

**Associations Incorporation Act 2009**

**CONSTITUTION OF ILLAWARRA ACADEMY OF SPORT INCORPORATED**

**Part 1 – Preliminary**

1. Name

The name of the association is Illawarra Academy of Sport Incorporated.

2. Definitions and interpretation

2.1. In this constitution:

*academy* means Illawarra Academy of Sport Incorporated;

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

*alumni member* means a *graduate* of the *academy* elected under clause 7;

*board* means the board of directors of the *academy* constituted in accordance with this constitution;

*chief executive officer* means the chief executive officer appointed under clause 21;

*community member* means a community member elected under clause 6;

*council* means Wollongong City Council, Shellharbour City Council, Kiama Municipal Council, Shoalhaven City Council or Wingecarribee Shire Council as the case may be;

*councils* means all *councils*;

*director* means a person elected or appointed as an office bearer or ordinary member of the *board* in accordance with this constitution;

*foundation member* means a foundation member as described in clause 5;

*general meeting* means an annual general meeting or a special general meeting of the *academy*;

*graduate* means any person who has completed an approved course of instruction conducted by the *academy* over a period of not less than 12 *months*;

*Illawarra* means the local government areas of the City of Wollongong, the City of Shellharbour, the Municipality of Kiama, the City of Shoalhaven and the Wingecarribee Shire;

*intellectual property* means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the *academy* or any activity of or conducted, promoted or administered by the *academy* in the *Illawarra*;

*member* means a member of the *academy*;

*month* means calendar month;

*nominee* means the person appointed by a *foundation member* under clause 5 to represent the *foundation member*;

*Regulation* means the *Associations Incorporation Regulation 2016*;

*Secretary* means the Secretary of the Department of Finance, Services and Innovation;

*special community member* means a special community member elected under clause 8;

*special general meeting* means a *general meeting* of the *academy* other than an annual general meeting;

*special resolution* has the meaning as defined in the *Act*;

*writing* includes printing and other modes of representing or reproducing words in visible form in the English language;

words indicating the singular number include the plural number and vice versa;

words indicating a gender include each other gender;

where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning.

## 2.2. In this constitution:

2.2.1. a reference to a function includes a reference to a power, authority and duty;

2.2.2. a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty; and

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

## 2.3.

2.3.1. The academy is incorporated under the *Associations Incorporation Act 2009* (the *Act*) and liability of membership is limited pursuant to s 16 of that Act.

2.3.2. This Constitution shall be deemed to have adopted the Model Rules under the *Act*, as per Schedule 1 thereof or for such other matters as may be prescribed from time to time.

2.3.3. Where there is any inconsistency between the Model Rules and this Constitution, the Model Rules shall prevail.

## 3. Objects

The objects of the *academy* are:

3.1. to provide opportunity, coaching, education and encouragement to talented and potentially talented youth of the Illawarra to achieve excellence in sport;

- 3.2. to promote and develop opportunities for the talented youth of the Illawarra to pursue and achieve excellence in sport both within the Illawarra and elsewhere;
- 3.3. to provide opportunity for the talented youth of the Illawarra to participate in sports science testing, evaluation and research and to engage in innovative programs including encouraging and assisting with travel both within and outside Australia to achieve excellence in sport and other related activities;
- 3.4. to promote, organise and administer sporting competitions, events, meetings and games of all kinds for the purpose of developing the skills of the talented youth of the Illawarra;
- 3.5. To provide support services in coaching, officiating and sports administration
- 3.6. To raise funds for and act as the trustee of any funds so raised whether by grant, donation or other financial support and to administer any foundation or any other body established for the purposes of the objects of the academy.
- 3.7. To use and protect the *intellectual property* and all other assets of the academy for the advancement and furtherance of these objects.
- 3.8. to provide an administrative framework to enable these objects to be achieved;
- 3.9. to encourage, promote and exhibit the highest standards of ethical behaviour;
- 3.10. to do all or any other thing as determined by the board as being in keeping with, in support of and in furtherance of these objects.

## **Part 2 - Membership**

### 4. Membership generally

*Membership of the academy will comprise:*

- 4.1. foundation members;
- 4.2. community members;
- 4.3. an alumni member; and
- 4.4. life members,

and may include a *special community member*

*All members, excluding life members, are entitled to be elected to the board.*

### 5. Foundation members

5.1. The *foundation members* are:

- 5.1.1. the Vice-Chancellor of the University of Wollongong or where the position of Vice Chancellor no longer exists, then the person who occupies the equivalent role if such equivalent role exists or the person nominated by the University Council;
- 5.1.2. the Lord Mayor of the City of Wollongong;

- 5.1.3. the Mayor of the Wingecarribee Shire Council;
    - 5.1.4. the Mayor of the Municipality of Kiama;
    - 5.1.5. the Mayor of the City of Shellharbour; and
    - 5.1.6. the Mayor of the City of Shoalhaven.
  - 5.2. Subject to clause 5.4, a *foundation member* may, if unable or unwilling to attend meetings of the *academy*, by notice in writing to the *chief executive officer* appoint a *nominee* to be the foundation member's representative at the meetings of the *academy*.
  - 5.3. That notice must be given no later than 24 hours before the commencement of the first meeting which the *nominee* is to attend. That appointment will remain in force and the *nominee* will be:
    - 5.3.1. entitled to exercise the functions of the *foundation member* by whom the *nominee* has been appointed; and
    - 5.3.2. for the purposes of this constitution, taken to be a *member* in the place of that *foundation member*, unless that appointment is withdrawn by the *foundation member* by notice in writing to the *chief executive officer*.
  - 5.4. If the nominee is a *director* and the appointment is withdrawn or membership ceases, the *nominee* will cease to be a *director* and a casual vacancy on the *board* will occur.
  - 5.5. At the first meeting following the appointment of the *nominee* and at any subsequent annual general meeting the *chief executive officer* must announce the *nominee's* appointment.
  - 5.6. Subject to paragraph 5.7 hereof, where there is a merger, amalgamation, administration, suspension or other event which leads to cessation of any of the respective positions prescribed in paragraphs 5.1.1 to 5.1.6 inclusive, then the position of the relevant Foundation Member shall cease and/or be declared vacant or be suspended for the period of administration or suspension.
  - 5.7. Notwithstanding paragraph 5.6 where an Administrator is appointed to a *Council* and the Administrator nominates by notice in writing to the *Chief Executive Officer*, a person as the nominee *Foundation Member* of the *Council*, then that person so nominated shall be the *Foundation Member* for the period of the administration or suspension of the *Council*, or until further notice.
6. Community members
  - 6.1. There will be 7 *community members* comprising 3 residents of the City of Wollongong and one resident of each other *councils* local government area.
  - 6.2. To be eligible for election as a *community member* a person must be:
    - 6.2.1. at least 18 years of age; and
    - 6.2.2. reside within the local government area of a *council*.

- 6.3. *Community members* will be elected by the *academy* at the meeting of the *board* immediately preceding the annual general meeting.
  - 6.4. The *chief executive officer* must, no later than 6 weeks prior to that *board* meeting publish in or on Council's recognised mode of communication, webpage or the Academy webpage or some other approved social media platform accessible in the Local Government area of each *Council* an advertisement calling for applications for the election of *community members*.
  - 6.5. An application for election as a *community member* must be made in writing in a form approved by the *board* and signed by the applicant and lodged with the *chief executive officer* prior to 5.00 pm on the advertised closing date for applications. The application must address the criteria as set out in the advertisement.
  - 6.6. The *chief executive officer* must, at least 14 days before the meeting at which the election is to take place, send a notice containing a list of all applicants to the directors.
  - 6.7. If there are more applications for *membership* than the number of *memberships* to be elected, a ballot must be held.
  - 6.8. The *membership* of each *community member* will expire at the conclusion of the meeting of the *board* immediately preceding the fourth annual general meeting following their election but they will be eligible for election for a further term of *membership*.
7. Alumni member
    - 7.1. There will be 1 *alumni member*.
    - 7.2. To be eligible for election as an *alumni member* a person must be:
      - 7.2.1. at least 18 years of age;
      - 7.2.2. reside within the local government area of a *council*; and
      - 7.2.3. be a *graduate*; and
      - 7.2.4. be nominated for election by an an organisation of alumni *graduates* that is approved by the *academy*.
    - 7.3. An *alumni member* will be elected by the *academy* at the meeting of the *board* immediately preceding the annual general meeting.
    - 7.4. The *chief executive officer* must, no later than 6 weeks prior to that *board* meeting send to that organisation a notice in writing calling for nomination of a *graduate* for election as an *alumni member*.
    - 7.5. Subject to the approval of that nomination and the election of the nominee by the *board*, the *membership* of the *alumni member* will expire at the conclusion of the meeting of the *board* immediately preceding the fourth annual general meeting following election but the *alumni member* will be eligible for election for a further term of *membership*.
  8. Special community member

- 8.1. The *board* may at any time elect a *special community member*.
- 8.2. To be eligible for election as a *special community member* a person must be:
  - 8.2.1. at least 18 years of age;
  - 8.2.2. reside within the local government area of a *council*; and
  - 8.2.3. have special qualifications or interests that in the view of the *board* are required for the more efficient management of the *academy*.
- 8.3. The *membership* of the *special community member* will expire at the conclusion of the meeting of the *board* immediately preceding the second annual general meeting following that election but may be renewed at any subsequent time.
- 8.4. The *special community member* will have the same status to vote and to hold any *board* position as if elected as a *community member*.
- 8.5. There may be only one *special community member* at any time.
9. Life members:
  - 9.1. Any person who has:
    - 9.1.1. rendered exceptional and distinguished service to the *academy*; or
    - 9.1.2. played an active and commendable part in the affairs of the *academy* for 10 or more years,may be elected as a *life member*.
  - 9.2. A nomination for *life membership* must be:
    - 9.2.1. made in writing and signed by at least 2 *members* (neither of whom may be the nominee);
    - 9.2.2. lodged with the *chief executive officer* at least 14 days prior to the *board meeting* immediately preceding the annual general meeting; and
    - 9.2.3. include reasons for submitting the nomination.
  - 9.3. At the *board* meeting immediately preceding the annual general meeting, the *board* must consider the nominations received since the previous annual general meeting. If there is more than one nomination, the *board* must determine the most qualified nominee.
  - 9.4. The *board* must then consider the qualifications of the nominees for *life membership*. If not less than three-quarters of those *board* members present and entitled to vote are in favour of the nomination, the nomination must be placed on the agenda of the next annual general meeting.
  - 9.5. A *life member* may only be elected by a *special resolution*.
  - 9.6. Upon election, the name of the person elected must be entered on the register of *life members* at the *next annual general meeting*.

- 9.7. All *life members* will be entitled to attend and speak at General meetings, but will not be entitled to vote at meetings unless holding some other form of *membership*.
- 9.8. Every *life member* will receive a *life member's* badge or other insignia as determined by the *board*.

## 10. Register of members

- 10.1. The public officer of the *academy* must establish and maintain a register of all *members* specifying the name, category of *membership* and postal or residential address of each person who is a *member* together with the date on which the person became a *member*.
- 10.2. The register must be kept in New South Wales:
- 10.2.1. at the main premises of the *academy*, or
- 10.2.2. if the *academy* has no premises, at the *academy's* official address.
- 10.3. The register must be open for inspection, free of charge, by any *member* at any reasonable hour.
- 10.4. If a *member* requests that any information contained on the register about the *member* (other than the *member's* name) not be available for inspection, that information must not be made available for inspection.
- 10.5. A *member* must not use information about a person obtained from the register to contact or send material to the person, other than for:
- 10.5.1. the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the *academy* or other material relating to the *academy*,
- 10.5.2. any other purpose necessary to comply with a requirement of the *Act* or the *Regulation*.

## 11. Fees, subscriptions and liabilities

A *member* is not required to pay any entrance fee, membership subscription or other amounts to the *academy* and is not liable to contribute towards the payment of the debts and liabilities of the *academy* or the costs, charges and expenses of the winding up of the *academy*.

## 12. Resolution of disputes

- 12.1. A dispute between a *member* and another *member* (in their capacity as members), or a dispute between a *member* or *members* and the *academy*, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- 12.2. 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.
- 12.3. The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

### 13. Disciplining of members

- 13.1. A complaint may be made to the *board* by any person that a *member*:
  - 13.1.1. has refused or neglected to comply with a provision or provisions of this constitution, or
  - 13.1.2. has willfully acted in a manner prejudicial to the interests of the *academy*.
- 13.2. The *board* may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 13.3. If the *board* decides to deal with the complaint, the *board*:
  - 13.3.1. must cause notice of the complaint to be served on the *member* concerned, and
  - 13.3.2. must give the *member* at least 14 days from the time the notice is served within which to make submissions to the *board* in connection with the complaint, and
  - 13.3.3. must take into consideration any submissions made by the *member* in connection with the complaint.
- 13.4. The *board* may, by resolution, expel the *member* from the *academy* or suspend the *member* from *membership* if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 13.5. If the *board* expels or suspends a *member*, the *chief executive officer* must, within 7 days after the action is taken, cause written notice to be given to the *member* of the action taken, of the reasons given by the *board* for having taken that action and of the *member's* right of appeal under clause 14.
- 13.6. The expulsion or suspension does not take effect:
  - 13.6.1. until the expiration of the period within which the *member* is entitled to appeal against the resolution concerned, or
  - 13.6.2. if within that period the *member* exercises the right of appeal, unless and until the *academy* confirms the resolution under clause 14,whichever is the later.
- 13.7. The expulsion or suspension of a member who is a nominee of a foundation member shall only apply to the individual nominee and not to the foundation member.

### 14. Right of appeal of disciplined member

- 14.1. A *member* may appeal to the academy in general meeting against a resolution of the *board* under clause 13, within 7 days after notice of the resolution is served on the *member*, by lodging with the *chief executive officer* a notice to that effect.



- 14.2. The notice may, but need not, be accompanied by a statement of the grounds on which the *member* intends to rely for the purposes of the appeal.
- 14.3. On receipt of a notice from a *member* under subclause 14.1, the *chief executive officer* must notify the *board* which is to convene a *general meeting* to be held within 28 days after the date on which the *chief executive officer* received the notice.
- 14.4. At a *general meeting* convened under subclause 14.3:
  - 14.4.1. no business other than the question of the appeal is to be transacted, and
  - 14.4.2. the *board* and the *member* must be given the opportunity to state their respective cases orally or in writing, or both, and
  - 14.4.3. the *members* present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 14.5. The appeal is to be determined by a simple majority of votes cast by *members* present and entitled to vote.

Proxy voting must not be undertaken at such meetings.

## 15. Cessation of membership

- 15.1. A person ceases to be a *member* of the *academy* if the person:
  - 15.1.1. dies; or
  - 15.1.2. becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth; or
  - 15.1.3. resigns from *membership* by notice in writing given to the *chief executive officer*; or
  - 15.1.4. is expelled under clause 13; or
  - 15.1.5. becomes a mentally incapacitated person; or
  - 15.1.6. 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
  - 15.1.7. 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; or
  - 15.1.8. in the case of a *director*, is absent without consent from 3 successive meetings of the *board*; or
  - 15.1.9. in the case of a *nominee*, the *foundation member* who appointed the *nominee* ceases to be a *member* or withdraws the nomination; or
  - 15.1.10. upon resolution of a *special general meeting*,

or in the case of a *community member*, an *alumni member* or a *special community member*, the person's *membership* expires and the person is not re-elected to *membership*

- 15.2. A *member* may resign from *membership* of the *academy* by first giving to the *chief executive officer* written notice of at least one *month* (or such other period as the *board* may determine) of the *member's* intention to resign and, on the expiration of the period of notice, the *member* ceases to be a *member*.
- 15.3. If a *member* ceases to be a *member* under sub-clause 15.2, and in every other case where a *member* ceases to be a *member*, the *chief executive officer* must make an appropriate entry in the register of *members* recording the date on which the *member* ceased to be a *member*.
- 15.4. Except in the circumstances provided in sub-clause 15.1.9 the relevant *foundation member* must be notified by the *chief executive officer* if a *nominee* ceases to be a *member* and requested to provide an alternative *nominee*.

## 16. Casual membership vacancies

- 16.1. If a casual vacancy occurs in the *membership* of the *academy*, the *board* may appoint a person who meets the eligibility criteria for the relevant membership to fill the vacancy.
- 16.2. The *membership of the person* so appointed will cease, subject to this constitution, on the expiration of the term of the *membership* the cessation of which caused the casual vacancy.

## Part 3 - The board

### 17. Powers of the *board*

Subject to the *Act*, the *Regulation* and this constitution and to any resolution passed by the *academy* in *general meeting*, the *board*:

- 17.1. is to control and manage the affairs of the *academy* including, but not limited to, the undertaking of all operations of the *academy*, strategic planning, approval of annual budget and financial management, preparation and audit of annual accounts and establishment of major policies and commitments; and
- 17.2. may exercise all such functions as may be exercised by the *academy*, other than those functions that are required by this constitution to be exercised by a *general meeting*; and
- 17.3. has power to perform all such acts and do all such things as appear to the *board* to be necessary or desirable for the proper management of the affairs of the *academy*.

### 18. Composition and membership of the *board*

- 18.1. The *board* is to consist of:
  - 18.1.1. the office-bearers of the *academy*, and
  - 18.1.2. up to 7 ordinary *directors*,

each of whom is to be elected at the annual general meeting of the *academy*.

- 18.2. The maximum number of *directors* is to be 9. The minimum is to be 5.
- 18.3. The office-bearers of the *academy* are the president and the vice-president.
- 18.4. Each *director* is, subject to this constitution, to hold office until the conclusion of the term after the third annual general meeting following the date of the *director's* election but is eligible for re-election.

However, where the membership of a *director* so elected expires prior to the expiration of the *director's* term and his/her membership is not extended for a further term, then that member shall cease to be a *director* at the expiration of his/her term of membership and a casual vacancy shall arise.

- 18.5. Despite clause 18.4, a *director* may not be re-elected for more than 3 consecutive terms of office.

## 19. Election of directors

- 19.1. Nominations of candidates for election as office-bearers of the *academy* or as ordinary *directors*:

- 19.1.1. must be made in writing, signed by 2 *members* of the *academy* and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

- 19.1.2. must be delivered to the *chief executive officer* at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

- 19.2. If insufficient nominations are received to fill all vacancies on the *board*, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.
- 19.3. If insufficient further nominations are received, any vacant positions remaining on the *board* are taken to be casual vacancies.
- 19.4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 19.5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 19.6. The ballot for the election of office-bearers and ordinary *directors* is to be conducted at the annual general meeting in such usual and proper manner as the *board* may direct.
- 19.7. A person nominated for election as an office-bearer or as an ordinary *director* must be a *member* of the *academy* or a *nominee* of a *foundation member*.

## 20. President

- 20.1. The president, or in the president's absence, the vice-president is to preside as chairperson at each *general meeting* and *board* meeting.

- 20.2. If the president or the vice-president are absent or unwilling to act the persons present and entitled to vote must elect one of their number to preside as chairperson at the *general meeting* or board meeting.
  - 20.3. The president or, in the president's absence or unavailability, the vice-president will represent the *academy* at all civic and ceremonial functions.
  - 20.4. The president is to exercise such other functions of the *board* and as the *board* determines.
21. Chief executive officer
- 21.1. The *board* must appoint a chief executive officer who is to be:
    - 21.1.1. unless the *board* resolves otherwise, the public officer of the *academy* for the purposes of the *Act*;
    - 21.1.2. generally responsible for the efficient and effective operation of the *academy's* functions and for ensuring the implementation, without undue delay, of decisions of the *board* and *general meetings*;
    - 21.1.3. responsible for functions outlined in the *chief executive officer's* employment contract;
    - 21.1.4. responsible for other functions as may be reasonably conferred on the *chief executive officer* by or under relevant legislation.
  - 21.2. The *chief executive officer* must:
    - 21.2.1. as far as practicable attend all *board* meetings and all *general meetings*;
    - 21.2.2. prepare the agenda for all *board* meetings and *general meetings*;
    - 21.2.3. record and prepare minutes of the proceedings of all *board* meetings and *general meetings*, and use his or her best endeavours to distribute those minutes to *members* promptly after the date of the meeting; and
    - 21.2.4. regularly report on the activities of, and issues relating to, the *academy*.
  - 21.3. The *chief executive officer* must also ensure that:
    - 21.3.1. all money due to the *academy* is collected and received;
    - 21.3.2. all payments authorised by the *academy* are made;
    - 21.3.3. correct books and accounts are kept showing the financial affairs of the *academy*, including full details of all receipts and expenditure connected with the activities of the *academy*; and
    - 21.3.4. those books and accounts are audited annually by the auditor appointed at the last annual general meeting.
22. Casual *board* vacancies

- 22.1. If a casual vacancy occurs in the office of director, the *board* may appoint a *member* of the *academy* to fill the vacancy and the *member* so appointed is to hold office, subject to this constitution, until the expiration of the term of office of that *director*.
- 22.2. A casual vacancy in the office of *director* occurs if the *director*:
  - 22.2.1. dies; or
  - 22.2.2. ceases to be a *member* of the *academy*; or
  - 22.2.3. becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth; or
  - 22.2.4. resigns office by notice in writing given to the *chief executive officer*, or
  - 22.2.5. is expelled from *membership* under clause 13; or
  - 22.2.6. becomes a mentally incapacitated person; or
  - 22.2.7. is absent without the consent of the *board* from 3 consecutive meetings of the *board*; or
  - 22.2.8. 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
  - 22.2.9. 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.
23. Removal of directors
  - 23.1. The *academy* in *general meeting* may by resolution remove any *director* from the office of *director* before the expiration of the *director's* term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the *director* so removed.
  - 23.2. If a *director* to whom a proposed resolution referred to in subclause 23.1 relates makes representations in writing to the *chief executive officer* or president (not exceeding a reasonable length) and requests that the representations be notified to the *members* of the *academy*, the *chief executive officer* or the president may send a copy of the representations to each *member* of the *academy* or, if the representations are not so sent, the *director* is entitled to require that the representations be read out at the meeting at which the resolution is considered.
24. Board meetings and quorum
  - 24.1. The *board* must meet at least 6 times in each period of 12 months at such place and time as the *board* may determine and in particular at least 14 days prior to any *general meeting*.
  - 24.2. Additional meetings of the *board* may be convened by the president.

- 24.3. Oral or written notice of a meeting of the *board* must be given by the *chief executive officer* to each *director* at least 48 hours (or such other period as may be unanimously agreed on by the *directors*) before the time appointed for the holding of the meeting.
- 24.4. Notice of a meeting given under subclause 24.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the *directors* present at the meeting unanimously agree to treat as urgent business.
- 24.5. A *simple majority of directors* constitute a quorum for the transaction of the business of a meeting of the *board*.
- 24.6. No business is to be transacted by the *board* unless a quorum is present. If, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 24.7. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 24.8. A *board* meeting may be held at 2 or more venues using any technology approved by the *board* that gives each *director* a reasonable opportunity to participate.
- 24.9. A *director* who participates in a *board* meeting using that technology is taken to be present at the meeting and, if the *director* votes at the meeting, is taken to have voted in person.
- 24.10. The *directors* may pass a resolution without a meeting of the *board* being held if all the *directors* entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last *director* signs.
25. Delegation by *board* to sub-committee
- 25.1. The *board* may, by instrument in writing, delegate to one or more sub-committees (consisting of such *member* or *members* of the *academy* as the *board* thinks fit) the exercise of such of the functions of the *board* as are specified in the instrument, other than:
- 25.1.1. this power of delegation, and
- 25.1.2. a function which is a duty imposed on the *board* by the *Act* or by any other law.
- 25.2. A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 25.3. A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

- 25.4. Despite any delegation under this clause, the *board* may continue to exercise any function delegated.
  - 25.5. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the *board*.
  - 25.6. The *board* may, by instrument in writing, revoke wholly or in part any delegation under this clause.
  - 25.7. A sub-committee may meet and adjourn as it thinks proper.
  - 25.8. A majority of the members of a sub-committee constitute a quorum for the transaction of the business of a meeting of the sub-committee.
26. Voting and decisions
- 26.1. Questions arising at a meeting of the *board* or of any sub-committee appointed by the *board* are to be determined by a majority of the votes of members of the *board* or sub-committee present at the meeting.
  - 26.2. Each member present at a meeting of the *board* or of any sub-committee appointed by the *board* (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the question must be taken to have been determined in the negative.
  - 26.3. Subject to clause 24.5, the *board* may act despite any vacancy on the *board*.
  - 26.4. Any act or thing done or suffered, or purporting to have been done or suffered, by the *board* or by a sub-committee appointed by the *board*, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the *board* or sub-committee.

#### **Part 4 - General meetings**

27. Annual General Meetings - holding of
- 27.1. The *academy* must hold its first annual general meeting within 18 months after its registration under the *Act*.
  - 27.2. The *academy* must hold its annual general meetings:
    - 27.2.1. within 6 months after the close of the *academy*'s financial year, or
    - 27.2.2. within such later time as may be allowed by the *Secretary* or prescribed by the *Regulation*.
28. Annual General Meetings - calling of and business at
- 28.1. The annual general meeting of the *academy* is, subject to the *Act* and to clause 27, to be convened on such date and at such place and time as the *board* thinks fit.
  - 28.2. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- 28.2.1. to confirm the minutes of the preceding annual general meeting and of any special general meeting held since that meeting,
  - 28.2.2. to receive from the *board* reports on the activities of the *academy* during the last preceding financial year,
  - 28.2.3. to receive and consider the annual audited financial report consisting of the statement of financial performance and the statement of financial position and any other financial statement or report required to be submitted to *members* under the *Act*,
  - 28.2.4. to elect office-bearers of the *academy* and ordinary *directors*,
  - 28.2.5. to appoint the auditor for the current financial year.
- 28.3. An annual general meeting must be specified as such in the notice convening it.
29. Special general meetings - calling of
- 29.1. The *board*:
    - 29.1.1. must, at least 2 times in each period of 12 *months*; and
    - 29.1.2. may, whenever it thinks fit, convene a *special general meeting* of the *academy*.
  - 29.2. The *board* must, on the requisition in writing of at least 5 *members*, convene a *special general meeting*.
  - 29.3. A requisition of *members* for a *special general meeting*:
    - 29.3.1. must state the purpose or purposes of the meeting, and
    - 29.3.2. must be signed by the *members* making the requisition, and
    - 29.3.3. must be lodged with the *chief executive officer*, and
    - 29.3.4. may consist of several documents in a similar form, each signed by one or more of the *members* making the requisition.
  - 29.4. If the *board* fails to convene a *special general meeting* to be held within one *month* after that date on which a requisition of *members* for the meeting is lodged with the *chief executive officer*, any one or more of the *members* who made the requisition may convene a *special general meeting* to be held not later than 3 *months* after that date.
  - 29.5. A *special general meeting* convened by a *member* or *members* as referred to in subclause 29.4 must be convened as nearly as is practicable in the same manner as *general meetings* are convened by the *board*.
  - 29.6. *Special general meetings* are as far as practicable to be held by way of rotation at the council chamber of each of the *councils* and at the University of Wollongong.
30. Notice



- 30.1. Except if the nature of the business proposed to be dealt with at a *general meeting* requires a *special resolution*, the *chief executive officer* 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.
  - 30.2. No later than 4 days prior to the date fixed for the holding of the *general meeting* the *chief executive officer* must provide each *member*, in the manner provided in clause 44 for the giving of notice, with details of all reports and submissions requiring consideration at the meeting.
  - 30.3. If the nature of the business proposed to be dealt with at a *general meeting* requires a *special resolution* of the *academy*, the *chief executive officer* 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 matters required under subclause 30.1, the intention to propose the resolution as a *special resolution*.
  - 30.4. 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 28.2.
  - 30.5. A *member* desiring to bring any business before a *general meeting* may give notice in writing of that business to the *chief executive officer* who must include that business in the next notice calling a *general meeting* given after receipt of the notice from the *member*.
31. Quorum for general meetings
- 31.1. No item of business is to be transacted at a *general meeting* unless a quorum of *members* entitled under this constitution to vote is present during the time the meeting is considering that item.
  - 31.2. A simple majority of the membership present (being *members* entitled under this constitution to vote at a *general meeting*) constitute a quorum for the transaction of the business of a *general meeting*.
  - 31.3. If within half an hour after the appointed time for the commencement of a *general meeting* a quorum is not present, the meeting:
    - 31.3.1. if convened on the requisition of *members*, is to be dissolved, and
    - 31.3.2. in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to *members* given before the day to which the meeting is adjourned) at the same place.
  - 31.4. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting is dissolved.
32. Adjournment
- 32.1. The chairperson of a *general meeting* at which a quorum is present may, with the consent of the majority of *members* present at the meeting, adjourn the

meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

32.2. If a general meeting is adjourned for 14 days or more, the *chief executive officer* must give written or oral notice of the adjourned meeting to each *member* of the *academy* stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

32.3. Except as provided in subclauses 32.1 and 32.2, notice of an adjournment of a *general meeting* or of the business to be transacted at an adjourned meeting is not required to be given.

### 33. Special resolutions

A *special resolution* may only be passed by the *academy* in accordance with section 39 of the *Act*.

### 34. Voting

34.1. On any question arising at a *general meeting* of the *academy* a *member* has one vote only.

34.2. In the case of an equality of votes on a question at a *general meeting*, the question must be taken to have been determined in the negative.

34.3. A *member* is not entitled to vote at any *general meeting* of the *academy* if the *member* is under 18 years of age.

### 35. Proxy votes not permitted

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

### 36. Postal or electronic ballots

36.1. The *academy* may hold a postal or electronic ballot to determine any issue or proposal (other than an appeal under clause 14).

36.2. A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the *Regulation*.

## Part 5 - Miscellaneous

### 37. Indemnity

37.1. Every *director* and officer of the *academy* is indemnified out of the property and assets of the *academy* against any liability incurred by them in their capacity as *director* or officer in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the court.

37.2. The *academy* indemnifies its *directors* and officers against all damages and losses (including legal costs) for which any such *director* or officer may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:

- 37.2.1. in the case of a *director*, performed or made while acting on behalf of and with the authority, express or implied, of the *academy*; or
- 37.2.2. in the case of an officer, performed or made in the course of, and within the scope of, their employment by the *academy*.

38. Insurance

The *academy* must effect and maintain insurance including, without limitation, insurance for public and products liability, professional indemnity and directors and officers liability and do all such things to protect its assets and products.

39. Funds - source

- 39.1. The funds of the *academy* are to be derived from grants, entrance fees and donations and, subject to any resolution passed by the *academy* in *general meeting*, such other sources as the *board* determines.
- 39.2. All money received by the *academy* must be deposited as soon as practicable and without deduction to the credit of the *academy's* bank or other authorised deposit-taking institution account.
- 39.3. The *academy* must, as soon as practicable after receiving any money, issue an appropriate receipt.

40. Funds - management

- 40.1. Subject to any resolution passed by the *academy* in *general meeting*, the funds of the *academy* are to be used in pursuance of the objects of the *academy* in such manner as the *board* determines.
- 40.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or authorised by any 2 *directors* or employees of the *academy*, being members or employees authorised to do so by the *board*.
- 40.3. The assets and income of the *academy* must be applied solely in furtherance of its objects and no portion may be distributed directly or indirectly to the *members* except as bona fide compensation for services rendered or expenses incurred on behalf of the *academy*.

41. Change of name, objects and constitution

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

42. Custody of books etc

Except as otherwise provided by this constitution or resolved by the *board*, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the *academy*.

43. Inspection of books etc

- 43.1. The following documents must be open to inspection, free of charge, by a *member* of the *academy* at any reasonable hour:

- 43.1.1. records, books and other financial documents of the *academy*,
- 43.1.2. this constitution,
- 43.1.3. minutes of all *board* meetings and *general meetings* of the *academy*.

44. Service of notices

- 44.1. For the purpose of this constitution, a notice may be served on or given to a person:
  - 44.1.1. by delivering it to the person personally, or
  - 44.1.2. by sending it by pre-paid post to the address of the person, or
  - 44.1.3. by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 44.2. For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - 44.2.1. in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - 44.2.2. in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - 44.2.3. in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or,
  - 44.2.4. if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date. Any notice required to be served on or given to a *member* who is a *nominee* must also be served on or given to the *foundation member* who has appointed that *nominee*.

45. Financial year

The financial year of the *academy* is each period of 12 months after the expiration of the previous financial year of the academy, commencing on 1 July and ending on the following 30 June.

46. Distribution of property on winding up

- 46.1. If, upon winding up or dissolution of the *academy*, there remains after satisfaction of all its debts and liabilities any assets or property, those assets and that property must not be paid to or distributed amongst the *members* but must be given or transferred to another organisation having objects similar to the objects of the *academy* and which prohibits the distribution of its income and property among its members.
- 46.2. That organisation must be determined by the *members* at a *general meeting* held at or before the time of winding up or dissolution, and in default of that determination, by a judge of the Supreme Court of New South Wales or other Court as may have or acquire jurisdiction in the matter.

47. Savings and transitional provisions

- 47.1. Unless and until an organisation of alumni *graduates* that is approved by the *academy* is constituted, clauses 7.2 to 7.5 inclusive will be deleted and the following substituted:
- 47.2. To be eligible for election as an *alumni member* a person must be:
- 47.2.1. at least 18 years of age;
- 47.2.2. reside within the local government area of a *council*; and
- 47.2.3. be a *graduate*.
- 47.3. An *alumni member* will be elected by the *academy* at the meeting of the *board* immediately preceding the annual general meeting.
- 47.4. The *chief executive officer* must, no later than 6 weeks prior to that *board* meeting publish in or on Council's recognised mode of communication, webpage or the Academy webpage or some other approved social media platform accessible in the Local Government area of each *Council* an advertisement calling for applications for the election of an *alumni member*.
- 47.5. An application for election as an *alumni member* must be made in writing in a form approved by the *board* and signed by the applicant and lodged with the *chief executive officer* prior to 5.00 pm on the advertised closing date for applications. The application must address the criteria as set out in the advertisement.
- 47.6. The *chief executive officer* must, at least 14 days before the meeting at which the election is to take place, send a list of all applicants to members of the *board*.
- 47.7. If there is more than one application for *alumni membership*, a ballot must be held.
- 47.8. The *membership* of each *alumni member* will expire at the conclusion of the meeting of the *board* immediately preceding the fourth annual general meeting following election but the member will be eligible for election for a further term of *membership*.