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.
- b) If a general meeting is adjourned for fourteen days or more, the secretary must give written, electronic or oral notice of the adjourned meeting to each member of SOS stating the place, date and time of the meeting and the business to be transacted at the meeting.
- c) Except as provided in subclauses a) and b), notice of an adjournment of a general meeting or of the business to be conducted at an adjourned meeting is not required to be given.

## **27. Making of Decisions**

- a) A question arising at a general meeting of SOS is to be determined by either:  
A show of hands, or  
If on the motion of the chair, or if ten (10) or more members present decide that the question should be determined by a written ballot – a written ballot.
- b) If the question is to be determined by a show of hands, the chair may declare that a resolution has, on a show of hands, been carried unanimously, carried by a particular majority or lost and there may be an entry to that effect in the SOS minute book. This is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- c) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chair.

## **28. Voting**

- a) On any question arising at a SOS general meeting a member has one vote only
- b) An affiliate may change its specification of the one member who will have its authority to exercise the privileges of nomination or voting provided this change is made in writing at least 14 days before the meeting.
- c) If there is an equality of votes the chairperson is entitled to exercise a second or casting vote.
- d) A member is not entitled to vote at any general meeting of SOS unless all money due and payable by the member has been paid.



e) An individual member under 18 years of age is not entitled to vote.

## **29. Proxy Votes not permitted**

Proxy voting is not permitted at or in respect of a general meeting.

## **30. Electronic Ballots**

SOS may hold an electronic ballot to determine any issue or proposal. .

## **Part 5 Miscellaneous**

### **31. Members obligations**

a) Any member must bear the entire responsibility for that member's actions in relation to SOS

b) No member may say or do anything to adversely affect the organisation and must comply with policies and procedures specified by the committee and conveyed to members

c) No member other than the President or a person delegated by the President may speak on behalf of the organisation

### **32. Insurance**

SOS may effect and maintain insurance.

### **33. Funds – source**

a) SOS funds are to be derived from entrance fees and annual subscriptions of members, grants, donations and, subject to any resolution passed by SOS in general meeting, such other sources as the committee determines.

b) A bank account determined by the committee may be opened.

c) All money received must be deposited as soon as possible and without deduction to the credit of the association's bank. Electronic transfer is the preferred method of receiving funds.

d) SOS must create a receipt as soon as practicable after receipt of money

e) The Treasurer shall keep proper books or electronic records of account and shall ensure the state of the accounts is reported on at each meeting of the committee.

### **34. Funds – Management**

a) Subject to any resolution passed at a general meeting, SOS funds are to be used to pursue SOS's objectives in such manner as the committee determines.

b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of three or more committee members authorised to do so by the committee and all electronic funds transfers must be performed by any one of these authorised individuals with the written agreement or secure electronic authorisation at the time of transfer of another authorised individual. Any such written agreement shall be physically delivered or be pictorially transferred electronically.

c) SOS is a not-for-profit organisation and members may be reimbursed for reasonable payments or services made on its behalf which must be approved by the committee.

### **35. Custody of Books etc**

Except as otherwise provided by this constitution, the secretary must keep in his or her custody, or under his or her control all records, books and other documents relating to SOS.

### **36. Inspection of Books etc**

**a)** The following documents must be open to inspection, free of charge, by a SOS member at any reasonable hour:

- Records, books and other financial documents of SOS,
- This constitution,
- Minutes of all committee meetings and general meetings of SOS.

**b)** A member of SOS may obtain a copy of any of the documents referred to in subclause 35(a) on payment of a fee of not more than \$1 for each page copied.

### **37. Service of Notices**

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

- By delivering it to the person personally,
- By sending it by pre-paid post to the address of the person, or
- By sending it by email, facsimile or other form of electronic transmission to an address specified by the person for giving or serving the notice.

**b)** For the purpose of this constitution, a notice is taken, unless the contrary is proved, to be given or served:

- In the case of a notice given or served personally, on the date on which it is received by the addressee, and
- In the case of a notice sent by pre-post, on the date on which it would have been delivered in the ordinary course of the post, and
- In the case of email or facsimile or other electronic transmission, on the date it was sent.

APPLICATION FOR MEMBERSHIP OF SAVE OUR SUBURBS NSW

I, .....  
[full name of applicant]

of .....  
[address]

.....  
[occupation]

..... [email] ..... [phone]

hereby apply to become a member of Save Our Suburbs NSW. In the event of my admission as a member, I agree to be bound by the constitution of the organisation for the time being in force.

.....  
[Signature of applicant]

.....  
[Date]

Membership .....\$ 0.00  
Fighting fund donation..... \$ .....  
**Total** .....,,,,,, \$ .....

Payment type: Cheque [ ]  
Direct Deposit [ ]

Banking details are: Save Our Suburbs NSW Westpac BSB 032-189 Account Number 26-0928  
Please ensure the payer is identified in the documentation.

- Please mail to Save Our Suburbs PO Box 492 Wahroonga NSW 2076
- Please include a stamped self-addressed envelope if you would like a receipt.

Proposer: I, .....  
[name of proposer]

a member of Save Our Suburbs NSW, nominate the applicant for membership of the organisation.

.....  
[Signature of proposer ]

.....  
[Date]

SAVE OUR SUBURBS NSW

**NOMINATION FORM**

We, the undersigned, being members of the SAVE OUR SUBURBS NSW hereby nominate:

.....

for the position of:

- \* President
- \* Vice-President
- \* Hon Secretary
- \* Hon Treasurer

(circle position nominated for)

**Names and signatures of nominators:**

| Name    | Signature |
|---------|-----------|
| 1 ..... | .....     |
| 2 ..... | .....     |

**ACCEPTANCE**

I .....

accept nomination for the position of .....

Signature ..... Date .....