## Constitution of Permaculture Sydney West Inc

Based on Model Rules for Incorporated Associations, NSW Office of Fair Trading

## Part 1 - Preliminary

## 1 Definitions

1. In this constitution:
'Commissioner' means the Commissioner of the Office of Fair Trading
'Team Leader' means a member of the committee who is not an office-bearer of the association, as referred to in clause 13(2)
'Secretary' means:
(a) the person holding office under these rules as secretary of the association, or
(b) if no such person holds that office - the public officer of the association
'special general meeting' means a general meeting of the association, other than an annual general meeting, which is duly notified in advance
(Note: the Permaculture Sydney West monthly public meeting is not ordinarily a special general meeting)
'the Act' means the Associations Incorporation Act 2009
'the Regulation' means the Associations Incorporation Regulation 2016
2. In this constitution:
(a) a reference to a function includes a reference to a power, authority and duty, and
(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
3. The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## Part 2 - Aims and Objectives

The association shall have the following aims and objectives.

1. Aims
(a) Care for the environment
(b) Care for people
(c) Share the surplus
2. Objectives
(a) To work with local councils and others to promote awareness among the residents of western Sydney about sustainability and urban food production.
(b) To provide information, education, training and experience to the association's members and others, as deemed appropriate, about permaculture, its methods and techniques.
(c) To conduct general meetings 11 times per year, blitzes and living skills workshops at least 8 times per year.
(d) To develop and conduct workshops on permaculture related subjects to the association's members and the wider western Sydney community

## Part 3 - Membership

## 1 Membership (generally)

1. A person is eligible to be a member of the association if:
(a) The person is a natural person, and
(b) The person has applied and been approved for membership of the association in accordance with clause 2.
2. A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of association under section 6 (1) (a) of the Act was made.
3. Upon payment, the Membership Secretary shall enter the applicant's name in the register of member

## 2 Term of membership

The membership runs for 12 months from the date of joining. Applicants will receive notification by email, or as appropriate, 30 days prior to the renewal date

## 3 Cessation of membership

A person ceases to be a member of the association if the person
(a) dies, or
(b) resigns membership, or
(c) is expelled from the association, or
(d) fails to pay the annual membership fee within 3 months of the renewal date.

## 4 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:
(a) is not capable of being transferred or transmitted to another person, and
(b) terminates on cessation of the person's membership.

## 5 Resignation of membership

1. A member of the association who has paid all amounts payable by the member to the association in respect of their membership may resign from membership.
2. If a member of the association ceases to be a member under clause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members.

## 6 Register of members

1. The secretary of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association, together with the date on which the person became a member.
2. The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.
3. 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.
4. A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
(a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
(b) any other purpose necessary to comply with a requirement of the Act or the Regulation
5. If the register of members is kept in electronic form:
(a) it must be convertible into hard copy, and
(b) the requirements in sub clause (2) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## 7 Fees and subscriptions

1. A member of the association must, on admission to membership, pay to the association the appropriate annual fee, as determined by the committee.
2. The association will maintain 1 July to 30 June as its financial year.

## 8 Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 7 .

## 9 Resolution of internal disputes

1. Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
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.
3. The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

## 10 Disciplining of members

1. A complaint may be made to the committee by any person that a member of the association:
(a) has refused or neglected to comply with a provision or provisions of this constitution, or
(b) has wilfully acted in a manner prejudicial to the interests of the association.
2. The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
3. If the committee decides to deal with the complaint the committee
(a) must cause notice of the complaint to be served on the member concerned; and
(b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
(c) must take into consideration any submissions made by the member in connection with the complaint.
4. The committee may, by resolution, expel the member from the association or suspend the member from membership of the association 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.
5. If the committee expels or suspends a member, the secretary 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 committee for having taken that action and of the member's right of appeal under clause 11.
6. The expulsion or suspension does not take effect:
(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
(b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 11 whichever is the later.

## 11 Right of appeal of disciplined member

1. A member may appeal to the association in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
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.
3. On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
4. At a general meeting of the association convened under clause (3):
(a) no business other than the question of the appeal is to be transacted, and
(b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
(c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
5. The appeal is to be determined by a simple majority of votes cast by members of the association.

## Part 3 - The Committee

## 12 Powers of the Committee

Subject to the Act, the Regulation, this Constitution and any resolution passed by the association in general meeting, the committee:
(a) is to control and manage the affairs of the association, and
(b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
(c) has power to perform all 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 the association.

1. The committee is to consist of:
(a) the office-bearers of the association, and
(b) the Team Leaders - those members who are appointed to lead the association's Teams (see clause 20 (8) and 45), each of whom is to be elected at the annual general meeting of the association under clause 15.
2. The office-bearers of the association are to be:
(a) the president
(b) the vice-president
(c) the treasurer
(d) the secretary
(e) representatives of local subgroups (if any) as approved by the committee of management.
3. Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
4. A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
5. A person has a maximum term of three years in any one position before they are ineligible to stand for that position for a minimum of one year. Team leaders are exempted from this requirement.
6. In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

## 14 Election of members

1. Nominations of candidates for election as office-bearers and as Team Leaders of the association:
(a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
(b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
2. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
3. If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
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.
5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
6. The ballot for the election of office-bearers and Team Leaders to the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
7. A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

## 15 Secretary

1. The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
2. It is the duty of the secretary to keep minutes of:
(a) all appointments of office-bearers and members of the committee,
(b) the names of members of the committee present at a committee meeting or a general meeting, and
(c) all proceedings at committee meetings and general meetings.
3. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
4. The signature of the chairperson may be transmitted by electronic means for the purposes of sub clause (3).

## 16 Treasurer

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

## 17 Casual Vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:
(a) dies, or
(b) ceases to be a member of the association, or
(c) becomes an insolvent under administration within the meaning of the Corporations

Act 2001 of the Commonwealth, or
(d) resigns office by notice in writing given to the secretary, or
(e) is removed from office under rule 19, or
(f) becomes a mentally incapacitated person, or
$(\mathrm{g})$ is absent without the consent of the committee from all meetings of the committee held during a period of three months.
(h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
(i) is prohibited from being a director of a company under Part 2D. 6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

## 18 Removal of Committee Members

1. The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
2. If a member of the committee (to whom a proposed resolution referred to in sub clause (1) relates) makes representations in writing to the secretary or president (not exceeding a
reasonable length) and requests that the representation be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## 19 Committee Meetings and Quorum

1. The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
2. Additional meetings of the committee may be convened by the president or by any member of the committee.
3. Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
4. Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
5. Any six members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
6. No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
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.
8. At a meeting of the committee the president or, in the president's absence, the vice president is to preside, or if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

## 20 Use of Technology at Committee Meetings

1. A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
2. A committee member who participates in a committee 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 Delegation by Committee to Sub-committee

1. The committee may, by instrument in writing, delegate e.g. in the minutes, to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
(a) this power of delegation, and
(b) a function which is a duty imposed on the committee by the Act or by any other law.
2. A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
3. A delegation under this section 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.
4. Despite any delegation under this rule, the committee may continue to exercise any function delegated.
5. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
6. The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
7. A sub-committee may meet and adjourn, as it thinks proper.
8. In Permaculture Sydney West Inc. there are distinctions between sub-committees and Teams. See clause 45.

## 22 Voting and Decisions

1. Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
2. Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
3. Subject to clause 20(5), the committee may act despite any vacancy on the committee.
4. Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## Part 4-General meeting

23 Annual General Meetings - holding of

1. With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
2. The association must hold its annual general meetings:
(a) Within 6 months after the close of the association's financial year, or
(b) Within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

24 Annual General Meetings - calling of and business at

1. The annual general meeting of the association is, subject to the Act and to clause 23 , to be convened on such date and at such place and time as the committee thinks fit.
2. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
(a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
(b) to receive from the committee reports on the activities of the association during the last preceding financial year,
(c) to elect office-bearers of the association and Team Leaders,
(d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
3. An annual general meeting must be specified as such in the notice convening it.

25 Special General Meetings - calling of and business at

1. The committee may, whenever it thinks fit, convene a special general meeting of the association.
2. The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
3. A requisition of members for a special general meeting:
(a) must state the purpose or purposes of the meeting, and
(b) must be signed by the members making the requisition, and
(c) must be lodged with the secretary, and
(d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
4. If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
5. A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.
6 . For the purposes of sub clause (3)
(a) a requisition may be in electronic form, and
(b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

## 26 Notice

1. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
2. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
NOTE: A special resolution must be passed in accordance with section 39 of the Act.
3. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 25(2).
4. A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## 27 Procedure

1. No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
2. Twenty members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting. 3. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
(a) if convened on the requisition of members, is to be dissolved, and
(b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
3. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least five) is to constitute a quorum.

## 28 Presiding member

1. The chairperson for each meeting shall be agreed upon by the committee members present prior to the commencement of the meeting.

## 29 Adjournment

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.
2. If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
3. Except as provided in clauses (1) and (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.

## 30 Making of decisions

1. A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
2. At a general meeting of the association, a poll may be demanded by the chairperson or by at least five members present in person or by proxy at the meeting.
3. If a poll is demanded at a general meeting, the poll must be taken
4. the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## 31 Special Resolution

A resolution of the association is a special resolution:
(a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
(b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

## 32 Voting

1. On any question arising at a general meeting of the association a member has one vote only. 2. In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
2. A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.
3. A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

## 33 Appointment of proxies

1. Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
2. The notice appointing the proxy is to be in an appropriate signed form.

## 34 Postal or electronic ballots

1. The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 11)
2. A postal or electronic ballot is to be conducted in accordance with Schedule 3 of the Regulation.

## Part 5 - Miscellaneous

## 35 Insurance

The association may effect and maintain insurance.
36 Funds - Source

1. The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
2. All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
3. The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

## 37 Funds - management

1. Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

## 38 Alteration of objects and constitution

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

## 39 Distribution of property on winding up of association

1. Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
2. In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

NOTE: Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

## 40 Change of Name, Objects and Constitution

An application for registration of a change in the association'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.

## 41 Custody of Books

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales.
(a) At the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
(b) If the association has no premises, at the association's official address, in the custody of the public officer.

## 42 Inspection of books

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

## 43 Service of Notices

1. For the purpose of these rules, a notice may be served on or given to a person:
(a) by delivering it to the person personally, or
(b) by sending it by pre-paid post to the address of the person, or
(c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
2. For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
(a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
(b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
(c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## 44 Permaculture Sydney West Inc. Teams

1. Permaculture Sydney West Teams are set up to achieve specific ongoing functional goals of Permaculture Sydney West.
2. The purpose of each Team is defined in writing by the committee of management.
3. Teams are open for any member to join.
4. Team members (or others) may propose a Team Leader who is confirmed by election at the AGM.
5. Teams act within the powers given to them by the committee of management.
6. Each Team Leader occupies a position on the committee if determined by the committee of management. Teams report, raise issues and make recommendations to the committee through their Team Leaders.
7. Teams may be dissolved by the committee of management.
